

CONSTITUTION AND BY-LAWS

of the

FIRST COVENANT CHURCH

of

OAKLAND, CALIFORNIA

INCLUDING AMENDMENTS APPROVED APRIL 2006

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CONSTITUTION

PREAMBLE

The Evangelical Covenant Church of America has its roots in Historical Christianity as it emerged in the Protestant Reformation, in the Biblical instruction of the State Church of Sweden, and in the greater spiritual awakenings of the Nineteenth Century. These three influences have in large measure shaped its development and are to be borne in mind in seeking to understand its distinctive spirit.

FIRST COVENANT CHURCH OF OAKLAND, CALIFORNIA, since its inception in 1887, two years after The Evangelical Covenant Church of America was organized, has adhered to the affirmations of the Protestant Reformation regarding the Holy Scriptures, both Old and New Testaments, as the Word of God, and the only perfect rule for faith, doctrine, and conduct. It has traditionally valued the historic confessions of the Christian Church, particularly the Apostles' Creed, while at the same time it has emphasized the sovereignty of the Word over all creedal interpretations. It has especially cherished the pietistic restatement of the doctrine of justification by faith, the New Testament emphasis upon personal faith in and acceptance of Jesus Christ as Savior and Lord, and the reality of a fellowship of believers "having the same love, being of one accord, of one mind" (Phil. 2:2).

In order to delineate individual and corporate areas of responsibility, FIRST COVENANT CHURCH OF OAKLAND, CALIFORNIA, establishes this Constitution and By-Laws.

ARTICLE I

NAME

The name of this church shall be the FIRST COVENANT CHURCH OF OAKLAND, CALIFORNIA.

ARTICLE II

PURPOSE

The purpose of this church is to unite believers in fellowship for spiritual edification, for the winning of souls to Jesus Christ, and for the propagation of the Gospel of Jesus Christ through home and world missions.

To accomplish its mission the church shall make use of the various means of grace that God has bestowed upon the Church, such as the Word of God, Baptism and Holy Communion (Matt. 28:19-20; Acts 2:42; Eph. 4:3-15).

ARTICLE III

STATEMENT OF FAITH

WE BELIEVE:

1. In the Scriptures of the Old and New Testaments as the supreme and final authority in faith and life, the original writings of which were verbally inspired by the Holy Spirit (II Sam. 23:2; Psa. 119:89; Acts 24:14; II Tim. 3:16; II Pet. 1:21; Rev. 22:19).

2. In one God, eternally existing in three Persons: Father, Son and Holy Spirit (Deut. 6:4; Matt. 3:16-17, 28:19; John 1:1-18; 5:18-27, 8:42, 58; Acts 5:3-4; I Cor. 8:6).

3. That the Lord Jesus Christ took upon Himself our nature, being conceived by the Holy Ghost and born of the Virgin Mary and being true God and true man; that He died for our sins according to the Scriptures, and all who believe in Him are justified on the ground of His shed blood; that He arose from the dead in the body in which He was crucified; that He ascended into Heaven in that body glorified, where He is now our interceding High Priest and Advocate; that He will come again, personally and visibly, to set up His kingdom, and will judge the quick and the dead (Col. 1:15-19; Heb. 2:14; Phil. 2:5-8; Matt. 1:18-25; Heb. 9:25-28; Rom. 3:24-25, 5:9; Luke 24; Phil. 3:21; Heb. 4:14-16, 7:25; Acts 1:9-11; Rev. 11:15-18, 20:4-6, 11-15).

4. That man was created in the image of God; that he fell into sin and by reason thereof is lost; that ever since all human beings have been born with a sinful nature and, in the case of those who reach moral responsibility, become sinners in thought, word and deed, and except a man be born again he cannot see the kingdom of God; that salvation is

by grace through faith in Christ who His own self bore our sins in His own body on the tree. We further believe in the bodily resurrection of the just and the unjust, the everlasting blessedness of the saved and the everlasting conscious retribution of the lost (Gen. 1:26-27; Isa. 53:6; Rom. 3:23-26; 5:12; John 3:3; I Pet. 2:23-24; Acts 4:12; Matt. 25:46; Job 19:25-26; John 5:28-29; I Cor. 15:35-44; II Cor. 4:14; Phil. 3:20-21).

5. That the Church is an elect company of believers baptized by the Holy Spirit into one body, whose mission it is to witness concerning the Lord Jesus Christ, preaching the Gospel among all nations, and who will be caught up to meet the Lord in the air before He appears to set up His kingdom (Acts 2:41, 47; Eph. 1:3-6, 22-23; I Cor. 12:12-13; Acts 1:8, 10:34-43, 15:13-17; I Thes. 4:16-18).

