

# **BYLAWS OF LIVING FAITH MISSIONARY CHURCH**

## **ARTICLE I – NAME**

This church shall be known as **Living Faith Missionary Church, Inc.** The church will be further referred to in these Bylaws as the “Church” and also may be referred to in these Bylaws as “Living Faith.”

## **ARTICLE II – MISSION STATEMENT**

Living Faith exists to bring Glory to God by loving God with all of our heart, mind, soul, and strength, loving our family (oikos) as we love ourselves, and making disciples through gospel-centered worship, gospel-centered service, gospel-centered community, and gospel-centered multiplication.

## **ARTICLE III – OFFICES & FISCAL YEAR**

### **3.1 Principle Office**

The principle office of Living Faith is 17719 Bluffton Road, Yoder, IN, 46798. This office is located in Allen County.

The Council of Elders shall have full power and authority to change the principal office from one location to another. The Church secretary shall record any change in the location of the principal office.

### **3.2 Other Offices**

The Council of Elders shall have power and authority to establish other offices, campuses, sites and locations at any place or places where the Church is qualified under applicable law to conduct its business.

### **3.3 Fiscal Year**

The regular church fiscal year shall extend from January 1 to December 31.

## **ARTICLE IV – AFFILIATION**

This Church is a member of the Missionary Church, Inc., a denomination with headquarters at 3811 Vanguard Drive, Fort Wayne, Indiana 46809, and as such shares the privileges, benefits and responsibilities of that affiliation.

# ARTICLE V – STATEMENT OF FAITH

A complete statement of faith including important matters related to the doctrine and practice may be found in the Constitution of the Missionary Church.

## ARTICLE VI – OBJECTIVES

The objectives of Living Faith Missionary Church are to help the Body of Christ, as a family, to love God with all of our heart, soul, and might (Deut. 6:4-5). This is accomplished by maintaining times of public worship of Almighty God, by teaching the importance of prayer not only in our personal lives but also as a corporate body, and equipping the saints to live lives in accordance with the Holy Scriptures. This will all be emphasized by focusing on the family (oikos) and its importance in furthering the Kingdom of God (Acts 16:31). The church shall pursue an aggressive program of local evangelization in order to propagate the Gospel throughout the world in keeping with the Great Commission and the doctrines and practices of the Missionary Church. Evangelism being the first step in the fulfillment of the Great Commission, the Church will pursue the multiplication of disciples as the sign of the Great Commission being achieved (Matthew 28:18-20).

## ARTICLE VII – MEETINGS

### 7.1 Public Worship

Meeting for public worship shall be held at such times and places as may be provided under the direction of the Council of Elders.

### 7.2 Church Business Meetings

#### 7.2.1 Annual Congregation Meeting

The annual business meeting will be held on a Sunday in January. The purpose of this meeting is to present the annual church budget to the congregation, to receive all ministry reports called for by these By-laws, and transact any other business pertaining to the work and welfare of the Church as deemed necessary by the Council of Elders.

#### 7.2.2 Other Church Business Meetings

The Council of Elders shall have the authority to call a Church business meeting or special meetings as needed.

#### 7.2.3 Quorum

At all business and special meetings a quorum of the voting members of the congregation shall be determined by a simple majority.

#### 7.24 Absentee and Proxy Votes

Absentee and proxy votes shall not be allowed with the exception of active duty deployed military personnel. If an active church member is on active duty deployment and their spouse is an active member of the church, the spouse may act as a proxy vote for their deployed spouse. No other proxy votes will be accepted.

# ARTICLE VIII – MEMBERSHIP

## 8.1 – Requirements

Membership with the Church is first predicated on one becoming a genuine follower of Jesus Christ by responding in faith to the drawing of the Holy Spirit to the message of the Gospel of Jesus Christ. Members of Living Faith will have been subsequently baptized by immersion and have been examined and publicly received by the Elders of the church. Candidates who as believers have been baptized in another manner may be admitted to membership if they are willing to be immersed as the Lord may lead.

Other requirements for membership in the Missionary Church shall be those set forth in Article XVII Sec. B, 1. of the constitution of the Missionary Church.

Voting privileges are extended only to active members 16 years of age or older.

## 8.2 – Voting by Members

The Members of the church shall vote on the matters of (a) the calling of a new Senior Pastor, (b) any loan that results in cumulative indebtedness exceeding twenty percent (20%) of the current, annual Church operating budget; (c) disposition of substantially all of the Church's assets; (d) merger or dissolution of the Church; (e) any proposed change to these Bylaws that would reduce, revoke or otherwise attenuate a right granted to the Members in the then-current Bylaws; and (f) other actions deemed major and extraordinary by the Council of Elders.

The time, place and nature of the upcoming votes will be communicated to the Church at least fourteen (14) days in advance and Church Members in good standing will have an opportunity to submit questions, comments, and concerns, which will be considered by the Council of Elders on a case-by-case basis. Voting shall take place during the regular annual business meeting or a special business meeting as determined in the sole discretion of the Elders. Only Church Members shall be permitted to vote on any matter under this §8.2. A simple majority, defined as a result greater than 50% when the number of affirmative votes are divided by the number of total votes cast, shall constitute a passing vote. Voting results shall be communicated to Church Members not later than seven (7) days following such vote.

## 8.3 - Application Process

Applications for membership can be obtained from the church office. Applications are reviewed by the Pastor and applicants may be interviewed by the Council of Elders. The Council of Elders will approve or deny candidates for membership. Once the Council of Elders approves membership, the candidate will at that time have all rights, privileges and responsibilities that come with membership at Living Faith.

## 8.4 - Discipline of Members

All members of Christ's church are expected to conduct their lives according to the standards set forth in Scripture. Such conduct includes moral purity, personal honesty, and biblical fidelity. Members are to be consistent examples of authentic Christianity as they seek to emulate the character of Christ through the power of the Holy Spirit. Furthermore, members shall promote the unity of the church rather than seeking to divide it.