(Adopted by this church September 28, 1937)

ARTICLE IV

AFFILIATION

This church may affiliate only with a denomination or organization which adheres and conforms to the Word of God, and which reserves to the church absolute autonomy in all its activities. This church is affiliated with The Evangelical Covenant Church and its Pacific Southwest Conference.

ARTICLE V

MEMBERSHIP

This church shall receive into membership only those who through a saving faith in the Lord Jesus Christ have been born again, and who in their lives manifest fellowship with Christ; who accept and agree to abide by this Constitution and the By-Laws of the church; and who will loyally support its program with time, talent and resources as God provides (Rom. 10:9-10).

ARTICLE VI

CHURCH BOARD

The general administration of this church shall be vested in a body known as the Church Board which shall consist of such members as specified in the Bylaws. Each member of the church board shall be a regular member of this church and in good standing, shall meet the New Testament requirements of his or her office and work, shall reaffirm adherence to the Statement of Faith, and shall do so before accepting the office to which he or she is elected or called.

ARTICLE VII

MEETINGS

The annual business meeting shall be held each calendar year. All regular or special business meetings, and matters of special importance to be considered at such meetings, shall be announced publicly for at least one Sunday in advance of such meeting. Only regular members who are 18 years of age and over shall be eligible to vote.

At the annual meeting written reports shall be submitted by the ministering staff and each organization of the church. Audited financial reports shall be submitted by the Treasurer of the church and each of its organizations. Officers shall be elected at the annual meeting by secret ballot and majority vote of members present and voting.

ARTICLE VIII

CHURCH PROPERTY

In the event of a division in the church, from which may God in his mercy spare us, the property of the church shall go to those who abide by this Constitution and the By-Laws of the church. In the event of dissolution, all property belonging to the church shall be assigned to the Pacific Southwest Conference of The Evangelical Covenant Church.

ARTICLE IX

BY-LAWS

By-Laws not in conflict with this Constitution may be adopted by a two-thirds (2/3) majority vote of members present and voting at any regular business meeting or at a special meeting called for that purpose. Proposed By-Laws or amendments thereto shall be submitted in writing at a preceding business meeting held not less than sixty (60) days prior to adoption.

ARTICLE X

AMENDMENTS

SECTION 1:

Amendments to this Constitution may be adopted by a two-thirds (2/3) majority vote of members present and voting at the annual business meeting of the church, provided the proposed amendment was presented in writing at the preceding annual meeting. Said vote shall be by secret ballot.

SECTION 2:

Articles II and III hereof cannot be revised or amended. This is also true of Article X, Section 2, of this Constitution.

BY-LAWS

ARTICLE I

MEMBERSHIP

SECTION 1: APPLICATIONS FOR MEMBERSHIP

(a) Application for membership shall be submitted to one of the Pastors, a Deacon or Deaconess. If possible, applicant shall attend an Inquirer's Class to be conducted by one or more of the Pastors. It shall be the duty of the Board of Deacons to interview the applicant with regard to the applicant's spiritual life in accordance with Article V of the Constitution. The applicant shall meet with the Board of Deacons and shall give a testimony concerning the applicant's faith and Christian experience. If the applicant is found eligible, the Deacons shall recommend the applicant for membership to the next business meeting of the church or Church Board. New members shall be accepted by unanimous vote of members present and voting. Any member voting against the acceptance of the applicant must immediately appear before the Board of Deacons and give cause for the member's dissenting vote, basing the member's objections on the Word of God, whereupon the Board of Deacons shall decide whether or not the application shall be referred to the congregational business meeting or Church Board for further action. All applicants granted membership shall be present, if possible, at a communion service to be publicly welcomed to membership in the church.

(b) Applicant from another Christian church wishing to join this church by letter of transfer shall submit a letter stating such desire to the Lead Pastor or Deacons, and the same shall be acted upon according to the provisions of paragraph (a) of this section.

SECTION 2: ASSOCIATE MEMBERSHIP

Associate membership is available to applicants who desire to retain membership in another Christian church while temporarily residing in this community, or who leave this community but wish to continue their association with this church. Associate membership shall be governed by the provisions of Article V of the Constitution and by the provisions of Article I, Section 1 of these By-Laws.

Associate members shall not be eligible to vote or to hold an elective office in this church, but may attend and participate in congregational business meetings. Associate members may be removed from associate membership status at their own request, or by decision of a church or Church Board business meeting upon recommendation of the Board of Deacons. The number of associate members shall not be included in the official stated membership of the church.

SECTION 3: RESPONSIBILITIES OF MEMBERSHIP

Every member shall assume the responsibilities and obligations placed upon members by the Word of God and this church. If not previously baptized, the member shall be baptized in obedience to the Lord's command according to the Holy Scriptures. Members shall through witness by life and word, consecrated service, faithful attendance at the public worship and business meetings of the church, prayer and financial support as God enables them, further the cause of Christ at home and abroad.

SECTION 4: DISCIPLINE

A member who has willfully neglected the duties of a member, has not regularly attended the services of the church, and possessing the means, has not contributed to its support for one year, may be admonished by the Board of Deacons concerning the matter with an effort to restore the member to fellowship. If such admonition goes unheeded, or should a member move away or withdraw from the fellowship of the church without communicating with the church after a reasonable time, the member shall be liable for automatic forfeiture of membership. Forfeiture of membership shall be acted upon at either congregational or Church Board business meetings upon recommendation of the Board of Deacons.

If any member of the church shall be found in a walk unworthy of the Gospel, the member shall be dealt with and corrected in accordance with God's Word in love and kindness (Gal. 6:1). Personal grievances shall be settled in accordance with the procedure stated in Matthew 18:15-18, and no complaints shall be preferred until this course has been pursued. If such correction is unheeded, the matter shall be brought to the attention of the Board of Deacons which shall in meekness and gentleness seek to restore such a member to fellowship. The member concerned may be excluded from membership at a regular meeting of the congregation upon recommendation of the Board of Deacons and the Church Board.

SECTION 5: TRANSFER OR WITHDRAWAL OF MEMBERSHIP

Any member in good standing shall at the member's request in writing to the Lead Pastor or Board of Deacons be granted a letter of transfer to another Christian church. A member who for other reasons desires to withdraw from the fellowship of the church shall likewise request the same in writing to the Lead Pastor or Board of Deacons. The Board of Deacons shall carefully inquire into the reasons or circumstances for such request of withdrawal. Request for withdrawal of membership shall be acted upon by the Church Board or a congregational business meeting upon recommendation of the Board of Deacons.

SECTION 6: FORFEITURE OF PROPERTY RIGHTS

A member who has been properly removed from membership in the church or has withdrawn from membership has forfeited all rights to any and all property of the church.

ARTICLE II

LEAD PASTOR

SECTION 1: QUALIFICATIONS

The Lead Pastor of the church shall meet the New Testament requirements of his office and his work, shall subscribe to the Statement of Faith in the Constitution of this church, and shall be an ordained minister of the Gospel.

SECTION 2: DUTIES

By virtue of his call, the Lead Pastor shall be a member of the church, Church Council, Church Board, and ex-officio member of Ministry Boards and committees within the church with voting privileges. It shall be the duty of the Lead Pastor to preach and teach the Word of God, to have charge of the public gatherings, to administer the sacraments, to faithfully give of himself to pastoral work, to be responsible for membership records, and to perform all other duties in keeping with his calling. He shall render a written report to the annual meeting of the activities of the church during the year. He shall endeavor to work in harmony with The Evangelical Covenant Church of America and other groups of like faith and practice as our own church. He shall be considered to be the head of the church staff

SECTION 3: CALL AND ELECTION

The church shall call a Lead Pastor, whenever occasions arise, for a definite or indefinite term in accordance with its best judgment. A pastoral search committee shall be appointed to consider candidates and make recommendations. The committee shall be approved by the congregation upon recommendation of the Church Board, and shall be constituted so as to represent a cross section of the membership of the church. The Chairman of the Pastoral Search Committee shall be appointed by the Church Chairman out of the committee membership. The Lead Pastor shall be called at either a regular or special congregational business meeting, the purpose of which shall have been announced at least two Sundays in advance. He shall be chosen by secret ballot with a two-thirds (2/3) majority vote of members present and voting required for a call. The letter of call shall be issued by the Chairman and Secretary of the church and shall, with the approval of the congregation, set forth terms and conditions of the call, such as salary, housing, moving expenses, allowances, insurance benefits, vacation arrangements, outside speaking engagements, and other related matters.

SECTION 4: ACCUSATIONS

Accusations of false doctrine or unworthy conduct on the part of the Lead Pastor shall be submitted in writing to the Chairman of the church and supported by two or more witnesses (I Tim. 5:19-20). The charges shall be considered by such combination of the Pastoral Relations Committee and Board of Deacons as the Chairman shall determine and if after meeting with the Lead Pastor such charges can be resolved to the mutual satisfaction of all concerned, no further action need be taken. If they cannot be resolved, and disciplinary action is warranted, a recommendation of such action, including dismissal if appropriate, may be presented to the Church Board by the Pastoral Relations Committee and the Board of Deacons. If circumstances warrant, the Church Board may place the Lead Pastor on immediate leave with pay pending resolution of all issues. Dismissal shall require action of the congregation upon recommendation of the Church Board.