Rom 8:28-29, 16:17-18; 1 Cor. 6:9-10; Gal. 5:22-23; Eph. 4:3 and 25, 5:18; 2 Tim. 3:4-17; Tit. 3:10-11

### **8.4.1 Purpose of Discipline.**

The church is commanded to discipline its members when they continue in open and habitual sin. Church discipline has multiple purposes including the following:

- a) Encouraging the sinning members to repent, thus restoring him/her to fellowship with Christ and the church.
- b) Warning other members against such sin.
- c) Upholding and maintaining the moral purity and blameless testimony of the church.  
Matt. 18:15-18; 1 Cor. 5:1-13; 2 Cor. 2:6-11, 7:8-10; 1 Tim. 5:19-20; 2 Thess. 3:6, 14-15

### **8.4.2 Process of Discipline.**

Should any member depart from the standard of Scripture and engage in conduct which conflicts with biblical principles of holiness, the steps of discipline outlined in Scripture shall be followed. Hence, some or all of the following steps shall be taken in the process of enforcing church discipline:

- a) Private reproof of the sinning member.
- b) Reproof before two or three witnesses.
- c) Public reproof before the church.
- d) Termination of membership and possible disassociation and severance of fellowship.

The entire process of church discipline outlined above shall be carried out and enforced in a spirit of Christian love, care and sensitivity.

Matt. 18:16-18; Rom. 16:17; 1 Cor. 5:1-13; Gal. 6:1; 2 Thess. 3:6, 14-15; 1 Tim. 6:3-5; Tit. 3:10

### **8.4.3 Enactment of Discipline**

It is hoped that the preliminary steps of discipline outlined in sections **8.4.2** (a), (b) and (c) above will result in repentance on the part of the sinning member. However, if there is no indication of repentance after these steps are taken, the sinning person's membership shall be terminated in accordance with section **8.4.2** (d) above. Such termination of membership shall be decided by the Council of Elders after due consideration and prayer. The reason for termination shall be stated in a pastoral letter and delivered to the terminated member.

### **8.4.4 Agreement of Members to Submit to the Process of Church Discipline.**

Every person who makes application for membership or who maintains membership in a local Missionary Church explicitly consents to submit to the process of church discipline outlined above in sections **8.4.2** and **8.4.3**.

## **8.5 – Inactive Membership**

One who has failed to share in the worship of the believers and/or the support of the church for a six (6) month period of time shall first be sent a letter notifying him/her of his membership status and shall be offered counsel. At that time all membership rights shall be removed from the inactive member, including voting rights. The inactive member shall then be removed indefinitely from any position whether appointed or elected and subjected to Elder approval before holding another church position.

## **8.6 – Special Provision of Extended Membership**

This will be given to those with extended illnesses, active missionaries, and those who are home-bound, bedridden, reside in a Nursing Home or active military.

## **8.7 – Membership Transfer**

Members in good standing shall, at their request, be given a letter of transfer. Member candidates may also transfer their membership from any other Missionary affiliated church. The Senior Pastor and/or Elders will review and approve all transfers.

## **8.8 – Junior Members**

Junior Members are those members under the age of sixteen (16). Those 15 and under do not have voting rights.

## **8.9 – Formal Dispute Resolution**

Members shall refrain from filing lawsuits against the Church and active members of the Church. In keeping with 1 Corinthians 6:1-8, all formal disputes which may arise between any Member of the Church and the Church itself, or between any Member and another Member of the Church, employee, Elder, volunteer, or agent, shall be resolved by mediation, and if not resolved by mediation then by binding arbitration under the Guidelines for Christian Conciliation as presented at <http://iccpeace.com/Rules/index.html>. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorney's fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Church insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in these Bylaws, and shall in no way affect the authority of the Church to investigate reports of misconduct, to conduct hearings, or to administer discipline of Members.

## **8.10 – Membership Removal**

Members can be removed through (a) voluntary resignation of membership by one in good standing, (b) death, or (c) a decision by the Council of Elders as a result of the disciplinary process or (d) inactivity as stated in 8.5 above. Members are prohibited from voluntarily resigning their membership while subject to the formal disciplinary process.

# **ARTICLE IX – SENIOR PASTOR**

## **9.1 – Calling of Senior Pastor**

The Senior Pastor shall be chosen from among persons approved as ministers in the Missionary Church. An 80% majority of all votes cast (by voting members) shall be required for an election.

### **9.1.2 – Non-Member Votes**

Non-members who are regular in attendance shall be given a special ballot for voting purposes. Their votes shall be considered by the Council of Elders on any business involving the votes of active members.

## **9.2 – Term of Office**

The term of office shall be for an indefinite period of time.

## **9.3 – Pastoral Review**

An open line of continuing communication between the Senior Pastor and the Elders concerning pastoral performance in ministry and church needs shall be exercised.

Direction shall be given as required by the Council of Elders to help alleviate church and ministry-related problems and concerns.

### **9.3.1 - Mandatory Annual Review**

- a) Shall be conducted by the Council of Elders.
- b) Elders shall meet apart from the Senior Pastor in a specially called meeting in January.
- c) The Council of Elders shall then inform the Pastor of the review.

## **9.4 – Vote of Confidence**

Vote of confidence may be called for by the Council of Elders, Senior Pastor, or the Region Superintendent. When a congregational vote is taken it shall be taken on or before the first Sunday after the call. If the Pastor receives less than 80% of the votes cast, a desire for change in pastor will be indicated.

### **9.4.1 Authority to Change**

- a) Advisability of the Senior Pastor remaining shall be determined by the Region Director of the Missionary Church, the Pastor, and the Council of Elders in consultation.
- b) A representative from the Council of Elders shall inform the Senior Pastor and the Regional Director immediately of the results of such a vote.
- c) Where a Senior Pastor who has received less than 80% of the votes cast remains in office, the Regional Executive Committee shall be authorized to counsel periodically with both Pastor and the Council of Elders and shall have the authority to make any interim decision in the best interest of both pastor and church.
- d) Announcements of a meeting for a vote on change of pastoral leadership shall be made at least 10 days prior to the vote, in writing to active membership.

## **9.5 – Duties of the Senior Pastor**

- a) The Senior Pastor is considered an Elder and is responsible for guiding the Council of Elders as they perform their required duties.
- b) The Senior Pastor shall be an example to the flock of God by keeping himself free from all worldly entanglements and above reproach in all matters of conduct and finance.
- c) In keeping with Ephesians 4: 12,13, the pastor's duty is to "prepare God's people for works of service, so that the body of Christ may be built up until we all reach unity in the faith and in the knowledge of the Son of God and become mature, attaining to the whole measure of the fullness of Christ."
- d) It shall be his duty to preach the Word; to exercise prayerful and diligent oversight of the Church, watching for the souls thereof as one that must give an account; and to seek earnestly the salvation of the lost, that in all things he may be approved unto God.