SECTION 5: TERMINATION OF THE LEAD PASTORAL CALL

The Lead Pastor shall retain his tenure as long as the congregation so wills or until the Lead Pastor wishes to leave. Termination action by the congregation or resignation by the Lead Pastor shall be preceded by no less than six (6) weeks written notice in either instance, except in the case of disciplinary action pursuant to Section 4 above. Termination at the will of the church must be acted upon by the congregation at a regular or specially called business meeting and such action shall be by secret ballot and must receive at least a two-thirds (2/3) majority vote of members present and voting. In addition to accrued vacation pay, severance pay may be paid upon termination of employment at the discretion of the Church Board.

ARTICLE III

MINISTERIAL STAFF

SECTION 1: QUALIFICATIONS

The ministerial staff of the church shall meet the New Testament requirements of their office and their work, shall subscribe to the Statement of Faith in the Constitution of this church, shall be licensed ministers or professionals and are encouraged to be a commissioned or ordained minister of the Gospel.

SECTION 2: DUTIES

A Ministerial Staff member shall be a member of the church and shall devote himself/herself to the service of the church, teaching and/or preaching the Word of God and faithfully giving himself/herself to pastoral work. Ministerial staff members shall perform their responsibilities in accordance with their letter of call and job description, practicing good administrative procedures and cooperating with the church Ministry Boards. A staff member shall be an advisory member of all boards and committees to which the staff member is assigned by the Lead Pastor or these by-laws.

SECTION 3: CALL

The Church Council shall, subject to sufficient budget provision, call a ministerial staff member, whenever occasions arise, for a definite or indefinite term in accordance with its best judgment. The Lead Pastor shall be responsible for the search for and selection of ministerial staff. In accordance with Article V, Section 4 of these by-laws, a search committee may be appointed by the Church Board to assist the Lead Pastor in developing position descriptions, establishing position qualifications and considering candidates. The Lead Pastor will present his selection recommendations to the Church Board for affirmation and then to the Church Council for approval to issue a call. Approval to call a staff member shall be by secret ballot with a two-thirds (2/3) majority vote of Church Council members present and voting. The letter to call shall be issued by the Chairman of the church and shall, with the approval of the Church Board, set forth the terms and conditions of the call, such as salary, housing, moving expenses, allowances, benefits, vacation, outside speaking engagements and other related matters and shall designate the recipient of the call as a member of the ministerial staff.

SECTION 4: ACCUSATIONS

Accusations of false doctrine or unworthy conduct on the part of a ministerial staff member shall be submitted in writing to the Chairman of the church and supported by two or more witnesses (I Tim. 5:19-20). The charges shall be considered by such combination of the Pastoral Relations Committee and Board of Deacons as the Chairman shall determine and if after meeting with the ministerial staff member such charges can be resolved to the mutual satisfaction of all concerned, no further action need be taken. If they cannot be resolved and disciplinary action is warranted, a recommendation for such action, including dismissal if appropriate, may be presented to the Church Board by the Pastoral Relations Committee and the Board of Deacons. If circumstances warrant, the Church Board may place the ministerial staff member on immediate leave with pay pending resolution of all issues.

SECTION 5: TERMINATION OF THE MINISTERIAL STAFF MEMBER CALL

Ministerial staff members shall retain their position as long as the Church Board determines or until the ministerial staff member wishes to leave but not without six (6) weeks written notice in either instance except in the case of disciplinary action pursuant to Section 4 above or waiver by mutual consent. Termination at the will of the church must be acted upon by the Church Board at a regular or specially called meeting and such action shall be by secret ballot

and must receive at least a two-thirds (2/3) majority vote of those members present and voting. In addition to accrued vacation pay, severance pay may be paid upon termination of employment at the discretion of the Church Board.

ARTICLE IV

OFFICERS

SECTION 1: CHAIRMAN

The Chairman shall be the executive officer of the church and shall preside at all congregational, Church Council, and Church Board business meetings and, in general, have the following responsibilities:

- A. Be responsible for seeing that all decisions of such meetings are carried out.
- B. Confer with the Lead Pastor in preparing the agenda for congregational, Church Council and Church Board meetings.
- C. Work closely with the Lead Pastor to coordinate the activities of the church through the various Ministry Boards and committees.
- D. In the absence of the Lead Pastor or a ministerial staff member designated by the Lead Pastor, be responsible for the leadership of worship services.
- E. Serve as ex-officio member of all Ministry Boards and committees of the church, except the Nominating Committee.
- F. Be responsible for calling and presiding at meetings of the Church Council, Church Board and Pastoral Relations Committee as occasion arises.
- G. When deemed advisable and essential, appoint special committees for specific purposes, subject to ratification by the Church Board.
- H. Render annual reports in the absence of the Lead Pastor.

SECTION 2: VICE CHAIRMAN

The Vice Chairman shall assume the duties of the Chairman in the absence of the latter and in every way possible assist the Chairman in such duties. The Vice Chairman shall have the responsibility of overseeing the work of committees and seeing that they carry out their functions properly.

SECTION 3: SECRETARY

The Secretary shall keep careful and permanent minutes and records of all congregational, Church Council and Church Board business meetings. The Secretary shall execute such official correspondence as shall be required, and preserve all official correspondence relating to the Church Council and Church Board and business meetings of the church. The Secretary shall cause notice to be given of all meetings when such notice is required. The minute book shall be made available to members on request, upon reasonable notice.

SECTION 4: FINANCIAL SECRETARY

The Financial Secretary, an appointee of the Finance Board from among its members, shall receive, record and deposit in the bank, all moneys received by the church, and submit a weekly report thereof to the Treasurer. The Financial Secretary shall maintain confidential records of contributions in church envelopes and prepare reports to contributors requesting the same. The Financial Secretary shall be assisted by a Finance Board member designated by the Finance Board.

SECTION 5: TREASURER

The Treasurer shall be a member of the Finance Board, elected for a term of three years. The Treasurer shall receive from the Financial Secretary deposit receipts of all moneys received and deposited, and make all disbursements by check properly authorized. The Treasurer shall maintain an accurate record of all receipts and disbursements and submit financial reports to all regular congregational and Church Council and Church Board business meetings. In the absence, inability or disqualification of the Treasurer, drafts, warrants and checks may be signed by such other officers as the Finance Board shall designate.

ARTICLE V

CONGREGATION, CHURCH COUNCIL AND CHURCH BOARD

SECTION 1: GENERAL PROVISIONS

The government of First Covenant Church is congregational in form with the responsibilities under the Constitution of the church, including those specified in Section 2 of this Article V, reserved to the congregation. There shall also be a Church Council, Church Board, and Ministry Boards with specific responsibilities to carry out the ministry in collaboration with the Lead Pastor and ministerial staff.

Meetings of the congregation, Church Council, Church Board, and Ministry Boards shall occur as specified in these Bylaws. Minutes of the meetings of each shall be prepared by the responsible secretary and distributed to the members of each and to the Lead Pastor, Chairman, and Vice Chairman.

SECTION 2: CONGREGATION

The congregation at its annual meeting or at specially called business meetings of the congregation shall have the following responsibilities:

- A. Call of the Lead Pastor and termination, if required, pursuant to Article II, Sections 3 and 4 respectively;
- B. Approval of the annual budget or modifications;
- C. Election of officers, members of the Church Board and Ministry Boards, at-large members of the Nominating and Budget Committees, and Pacific Southwest Conference and Evangelical Covenant Church annual meeting delegates;
- D. Approval of acquisition or disposition of real property;
- E. Approval of major improvements or remodeling of church facilities;
- F. Amendment of the Church Constitution or Church By-Laws
- G. Other matters referred to the congregation by the Church Council or Church Board

SECTION 3: CHURCH COUNCIL

The Church Council shall consist of the Chairman, Vice Chairman, Secretary, Lead Pastor, Ministry Board members and the at-large members of the Church Board. The Council shall meet at least twice annually for the purpose of receiving reports from the Lead Pastor, Church Chairman, Church Board, and Ministry Boards, reviewing the direction of long-range planning for the ministry, and for the purpose of ongoing consultation with the Lead Pastor on ministry scope and objectives. The Council shall also be responsible for approving calls to ministerial staff members pursuant to Article III, Section 3. Meetings of the Church Council shall be called by the Chairman or the Lead Pastor with seven days' notice in advance of meetings.

Each member of the Church Council shall be a regular member of this church and in good standing, shall meet the New Testament requirements of his or her office and work, shall reaffirm adherence to the Statement of Faith, and shall do so before accepting the office to which elected.

SECTION 4: CHURCH BOARD

In accordance with Article VI of the Constitution, the general administration of the church is vested in the Church Board which shall generally meet monthly.

The Church Board shall consist of the Lead Pastor, Chairman, Vice Chairman, Secretary, Treasurer, Chairmen of each of the Ministry Boards and two (2) at-large members selected by the congregation, and in its administrative responsibility shall function within the limitations set by the congregation, shall be subject and answerable to the congregation, and in general shall have the following responsibilities:

- A. Receive reports of the church Treasurer, Board of Deacons, Board of Deaconesses, Finance Board, Facilities Board, , Lay Ministry Board , Board of Christian Education and Missions Board.
- B. Study the needs of the church and make recommendations for the welfare and progress of the church.
- C. Grant the use of the church facilities for appropriate events and services.
- D. In cooperation with the Lead Pastor, coordinate and control the church calendar, and when time permits, approve participation of guest individuals and groups in the worship services of the church.
- E. Take such action as deemed necessary in cases of special emergency; where extreme urgency requires,

emergency action may be taken by the Chairman, Chairman of the Board of Deacons, Chairman of the Finance Board and Lead Pastor, provided such action is promptly reported in writing to other members of the Board.