- e) The Senior Pastor shall be recognized as leader among leaders of the Local Church and shall be responsible for the public services and the general promotion of the church activities.
- f) The Senior Pastor shall submit an annual report to be presented to the congregation at the annual meeting.

## **ARTICLE X – CHURCH ELDERS, DEACONS, OFFICERS, & STAFF**

### **10.1 – Elders (Council of Elders)**

#### **10.1.1 DEFINITION AND POWERS**

The overall policy, control, direction and management of the ministry, operations and finances of the Church shall be vested in the Council of Elders. The Council of Elders are designated as the directors of this corporation as the term is defined and used in the Indiana Nonprofit Corporation Act. Subject to the provisions and limitations of the Indiana Nonprofit Corporation Act, any limitations in the Articles of Incorporation and these Bylaws, all corporate powers shall be exercised by or under the direction of the Council of Elders. As used in this §10.1 and throughout these Bylaws, the terms “Council of Elders,” “Elder body” and “Elder Council” are used interchangeably to mean a quorum of Council of Elders acting in accordance with §10.1.8 herein.

The Elder Council shall consist of the Senior Pastor and a minimum of two (2) lay Elders, until changed by amendment of the Articles of Incorporation or these Bylaws, such number of additional Elders as may from time to time be appointed in accordance with these Bylaws

The Council of Elders is entrusted with the governance of the Church. The Elder Council’s oversight includes, but is not limited to, teaching, protecting, leading, disciplining, equipping and caring for the corporate Church body and its individual Members as well as the oversight of all ministry, operations and finances of the Church. The Elder Council is also responsible for being obedient to the Scriptures in the doctrine of the Church, establishing the overall vision of the Church and appointing new Elders.

#### **10.1.2 – QUALIFICATIONS**

The minimum qualifications for Elders shall not be less than those listed in 1 Timothy 3:1-7 and Titus 1:6-9, including without limitation the requirement that Elders be men. In addition to the minimum qualifications given in Scripture, Elders must be Members who fully subscribe to Church’s Statement of Faith (Article V) and are actively involved in the ministry of the Church. The Elders may at any time create, alter, amend, repeal or restate resolutions establishing additional qualifications outside of those listed in the above scriptures.

#### **10.1.3 – DUTIES**

The duties of the Elders shall include, but not be limited to, leading the Church to fulfill the purposes of the Church.

Elders/overseers keep watch over souls (Hebrews 13:17), manage the church of God (1 Timothy 3:4-5), teach the Word (1 Timothy 3:2), preach the gospel (2 Timothy 4:1-2), rule the body (1 Timothy 5:17), protect from wolves (Acts 20:28-29), pray for healing (James 5:14), contend for the faith (Jude 3), rebuke false doctrine

(Titus 1:9), equip the saints (Ephesians 4:12) and set an example to the believers (1 Peter 5:3)—for which they are held to account by God (Hebrews 13:17).

The Elders shall assist the Senior Pastor in supervising all employees of the church. The Elders may delegate to Church employees any and all duties and responsibilities the Elders deem reasonable, subject to the rights, if any, of the person employed by the Church.

The Council of Elders shall vote on the matters of (a) appointment of any Elder, (b) doctrinal issues, (c) removal of any Elder, and (d) other actions deemed major and extraordinary by the Council of Elders. Elder votes on any matter may be communicated to the Church at the sole discretion of the Council of Elders, other than a vote on the appointment of any Elder, which shall follow the procedure outlined in 10.1.4 below.

The Council of Elders shall make the final determination in regards to any ecclesiastical questions. The Council of Elders shall be the express and final arbiter of ecclesiastical policy, religious doctrine, and questions of Church property, and shall make the final decision with respect to any other matter that shall arise concerning the Church, its internal workings, and its governance in every respect, consistent with these Bylaws. In deciding such matters, the Council of Elders shall use the standards of: (a) the best spiritual, financial, and operating interests of the Church in light of the Bible and the tenets of faith of the Church; and (b) the furtherance of the religious purposes of the Church as discerned by the Council of Elders according to the teachings of the Bible.

#### **10.1.4 – SELECTION AND TERM OF OFFICE**

The process of selecting Elders is laid out in detail in the “Living Faith Elder Application Process” document. A man shall be appointed as an Elder by completing the Elder Application Process laid out in the aforementioned document and after he has been tested, proven to meet the qualifications stated in 10.1.2 above. The Elders may, at their discretion, appoint a committee or group to vet an Elder candidate and report its findings to the Council of Elder body. The Council of Elders may also receive recommendations for Elder candidates from Church Members.

The proposed appointment of any Elder shall be communicated to the Church and the Church shall have an opportunity to speak into the qualification of the candidate for office of Elder. If a member of the Church knows of something that would disqualify the candidate to be an Elder, they are to bring this to the attention of the Council of Elders and an Elder will accompany that person with the concerns to go and meet with the Elder candidate to address any issue. Confirmation and appointment of a new Elder shall be at the sole and final discretion of the existing Council of Elders and effectuated upon their passing vote.

Once a man is appointed to the Council of Elders, he is expected to shepherd at Living Faith for the remainder of their lives unless God clearly calls him to His purposes elsewhere. They, and their families, would be obligating their time, energy, and finances to the service of Living Faith which will require a great personal cost.

If the Council of Elders determines that an Elder needs an extended Sabbath of a legitimate need (e.g. illness or tragedy), then such Elder may transition to being an active but nonvoting Elder for a set period of time determined by the Council of Elders.

#### **10.1.5 RESIGNATION OR REMOVAL**

As stated in 10.1.4 above, it is expected that an Elder will serve in the Church for the remainder of their life. But there may be times when an Elder will need to step down from their position. This would not be a decision entered into lightly by the Elder. This decision should be made with counsel from the Council of Elders with the



Elder and their spouse. If it is determined that resignation is needed, then the resigning Elder will need to notify the Council of Elders in writing, spelling out the reasons and timeline for resignation as determined by the Elder, his spouse, and the Council of Elders.

Any Elder may be removed from office for valid cause. Any charges brought against a member of the Council of Elders must follow the Biblical guidelines spelled out in 1 Timothy 5:19. The Council of Elders will determine the specific procedure for removal of an Elder. This procedure may be altered, amended, repealed or restated by a resolution of the Council of Elders. The Council of Elders shall have the sole authority to remove an Elder. A written notice of the proposed removal of any Elder shall be given to such Elder at least ten (10) days prior to the meeting at which an action to effectuate such removal is to be taken to ensure that the Elder is given a reasonable opportunity to defend himself. The Elder shall have the opportunity to answer the charges in the presence of his accusers, but shall not be present during the discussion and vote on his removal. Such removal shall take place only upon and after a passing vote of the Council of Elders. The Elder under consideration for removal shall not have voting rights while such removal is considered.

### **10.1.6 ELDER MEETINGS**

Regular meetings of the Council of Elders shall be held in a location that the Elders deem from time to time. Any meeting may be held by conference telephone or similar communication equipment, as long as all the Elders participating in the meeting can hear one another. All Elders participating in this manner shall be deemed present at such meetings.

### **10.1.7 DEFINITION OF QUORUM AND PASSING VOTE**

A proper quorum is defined as seventy-five percent (75%) of the Elders. A quorum is required for voting matters. A passing vote must be equal to or greater than seventy-five percent (75%) of the Elders present. Voting by proxy is prohibited.

## **10.2 Deacons**

### **10.2.1 Number**

The Council of Elders shall appoint the number of Deacons required to meet permanent and short-term needs of the Church.

### **10.2.2 QUALIFICATIONS AND DEFINITION**

A deacon is a man or woman who is an active Member of Living Faith, appointed and set apart by Council of Elders to assist the elders and pastors in the shepherding, caring and equipping the Members of Living Faith. Deacons must meet the qualifications as specified in 1 Timothy 3:8-13.

### **10.2.3 TERM OF OFFICE**

While the Biblical text does not explicitly state the term of office for a Deacon, it does state in 1 Timothy 3:10 that Deacons are to be tested. Once appointed by the Council of Elders, Deacons will serve for a one-year term. No more than two (2) months before the end of that term, the Council of Elders and Deacon will meet to

discuss the continuation of the Deacons service. The term of office for Deacons is at the sole discretion of the Council of Elders and the Deacon themselves.

#### **10.2.4 DUTIES**

The duties of the Deacons have not been spelled out in Scripture. The overall responsibility of the deacons is to assist the Elders in their service and equipping functions. Deacons will assist elders contextually according to the specific physical and spiritual needs of the Church. A full explanation and outline of the structure of the Deacons can be found in the Living Faith Deacon Guidelines.

#### **10.2.5 VACANCIES**

If a Deacon is removed from service, either voluntarily or involuntarily, the appointment of a successor Deacon is under the sole authority and discretion of the Council of Elders.

#### **10.2.6 APPOINTMENTS AND CONFIRMATION**

The Council of Elders shall have the sole authority to appoint Deacons. The Council of Elders shall communicate prospective Deacons to the Church or a subset thereof no less than twenty-one (21) days prior to a Council of Elder vote. Comments received from the Church will be considered on a case-by-case basis. Confirmation of Deacons will be at the final discretion of the Council of Elders and requires a passing vote.

#### **10.2.7 REMOVAL OF DEACONS**

Any Deacon may be removed from office for valid cause. A written notice of proposed removal of any Deacon shall be given to the Council of Elders at least ten (10) days prior to the meeting at which an action to affect such removal is to be taken to ensure that the Deacon is given a reasonable opportunity for defense. The Deacon shall have the opportunity to answer the charges in the presence of his or her accusers, but shall not be present during the discussion and vote on his or her removal. The removal of a Deacon requires a passing vote of the Council of Elders.

Vacancies in the Deacons of the Church by reason of death, resignation or otherwise, shall be filled by election of the Council of Elders in accordance with 10.2.5 above.

### **10.3 OFFICERS**

#### **10.3.1 OFFICERS**

Officers of the Church shall be members of the Elder Council or the Diaconate. The Officers shall consist of a Chairman, Vice Chairman, Secretary, Treasurer, and such other officers as deemed necessary by the Council of Elders.

### **10.3.2 ELECTION**

The Officers of the Church shall be elected by a passing vote of the Council of Elders and shall serve terms of at least two (2) years, as long as they remain a member of the Council of Elders or the Diaconate. Officers may be re-elected.

### **10.3.3 REMOVAL OF OFFICERS**

Any Officer may be removed from office for valid cause. A written notice of proposed removal of any Officer shall be given to such Officer by the Secretary, or by a Elder appointed by the Chairman at least ten (10) days prior to the meeting at which an action to effectuate such removal is to be taken, in order to ensure that the Officer is given reasonable opportunity to defend himself. The Officer shall have the opportunity to answer the charges in the presence of his accusers, but shall not be present during the discussion and vote on his removal. Such removal shall take place only upon and after a passing vote of the Council of Elders. The Officer under consideration for removal shall not have voting rights while such removal is considered.

Vacancies in the Officers of the Church by reason of death, resignation or otherwise, shall be filled by election of the Council of Elders as soon as is reasonably possible. Until such time, an Elder may be appointed by the remaining Council of Elders to serve in such a vacancy.

### **10.3.4 DUTIES**

#### **(a) Chairman**

The Chairman shall be selected from the Elder Council and shall perform such duties as are incumbent upon such Officer, including making certain that all orders and resolutions of the Council Elders are carried into effect. The Chairman shall have oversight of the Council of Elders meeting as defined in 10.1.6.

#### **(b) Vice Chairman**

The Vice Chairman shall be selected from the Elder Council and shall, in the absence of a duly-appointed Chairman, or in the event of the Chairman's inability or refusal to act, perform the duties and exercise the powers of the Chairman and shall perform such other duties as the Council of Elders shall from time to time prescribe.

#### **(c) Secretary**

The Secretary shall be selected from either the Elder Council or the Diaconate, and shall record or cause to be recorded information pertaining to all meetings of the Officers of the Church and all votes taken at such meetings and give a record of each meeting to the church office Administrator to file. He/she shall have charge of the official records and seal of the Church, and he/she shall perform such other duties as are incident to the office of Secretary and as may be assigned by the Council of Elders.