F. Consider and approve vacation schedules and other absences by the Lead Pastor and members of the church staff.

G. Authorize and implement expenditures in accordance with the budget approved by the congregation. .

H. Annually appoint two or more auditors, not members of the Church Board, to examine the financial accounts of the church and its affiliated organizations and submit a report to the annual business meeting.

I. Appoint the Head Usher and assistants and approve the list of permanent ushers submitted by such Head Usher.

J. Vacancies occurring on the Church Board and Ministry Boards shall be filled by appointment of the Church Board for the remainder of the year in which the vacancy occurs, and at the next annual meeting the church shall elect a successor to complete any unexpired term.

K. Recommend to the congregation for its approval nominees to serve as at-large members of the Nominating and Budget Committees and official delegates to represent the church at Pacific Southwest Conference and Evangelical Covenant Church annual meetings and to other groups and associations.

L. Upon recommendation of the Lead Pastor, the Church Board will review recommendations for the call of ministerial staff members on such terms and conditions and with such duties and assignments as may be deemed appropriate and upon affirmation by the Church Board forward such recommendations to the Church Council for approval to issue a call.

M. Appoint temporary or permanent committees as are deemed necessary, not otherwise provided for in these By-Laws.

N. Establish salaries and other benefits for the Lead Pastor and ministerial staff members upon recommendation of the Finance Board.

ARTICLE VI

MINISTRY BOARDS

SECTION 1: GENERAL PROVISIONS

The Ministry Boards shall be the Board of Deacons, Board of Deaconesses, Finance Board, Facilities Board, Lay Ministry Board, Board of Christian Education, and Missions Board. Each shall work in cooperation with the Lead Pastor, shall select its own chairman and secretary and such other officers and committees as may be needed to efficiently conduct their work and carry out their responsibilities and shall adopt operating procedures and guidelines applicable to its area of responsibility. Ministry Boards shall meet regularly, generally monthly, as is required to perform their respective responsibilities. Special meetings of Ministry Boards may be called by their respective chairmen, the Church Chairman, the Lead Pastor, or upon request of at least two (2) members of the respective Ministry Board.

Each member of each Ministry Board shall be a regular member of this church and in good standing, shall meet the New Testament requirements of his or her office and work, shall reaffirm adherence to the Statement of Faith, and shall do so before accepting the office to which elected.

SECTION 2: BOARD OF DEACONS

The Board of Deacons shall consist of fifteen (15) Deacons., and shall be assisted by the Deaconesses. The Board of Deacons shall be responsible for the spiritual welfare of the church and shall assist the Lead Pastor in developing and maintaining a continuing program of visitation and evangelism, assist the Lead Pastor in administering the sacraments; and in the absence of the Lead Pastor, together with the Chairman of the church, be responsible for the services of the church. The Deacons shall be authorized to receive and administer benevolence and with the assistance of the Deaconesses care for the sick and needy. The Deacons shall be responsible for carrying out the provisions of Article I hereof, pertaining to membership and the disciplining of members.

SECTION 3: BOARD OF DEACONESES

The Board of Deaconesses shall consist of fifteen (15) Deaconesses. The Board of Deaconesses shall carry out responsibilities in the area of congregational care, including care for the sick, needy, and bereaved, assist the Lead Pastor in administering the sacraments, and such other functions as they and the Lead Pastor shall mutually agree upon from time to time. The Board of Deaconesses shall have authority to establish a financial account and/or otherwise have access to financial resources appropriate for hospitality events, celebration services, and other activities for which they may become responsible. The Board of Deaconesses shall also assist the Deacons in the performance of their responsibilities.

SECTION 4: FINANCE BOARD

The Finance Board shall consist of five (5) members. They shall appoint from among their own members the Financial Secretary. One of the members shall also be designated to assist the Financial Secretary in the performance of the Financial Secretary's work. The members shall direct the financial affairs of the church, arrange for adequate insurance coverage for all church properties and for possible liabilities, arrange for payment of salaries, honorariums, purchases and all other obligations authorized by the church, and shall designate the depository for all moneys and other liquid assets of the church.

For other than ministerial staff, the Finance Board shall have authority to establish salaries within the limits of the annual budget, conditions and terms of employment, and employ and dismiss personnel. Any action with regard to the latter shall be promptly and duly reported to the Church Board.

Except as herein provided, the Finance Board is not authorized to dispose of or purchase real property for the church without approval of the congregation. The Finance Board shall have authority to dispose of personal property, including the authority to sell and transfer securities, upon authorization of the Church Board. Authorization to execute such instruments of assignment and transfer as may be required shall be vested in any two of the following: Chairman, Chairman of the Finance Board, and Treasurer. The Finance Board shall render reports to the regular Church Board and congregational business meetings of their activities and submit an annual budget prepared by the Budget Committee as described in Article VII, Section 4 which has been approved by the Church Board, including an inventory of all assets and properties and liabilities of the church to the annual business meeting.