## **(b)Treasurer**

The Treasurer shall be the Deacon of Finances and serve as the overseer of the financial operations of the Church. Paid Church staff members shall be accountable to the Treasurer for management of the financial aspects of the Church. The Treasurer shall perform such other duties and have other responsibilities as may be assigned to him from time to time by the Council of Elders.

## **10.3.5 MEETING**

The Officers of Living Faith Missionary Church are to meet at least once a year to conduct any corporate business necessary or required under Indiana State Law. The officers may at any time call a special meeting when the need arises.

## **10.4 CHURCH STAFF**

All paid personnel employed by the Church shall act in accordance with the personnel policies and procedures approved by the Council of Elders.

The Senior Pastor, with the assistance of the Council of Elders, is responsible for the hiring of all paid personnel and the management thereof.

The Church will reserve employment for men and women who believe and confess essential biblical convictions and act in accordance with such. Additionally, the Church reserves the right to terminate the employment of any existing employee who fails to meet the standards of faith and practice set forth in Article V above.

# **ARTICLE XI – ORDINATION AND LICENSING**

We understand that the New Testament does not provide an absolute definition of ordination. However, we recognize the need to have a system for credentialing ministers that satisfies denominational and governmental requirements. We refer to this credentialing procedure as ordination and licensing.

Licensing is our recognition of the calling, giftedness and preparation of a person for a life of vocational ministry. All licensing of duly qualified pastoral, ministerial, and executive staff positions is handled through the credentialing process of the Missionary Church USA.

Ordination is the consecration of a person to ministry upon full proof of calling, giftedness and preparation as affirmed by the church. The responsibility and authority for ordination is primarily moral and spiritual and merits appropriate respect and submission from those served. All ordination is at the discretion of the Council of Elders.

## **ARTICLE XII – CHURCH DISCIPLINE**

Church discipline is a necessary mark of a healthy church and shall be applied in cases of sexual misconduct, gossip, divisiveness, dishonesty, and various other expressions of sin. In accordance with the biblical pattern generally outlined in Matthew 18:15-17, a person who evidences such sin will be confronted in an initial one-on-one meeting, followed by escalating engagement by ministerial and pastoral staff and Elders. Where the steps of discipline are exhausted in cases of unrepentant and/or habitual sin, the Elders will consider removing a person from membership with the hope of eventual reconciliation and restoration. This removal may or may not include a prohibition to attend Church services and events, depending on the circumstances. In addition, it might include public disclosure of removal from membership and the circumstances leading to this decision to the corporate membership of the Church. Those so disciplined will in turn be restored to fellowship once the Elders have determined that appropriate repentance has occurred. The process of discipline within the Church is explained more fully in the Church's discipline guidelines. Such resource provides additional explanation but shall not be incorporated into these Bylaws by reference, nor shall it replace the text of Article XII above. In the event of any disagreement of the linked document with these Bylaws, the Bylaws shall prevail.

## **ARTICLE XIII – CHURCH DISRUPTIONS**

Any person deemed by a member of the Diaconate or Council of Elders to pose a physical or psychological threat to any person or to the Church, or to be causing, about to cause, or capable of causing disruption to the religious services and activities of the Church, shall be considered a trespasser on Church property and may be ejected summarily. No Church employee, Deacon, or Elder shall incur any liability for acting in good faith in the interests of the Church pursuant to this section.

## **ARTICLE XIV – INDEMNIFICATION**

### **14.1 Powers of the Church**

#### **14.1.1 POWER TO INDEMNIFY AND HOLD HARMLESS**

The Church may indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness in any actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal) hereinafter a "proceeding," by reason of the fact that he or she

is or was an officer, Deacon, Elder, employee or agent of the Church or, being or having been such an officer, Deacon, Elder, employee or agent, he or she is or was serving at the request of the Church as an officer, Deacon, Elder, employee, agent, trustee or in any other capacity of another corporation or of a partnership, joint venture, trust or other enterprise, including provision of services with respect to any employee benefit plans, whether the basis of such proceeding is a legal action or omission in an official capacity or in any other capacity while serving as a director, officer, employee, agent, trustee or in any other capacity, against all expenses, liability and loss (including, without limitation, attorneys fees, judgments, fines, ERISA or PPACA excise taxes or penalties and amounts to be paid in settlement) actually but reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a director, officer, employee or agent of the Church and shall inure to the benefit of his or her heirs and personal representatives.

#### **14.1.2 POWER TO PAY EXPENSES IN ADVANCE OF FINAL DISPOSITION**

The Church may pay expenses incurred in defending any proceeding in advance of its final disposition (hereinafter “advancement of expenses”); provided, however, that any advancement of expenses shall be made to or on behalf of a director, officer, employee or agent only upon delivery to the Church of an undertaking, by or on behalf of such director, officer, employee or agent, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further rights to appeal that such director, officer, employee or agent is not entitled to be indemnified under this article or otherwise, which undertaking maybe unsecured and maybe accepted without reference to financial ability to make repayment.

#### **14.1.3 EXPANSION OF POWERS**

If the Indiana Business Organizations Code (as referenced herein the Indiana Business Organizational Code includes all predecessor and successor statutes thereof, herein “TBOC”) is amended in the future to expand or increase the power of the Church to indemnify, to pay expenses in advance of final disposition, to enter into contracts or to expand or increase any similar or related to power, then, without any further requirement of action by the Church or any other person, the powers described in this article shall be expanded and increased to the fullest extent permitted by the applicable provisions of TBOC or other applicable law.

#### **14.1.4 LIMITATION OF POWERS**

Indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding under this article if the person is found liable to the Church or is found liable on the basis that he or she improperly received personal benefit. Indemnification shall not be made in respect to any proceeding in which the person has been found liable for willful or intentional misconduct in the performance of his or her

duty to the Church. No indemnification shall be provided to any person if the Church is prohibited by the applicable provisions of TBOC or other applicable law has been in effect from paying such indemnification.

## **14.2 Indemnification of Officers, Deacons, Elders, Employees and Agents**

### **14.2.1 MANDATORY INDEMNIFICATION**

To the maximum extent permitted by Code, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this §14.2.1 which occur subsequent to the effective date of such amendment), the Church shall indemnify and advance expenses to any person who is or was an officer of the Church, Deacon, Elder, Agent, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions: (a) the Proceeding was instituted by reason of the fact that such person is or was an officer, Deacon, Elder, or Agent of the Church; and (b) such person conducted himself in good faith, and he reasonably believed (i) in the case of conduct in his official capacity with the Church, that his conduct was in its best interest; (ii) in all other cases, that his conduct was at least not opposed to the best interests of the Church; and (iii) in the case of any criminal proceeding, that he had no reasonable cause to believe his conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director, officer of the Church or member of its Executive Team did not meet the standard of conduct herein described.

### **14.2.2 PERMISSIVE INDEMNIFICATION**

The Church may, to the maximum extent permitted by Code, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this §14.2.2 which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church, or to such person's heirs, executors, administrators and legal

representatives, to the same extent as set forth in §14.2.1 above, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Church and met the standards of conduct set forth in §14.2.1. The Church may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church to the extent doing so is consistent with public policy or as may be provided by these Bylaws, by contract, or by general or specific action of the Central Elders.

### **14.2.3 CHARACTER OF RIGHTS**

The rights to indemnification and advancement of expenses conferred by or pursuant to this article shall be deemed contract rights, but only to the extent applied in §14.2.1. For all other categories of persons eligible to potentially receive indemnification under this Article XIV, the rights to indemnification and advancement of expenses shall be deemed contract right only to the extent approved by the Council of Elders in its sole discretion but not otherwise.

### **14.2.4 RIGHTS NOT EXCLUSIVE**

The right to indemnification and advancement of expense conferred in this article shall not be exclusive of any other right which any person may have or hereafter shall acquire under any statute, provision of the Articles of Incorporation, these Bylaws, agreement of disinterested directors, or otherwise.

## **14.3 Insurance**

The Church may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Church or who, while a director, officer, employee or agent of the Church, is or was a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Church would have the power to indemnify such person against such expense, liability or loss under the IBOC.

## **14.4 Survival of Benefits**

Any repeal or modification of this article shall not adversely affect any right of any person existing at the same time of such repeal or modification.

## **14.5 Severability**

If any provision of this article or any application thereof is determined by any court, tribunal, administrative agency or other competent supervisory authority, to be invalid, unenforceable or contrary to applicable law or public policy, the remainder of this article, or the application of such provision to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.



## **14.6 Prohibition Against Private Inurement**

In the event and to the extent any part or whole of this Article XIV is determined to be in violation of the United States Federal Income Tax laws with regard to prohibition against “private inurement” (as such term is understood in the context of United States exempt organization taxation rules ) by a final non-appealable order of a court of competent jurisdiction or by any United States Internal Revenue Service action which the Church in its discretion determines not to challenge in a judicial forum, any such offending provision or if the whole of this Article XIV is determined as offending the prohibition against private inurement, then the whole of this article shall be deemed ineffective so as to prevent any negative United States Federal Income Tax law consequences to the Church or its tax-exempt status.

# **ARTICLE XV – CONFLICT OF INTEREST POLICY**

## **15.1 Purpose**

The purpose of the Conflict of Interest Policy is to protect the Church’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Elder or Officer of the Church, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

## **15.2 Definitions**

### **15.2.1 INTERESTED PERSON**

Any Elder, Officer, Deacon, or employee with powers delegated by the Council of Elders, who has a direct or indirect financial interest, as defined below, is an interested person.

### **15.2.2 FINANCIAL INTEREST**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family, (a) an ownership or investment interest in any entity with which the Church has a transaction or arrangement; (b) a compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or (c) potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement. Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

## **15.3 Procedures**

### **15.3.1 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 opportunity to disclose all material facts to the Council of Elders.

### **15.3.2 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, he or she shall leave the Council of Elders meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Council of Elders shall decide if a conflict of interest exists.

### **15.3.3 PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST**

An interested person may make a presentation at the Council of Elders meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairman of the Council of Elders may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Council of Elders 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.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Council of Elders shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Church's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.

### **15.3.4 VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY**

If the Council of Elders has reasonable cause to believe a board member has failed to disclose actual or possible conflicts of interest, it shall inform the Elder of the basis for such belief and afford him an opportunity to explain the alleged failure to disclose.

If, after hearing the board member's response and after making further investigation as warranted by the circumstances, the Council of Elders determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **15.4 Records of Proceedings**

The minutes of the Council of Elders 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 Council of Elders decision as to whether a conflict of interest in fact existed; and (b) the names of the persons who were present for discussions and votes relating to 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.

## **15.5 Compensation**

A voting member of the Council of Elders board who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the Council of Elders 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 XVI - WHISTLEBLOWER POLICY**

## **16.1 Purpose**

The Church requires all of its Elders, Officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the Church, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Therefore, if an Elder, Officer, employee, or volunteer of the Church reasonably believes that the Church, by and through its Elders, Officers, employees, or volunteers, or entities with whom the Church has a business relationship, is in violation of applicable law or regulation, or any policy or procedure of the Church, then that individual shall file a written complaint with either his or her Church supervisor or the Council of Elders. This policy is intended to encourage and enable employees and others to raise serious concerns within the Church prior to seeking resolution outside the Church.

## **16.2 Procedure**

### **16.2.1 REPORTING RESPONSIBILITY**

It is the responsibility of all of the Church's Elders, Officers, employees, and volunteers to comply with all applicable laws and regulations, as well as all policies and procedures of the Church and to report violations or suspected violations in accordance with this §16.2.

If an Elder, Officer, employee, or volunteer of the Church reasonably believes that any policy, practice, or activity of the Church is in violation of any applicable law, regulation, policy, or procedure of the Church, then the Elder, Officer, employee, or volunteer should share their questions, concerns, or complaints with someone who may be able to address them properly. If the concerns are not addressed, the reporting individual should make a formal complaint as outlined herein.

### **16.2.2 ACTING IN GOOD FAITH**

Anyone filing a complaint concerning a violation or suspected violation of any applicable law, regulation, policy, or procedure of the Church must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the applicable law, regulation, policy, or procedure of the Church. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

### **16.2.3 REPORTING VIOLATIONS.**

In most cases, an employee or volunteer's supervisor is in the best position to address an area of concern. However, if the reporting individual is not comfortable speaking with his or her supervisor, or the reporting individual is not satisfied with his or her supervisor's response, the reporting individual is encouraged to speak with an Elder. Elders are required to report suspected violations directly to the entire Council of Elders.

### **16.2.4 ACCOUNTING AND AUDITING MATTERS**

The Council of Elders shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Council of Elders shall work until the matter is resolved.