The Finance Board shall review annually the salaries of the Lead Pastor, ministerial staff, and employed personnel of the church and make such recommendation as they deem appropriate to the Church Board. They shall recommend to the Nominating Committee candidates for members who are qualified and willing to serve as Financial Secretary and Treasurer.

The Finance Board shall encourage the spirit and practice of stewardship in the church and in conjunction with the Lead Pastor establish necessary and appropriate instructional opportunities for the congregation to further its knowledge of Biblical based giving and personal financial management.

SECTION 5: FACILITIES BOARD

The Facilities Board shall consist of five (5) members. The members shall exercise proper supervision and care over church property, equipment, and systems and maintain the same in good repair and shall be responsible for developing plans and proposals for maintenance and necessary alterations of church facilities and capital improvements.

SECTION 6: LAY MINISTRY BOARD

The Lay Ministry Board shall consist of five (5) members representing a cross section of the congregation's age and ethnic diversity. The Lay Ministry Board shall have responsibility for educating the congregation about leadership opportunities, assisting members of the congregation in understanding and developing their personal gifts and for leadership training and development. The Lay Ministry Board shall function as the Nominating Committee as described in Article VI, Section 3.

SECTION 7: BOARD OF CHRISTIAN EDUCATION

The Board of Christian Education shall consist of five (5) members and shall be organized into such divisions as may from time to time be required. The Board shall be responsible for the total educational ministry of the church, for the approval of curriculum, and for the appointment of personnel required. The Lead Pastor shall designate a member of the Ministerial Staff to serve as administrative officer of the Board of Christian Education and as such shall be an advisory member; all other members of the ministerial staff involved in Christian Education ministry may also serve as advisory members.

SECTION 8: MISSIONS BOARD

The Missions Board shall consist of five (5) members. The Missions Board shall plan and prepare the evangelistic outreach, missionary activities and conferences of the church, and encourage and foster missionary interest and support among members and others who fellowship with the church.

ARTICLE VII

COMMITTEES

STANDING COMMITTEES

SECTION 1: PASTORAL RELATIONS COMMITTEE

The Pastoral Relations Committee shall consist of the Chairman and Vice Chairman of the church, the chairman of the Board of Deacons and the chairman of the Board of Deaconesses. The committee shall meet at the call of the Lead Pastor or of the Chairman of the church at least once each year to review, discuss and promote good working relations between the Lead Pastor and the church. The committee shall be concerned with matters relating to the personal welfare of the Lead Pastor or that of the church. Discussions shall be held in a spirit of complete openness and frankness, and the confidential nature of the meeting shall be observed by each member. The Pastoral Relations Committee may, at the request of the Lead Pastor or the church Chairman, assist with ministerial staff relations in the same spirit of complete openness and frankness, and confidentiality.

SECTION 2: NOMINATING COMMITTEE

The Nominating Committee shall consist of the members of the Lay Ministry Board plus additional members, chosen as follows:

Each Ministry Board shall select from among its own members one representative whose term will not expire in the current year to serve as an advisory member; the Lead Pastor, or a ministerial staff member designated by the Lead Pastor in the absence of the Lead Pastor; and five (5) members at large, who shall be members of the church, elected by the congregation prior to the annual business meeting upon nomination of the Church Board. Additional nominations may be made from the floor, but such additional nominations must be seconded by two persons to allow

the nomination to stand and the member making the nomination must provide assurance that the nominee has agreed to serve if elected. Such members at large may include Church Board or Ministry Board members whose terms will expire in the current year and who are not eligible for re-election, but shall not include other members of the Church Board or Ministry Board. The chairman of the committee shall be the chairman of the Lay Ministry Board. It shall be the duty of the committee to nominate candidates for all elective offices and prepare a ballot to be submitted to the members of the congregation prior to the annual business meeting of the church, in accordance with Article VIII of these By-Laws.

SECTION 3: BUDGET COMMITTEE

The Budget Committee shall consist of the Chairman of the Finance Board, Treasurer, and Financial Secretary plus additional members chosen as follows:

One representative each from the Facilities Board, Board of Deacons, Board of Deaconesses, Lay Ministry Board, Board of Christian Education, and Missions Board, each selected by the respective Board and two (2) members at large, not members of the Church Council or Church Board, elected at a congregational business meeting prior to the annual business meeting upon nomination of the Church Board. The chairman of the Finance Board shall be chairman of this committee. The committee shall be charged with the responsibility of preparing a proposed budget for the church to be submitted to the Church Board for approval and recommendation to the annual business meeting of the church.