### **16.2.5 EVIDENCE**

Although the reporting individual is not expected to prove the truth of an allegation, the reporting individual needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.

## **16.2.6 INVESTIGATION OF COMPLAINT**

After receipt of the complaint, the Elder to whom the complaint was made shall provide the complaint to the entire Council of Elders. The Elders shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Council of Elders shall receive a report on each complaint and a follow-up report on action taken.

## **16.2.7 HANDLING OF REPORTED VIOLATIONS**

The Elder to whom the complaint was made shall notify the reporting individual and acknowledge receipt of the reported violation within seven (7) days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

A reporting individual who reasonably believes that he or she has been retaliated against in violation of this Article XVI shall follow the same procedures as he or she did when he or she filed the original complaint.

# **16.3 Safeguards**

## **16.3.1 CONFIDENTIALITY**

Reported or suspected violations may be submitted on a confidential basis by the reporting individual or may be submitted anonymously. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

However, the reporting individual is encouraged to put his or her name to the allegation because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to (a) the seriousness of the issue raised; (b) the credibility of the concern; and (c) the likelihood of confirming the allegation from documentation and/or other sources.

Every effort will be made to protect the reporting individual's identity, though all individuals considering such a report should be advised that anonymity cannot be assured if an external investigation or criminal proceedings relating to the report occur.

## **16.3.2 NO RETALIATION**

No reporting individual who, in good faith, reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or representative of the Church who retaliates against a reporting

individual who has reported a violation in good faith is subject to discipline up to, and including, termination of employment or dismissal from Church representation.

### **16.3.3 HARASSMENT OR VICTIMIZATION**

Harassment or victimization of the reporting individual for providing information in accordance with this policy by anyone affiliated with the Church will not be tolerated. In addition, the provision of such information shall not in any way influence, positively or negatively, the carrying out of routine disciplinary procedures by management as stated in the Church's employment policies.

### **16.3.4 MALICIOUS ALLEGATIONS**

The Council of Elders recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations could be damaging to the mission, integrity, and morale of the Church or the reputation of the accused individual. The safeguards stated in this §16.3 do not apply to individuals who make such complaints. Such allegations may result in disciplinary action, including but not limited to termination of employment and/or revocation of Church membership.

## **ARTICLE XVII – CONFLICT RESOLUTION POLICY**

### **17.1 Purpose**

It is important to recognize and manage conflict in a healthy manner. Conflict is inevitable in any type of organization. As a growing, thriving church, it is expected that Living Faith may from time to time experience internal conflict. Conflict can be good or bad, healthy or unhealthy, constructive or destructive.

Living Faith recognizes that healthy resolution of church conflict requires that the people involved value one another as human beings, put forth the effort required to understand opposing points of view, and mutually agree that the good of the congregation is paramount. Members are to be committed to handling conflict in a mature, loving and constructive manner and are to expect the same of church leadership and staff.

### **17.2 Healthy Conflict**

Living Faith recognizes that healthy conflict is necessary to keep an organization mindful of and focused on its mission. Healthy conflict is that in which members deal with their issues up front and talk directly to those with whom they disagree. They bring substantive evidence with their particular viewpoints and their demands are reasonable. They present their viewpoints as clearly supportive of the mission of the church. They clearly have a deep love for the church, love and respect for the leadership of the church, and are honorable in sharing their viewpoints. They don't make personal attacks on others. They are thoughtful and concerned that they have correct information. They view themselves as working with the church leadership to find peaceful, loving solutions to the issue at hand for the good of all the people concerned. Once a vote is taken on an issue, they

support the witness of the body evident in the vote, whether or not they are/were in agreement with the decision. They continue to be constructive and positive in their work for the common good of the church.

## **17.3 Unhealthy Conflict**

Unhealthy conflict is that in which one or more members, based on non-substantive evidence, makes greedy demands, usually attacking the person or performance of others. Any such unhealthy conflict has the potential to disrupt and even to destroy the mission and ministry of the church.

Living Faith recognizes the responsibility of all members to create and maintain a safe and healthy spiritual environment. The Church understands destructive behavior to be opposed to the creation and maintenance of such an environment.

## **17.4 Direct Dealing**

It is the policy of the church and its leadership to directly deal with people regarding issues of the church and to instruct all members in direct dealing. The Council of Elders, Pastor(s) and Deacons will refuse to deal with proposals or concerns when the proponents of such are not willing to identify themselves by name. A member who purports to represent “many others in the church” or “they” will be asked to identify by name these other individuals. The individuals so named, as well as the person said to represent them, must acknowledge their interest in person or in writing before the concern or proposal will be considered. If the individual(s) is(are) not willing to represent themselves or be identified, the Council of Elders, Pastor(s) and Deacons will consider the matter a non-issue.

## **17.5 Timeliness**

Disagreements and conflicts should be addressed as soon as possible. The longer conflict is unresolved, the harder it is to bridge the differences (Matthew 5:23-24).

## **17.6 Conflict Resolution Steps**

### **17.6.1 SELF-REFLECTION & PRAYER (MATTHEW 18)**

Jesus tells us to take time to examine our role in a conflict. If any person in the church has a conflict, he or she should begin in prayer and first ask God for direction. They should ask themselves whether they can let the conflict go. They should put themselves in the other’s shoes and ask themselves if others may say they have contributed to the problem. They should also ask themselves what it is that God sees, and whether they are putting their personal ideas, thoughts, and desires above what is best for the congregation

### **17.6.1 ONE ON ONE DISCUSSION (MATTHEW 18:15)**

If the matter is not resolved through self-reflection and prayer and there is still a disagreement or conflict, particularly a disagreement between two parties, the second step and the ideal response is for the individual with the grievance or concern to take their concern directly to the individual(s) or ministry group involved.

The purpose of this second step is to resolve the conflict, not to get mad or to get even. The situation/conflict should not be viewed as a competition where one has to win and one has to lose. All conflict is not necessarily bad. Conflict that is dealt with, discussed and resolved can be good if it provides an opportunity for unity and growth within the congregation. As a result, each person involved should work hard to understand the other

person's point of view, to listen to the other person without interrupting, and to try to work together to create solutions.

Accept and respect that individual opinions may differ. In all interactions with each other, especially one-on-one discussions under this policy, the people of Living Faith will respect different ideas and views and will express disagreement with civility and Christian love. (1 Peter 4:8, 1 John 3:18).