SECTION 4: WORSHIP AND MUSIC COMMITTEE

The Worship and Music Committee shall consist of the Minister of Music, chairman of the Sanctuary Choir, the Lead Pastor, and such additional personnel as may be appointed by the Church Board. The chairman shall be designated by the Church Board. The term of service of members shall be two years with no limitation as to tenure. Members shall be appointed in such a way that the terms of one-half of the membership shall expire each year. The committee shall assist the Lead Pastor in planning and evaluating the worship services and in coordinating the entire musical program of the church. The committee shall meet at the call of the chairman, church Chairman or the Lead Pastor, and shall keep minutes of its meetings and make reports on request to the Board of Deacons, to whom the committee is responsible.

SECTION 5: SPECIAL COMMITTEES

Special Committees for specific purposes may be appointed by the congregation at any duly constituted business meeting of the congregation or by the Church Board. When occasion arises and it is deemed advisable, the Chairman of the church may also appoint such committees, subject to ratification by the Church Board.

ARTICLE VIII

MEETINGS

SECTION 1: WORSHIP SERVICES

Public worship services shall be conducted regularly on Sundays and at other designated times during the week for worship, preaching and teaching of God's Word, and prayer. The sacrament of Holy Communion shall be conducted regularly, as a rule once each month. Baptismal services shall be conducted according to the needs of the constituency.

SECTION 2: CONGREGATIONAL BUSINESS MEETINGS

Regular and special congregational business meetings shall be held as specified in Article VII of the Constitution; special meetings may be called by the Chairman of the church with approval of the Church Board, or upon petition of not less than ten per cent (10%) of the church membership, upon notice as required by the Constitution.

SECTION 3: CHURCH COUNCIL, CHURCH BOARD, AND MINISTRY BOARD MEETINGS

Meetings of the Church Council, Church Board, and the Ministry Boards shall be held as specified in these By-laws: Church Council – Article V, section 3; Church Board – Article V, section 4; Ministry Boards – Article VI, section 1. Special meetings of Ministry Boards may be called by their respective chairmen, Church Chairman, or the Lead Pastor, or upon request of at least two members of the respective board.

ARTICLE IX

NOMINATIONS AND ELECTIONS

The Nominating Committee shall impartially nominate one or more candidates for each elective office to be voted upon at the annual meeting. The committee shall contact each nominee regarding the nominee's qualifications and willingness to serve. Sample ballots shall be mailed to each regular member of the church not less than two weeks prior to the annual meeting. In the event of an unforeseen declination, the committee shall present an alternate nominee for inclusion on the final ballot to be submitted to the annual meeting. Additional candidates may be nominated from the floor, but such additional nominations must be seconded by two persons to allow the nominations to stand and be added to the ballot and the member making the nomination must provide assurance that the nominee has agreed to serve if elected. Voting shall be by secret ballot and election to office shall require a majority of the votes cast by members present and voting.

ARTICLE X

AFFILIATED ORGANIZATIONS

Affiliated organizations within the church, such as the women's, men's, and youth groups, shall conduct their programs in harmony with the principles and policies of the church, and shall be ultimately responsible to the Church Board.

ARTICLE XI

GENERAL PROVISIONS

SECTION 1: QUORUM

At all congregational business meetings, ten per cent (10%) of the church membership shall constitute a quorum. At all Church Council, Church Board, Ministry Board and committee meetings, a majority of the membership

of each body shall constitute a quorum. Matters presented for action shall, except as otherwise provided in these By-laws, require a majority of the members present and voting, for adoption.

SECTION 2: TENURE

The church Chairman, Vice Chairman, Secretary and Church Board at-large members shall be elected annually to serve for a one-year term and shall not succeed themselves more than twice in the same office. Members of the Board of Deacons, Board of Deaconesses, Finance Board, Facilities Board, Lay Ministry Board, Board of Christian Education and Missions Board shall be elected for terms of three (3) years each, and in such order that approximately one-third (1/3) of the terms expire each year. They shall not immediately succeed themselves in office more than once. No elected member of the Church Council, Church Board or Ministry Boards shall serve more than six consecutive years. Appointments to fill a vacancy shall not affect tenure. Terms of elected officers shall commence on June 15 next following the annual meeting.

SECTION 3: RULES OF ORDER

Except as otherwise specified in the Constitution and these By-Laws, all congregational, Church Council, Church Board, Ministry Board, and committee business meetings shall be conducted according to Roberts' Rules of Order.

SECTION 4: AMENDMENTS

Amendments to these By-Laws not in conflict with the Constitution may be adopted by a two-thirds (2/3) majority vote of members present and voting, at any regular or special congregational business meeting called for that purpose, provided such amendments shall have been presented in writing at a congregational business meeting at least sixty (60) days previously. Said vote shall be by secret ballot