Gossip is strongly discouraged as dishonoring to our Lord Jesus Christ (James 4:11-12). One-on-one discussions under this policy should be focused on the issue or problem, not the person(s) involved. Additionally, each person in the meeting should speak for themselves, not an unknown group of people or "many people in the congregation."

Resolving conflict is impossible if one is unwilling or unable to forgive. If and when the matter is resolved, the parties agree to put the issue/conflict behind them and move forward in a positive and constructive manner that allows them to stay healthy spiritually and emotionally. This means the parties will open their hearts and minds to allow Christ to fortify their spirit, and they will commit to let go of the conflict and to not discuss it further.

### **17.6.2 TAKING IT BEFORE THE CHURCH**

If after the above steps the conflict is still unresolved, the parties may request that the Council of Elders itself act directly in the matter of seeking a resolution. Again, all parties involved must be present at any meeting called for the purpose of addressing the conflict. In extreme cases, the Council of Elders may seek input from a representative of the Missionary Church Regional office, or may call for a formal Council of Reconciliation or Mediation as defined by the Council of Elders.

Issues that have not gone through the above process will not be placed on any agenda and will therefore be ruled out-of-order if raised at any Council, Board, Committee or Congregational Meeting.

## **17.7 Effective Council of Elders Dealing**

It is the policy of the Council of Elders to be aware of unhealthy conflict in the church and to ensure that unhealthy conflict is dealt with immediately and directly. The Elders may choose to appoint two members to meet with the individual(s) involved in any such activity(s) and discuss the behavior. The goal of all such actions will be the restoration of a loving, ethical and healthy community of faith at Living Faith.

Members must recognize that to deal effectively with issues in the church, they must be willing to take ownership of and be identified with those issues. For the Council of Elders to handle conflicts effectively, it must have access to pertinent information, and further, such information may at times have to be shared with the other committees, boards, or councils, or the Elder Council designee. Elders will refrain from being bound to keep secrets regarding church issues. Elders will refrain from taking part in divisive conversations. When information about the church is discussed with one Elder, that information will be open to all Elders. Therefore, when talking to church members or other interested parties about church concerns, Elders must use discretion in the event their confidence (or their assurance of confidentiality) is requested.



## **17.8 Additional Conflict Resolution Issues**

### **17.8.1 SEXUAL MISCONDUCT**

Concerns involving sexual misconduct of the pastor, church staff and/or lay leadership should be directed first to the Central Region office of The Missionary Church which may be contacted directly at 260-432-8868.

### **17.8.2 DEFINITION OF RESOLUTION**

For purposes of this policy, “resolution” is defined as mutual agreement or understanding among all the parties in a conflict. When a resolution is achieved, the parties agree to put the matter behind them and move forward in a positive and constructive manner by committing to let go of the conflict and to not discuss it any further.

### **17.8.3 MUTUAL SATISFACTION**

There are some conflicts that cannot be resolved to the mutual satisfaction of all of the parties. If all efforts at conflict resolution fail, parties should remember the mission of Living Faith Missionary Church. They should let go of any anger or disappointment that they have over the unresolved issue, and move forward focused on the common ground that is shared by us all in the teachings of Christ, rather than walking away from the church because of an unresolved conflict. If, however, they believe they will not be able to stay at Living Faith in peace, any party wishing to leave the Church fellowship is asked to do so lovingly, without rancor or bitterness, on the part of the person leaving or on the parts of those staying at the church, so that we may not bring disgrace on the name of Jesus (1 John 2:10).

### **17.8.4 REGIONAL LEADERSHIP INTERVENTION**

If at any time after attempting to resolve a conflict involving the full Council of Elders in the manner spelled out in this policy, the parties involved may request the intervention of the Missionary Church Central Region leadership. The parties involved should keep in mind Paul’s exhortation to Timothy in 1 Timothy 5:19:

*“Do not entertain an accusation against an elder unless it is brought by two or three witnesses.”*

This should always be a last resort and should not be entered into lightly.

### **17.8.5 COUNSEL**

Anyone who believes they are in a conflict situation and is unsure of how to proceed should first contact the pastor for guidance and counsel or, if the conflict involves the pastor, then the Elders should be contacted for guidance.

## **ARTICLE XVIII - EMERGENCY POWERS**

An “emergency” exists for the purposes of this section if a quorum of the Council of Elders cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Council of Elders may (a) modify lines of succession to accommodate the incapacity of any Council of Elders member, officer, employee or agent; and (b) relocate the principal office, designate alternative principal offices or regional offices, or

authorize employees to do so. During an emergency, notice of a meeting of the Council of Elders only needs to be given to those Council of Elders members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any member of the Council of Elders, officer, employee or agent of the Church on the ground that the action was not authorized. The Council of Elders may also adopt emergency bylaws, subject to amendments or repeal by the full Council of Elders, which may include provisions necessary for managing the Church during an emergency including (a) procedures for calling a meeting of the Elders; (b) quorum requirements for the meeting; and (c) designation of additional or substitute Council of Elders members. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

## **ARTICLE XIX - TRANSACTIONS OF THE CHURCH**

### **19.1 Contracts and Legal Instruments**

The Council of Elders may authorize an individual Elder, Officer, employee or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

### **19.2 Deposits**

All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Council of Elders selects.

### **19.3 Gifts**

The Council of Elders may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Church including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein. The Council of Elders may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Articles of Incorporation, state law, or any requirements for maintaining the Church's federal and state tax status.

## **ARTICLE XX - OTHER ORGANIZATIONS**

Any other organizations shall be an auxiliary society of the church and as such shall be subject to the Council of Elders and in keeping with the church by-laws. Any new organization must be approved by a full vote of the Council of Elders before its inception.

## **ARTICLE XXI - AMENDMENTS**

These By-Laws shall be reviewed and updated annually as needed by the Council of Elders. At the recommendation of the Council of Elders these by-laws may be amended by a two-thirds majority vote at any regular or special business meeting by the Church, provided such purpose of the meeting is stated at the time when it is called.

## **ARTICLE XXII – DISSOLUTION AND MERGERS**

“Dissolution” means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred to the Central Region of the Missionary Church.

In the event of a merger of the Church with another Missionary church, the net assets of the Church shall be contributed to the surviving entity.