

## WENTZVILLE CHRISTIAN CHURCH AMENDED BYLAWS

### ARTICLE I - NAME & AFFILIATION

The legal name of the Church shall be Wentzville Christian Church (hereafter the "Church"), a Missouri nonprofit organization.

### ARTICLE II - PURPOSES

The purposes for which the Church is organized are to connect people with God so they become a Christian and lead a life where learning, serving, growing, praying, worshiping and loving each other brings honor to Him, and (1) to engage in such religious, educational, charitable, and benevolent activities as are permitted to be carried on by a Church exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); (2) to accept donations and contributions, either in trust or otherwise, for all the foregoing purposes; and (3) to do any and all other things necessary or incident to the above and foregoing purposes and powers and including all of the rights, powers and authority incident to general not for profit corporations organized under the laws of the State of Missouri.

### ARTICLE III – MEMBERS & REGULAR PARTICIPANTS

- 3.1 Members. A person is considered a Member of the Church when they meet the following criteria as set forth in the New Testament: (1) hear about Christ (Romans 10:17, Acts 16:32), (2) believe in Jesus as God's Son (John 3:16, I Peter 3:18, Hebrews 11:6), (3) repent of sin (Luke 13:3, Acts 2:38), (4) confess Him as Lord (Matthew 10:32-33, Romans 10:9-10), and (5) Baptized (immersed under water) into the name of Christ (Acts 2:38, Matthew 28:18-20, Romans 6:1-7, I Peter 3:18-22). Membership is extended to anyone who has complied with the above qualifications at an earlier time in their life and who confirms this to the Church by a verbal statement.
- 3.2 Voting Rights of Members. All Members of the Church 18 years of age or older have the privilege of voting at all congregational meetings.
- 3.3 Meetings of Members. The Church will conduct congregational meetings of the Members to inform the Members of the ongoing business of the Church or for any other purpose specified in these Bylaws. Either a majority of the Elder Board can call a congregational meeting or the majority of Members may by written request. The Members will be notified of such meetings at least 10 days before the meeting via the standard medium that the Church uses to communicate with its Members and congregation. The announcement of the meeting must identify the time, place and purpose for the meeting. No other business may be considered aside from that stated in the announcement to the congregation. All business presented to the congregation for a vote at the meeting will be

determined by a simple majority of those present. No minimum number or percentage of Members is required for a quorum at congregational meetings. In the event a Member is not present, he or she may be represented by a duly authorized absentee ballot. This person must sign an absentee register, be given an absentee ballot, cast their vote pertaining to the issue or issues at hand and be returned immediately. Absentee ballots will be made available 7 days prior to the congregational meeting.

- 3.4 Member Discipline. The Church, through the discretion of the Elder Board as the highest authority in the Church, reserves the right to practice disciplinary procedures as described in the New Testament. This includes following the messages found in Matthew 18:15-17, Luke 17:3-4, Galatians 6:1-3, Romans 16:17-18, I Corinthians 5:1-5, I Corinthians 5:11, II Corinthians 2:5-11, II Thessalonians 2:6-15, II Timothy 2:23-26, II John 7-11, and Titus 3:9-11. Members of the Church are not guaranteed confidentiality regarding issues of church discipline and/or removal from Membership, and understand that in submitting themselves to the authority of the Church, issues of a sensitive or personal nature may become known to others. This includes, but is not limited to: notification of the authorities if a crime has been committed or if a real threat of someone being endangered exists (Romans 13:1-7). In addition, the Elder Board, as the highest authority within the Church, may determine based upon their deeply held religious convictions that it is necessary in order to comply with biblical church discipline to inform certain leaders within the Church, Members or other individuals of a particular Member's violation of the Holy Judeo-Christian Scriptures that have precipitated the discipline and/or removal from Membership.
- 3.5 Suspension of Participation in Church Activities. Separate and apart from the process of church discipline, but subject to the discretion and approval of the Elder Board, a Member, non-member regular participant in church activities, or other individual, may be notified that he or she is not to be present upon church premises or at off-campus activities for such a period of time as is deemed necessary by the Elder Board. Such required absence may, but need not, be concurrent with church discipline of that person.

#### ARTICLE IV - ELDER BOARD

- 4.1 Definition. The Elder Board shall be the Board of Directors of the Church for state law purposes.
- 4.2 Qualifications. Elders of the Church shall be provided for in the New Testament. All Elders of the Church shall serve the congregation in conformity with the New Testament, such as the criteria found in Titus 1:6-9, and 1 Timothy 3:1-7. Eldership is limited to those who are Members of the Church.
- 4.3 Powers of Elders. The overall direction and management of the affairs and finances of the Church shall be vested in the Elder Board. At no time shall

there be fewer than five (5) Elders. In addition to the powers and authorities expressly conferred upon the Elders by these Bylaws, the Elder Board may exercise all powers of the Church vested in it under the provisions of the Missouri Not for Profit Corporation Act and may do all such lawful acts and things as not prohibited by statute, by the Articles of Incorporation, or by these Bylaws.

- 4.4 Duties of Elders. The Elder Board will serve as a board of Overseers/Directors. The Elders shall have oversight of the operations and direction of the Church; including hiring, firing, and disciplining staff members (Acts 20:28, I Peter 5:1-3). The Elders may delegate from time to time these responsibilities, in whole or in part, to one or more staff members or to a committee of Members or Elders formed for that purpose.
- 4.5 Election of Elders. Current Elders will identify potential new Elders during August and September. The current Elders will also form a nominating committee to review the individuals identified and provide feedback to the Elders by the middle of October. The nominating committee, led by an Elder, will consist of at least one Elder, one minister, and three congregational Members. Current Elders will conduct any necessary interviews and finalize the list of names to be presented to the congregation on the second Sunday of November. These names will be public only after those nominated have signed the Church's Statement of Faith, adhering to the teachings of God's Word.

On the second Sunday in November, the congregation will be notified during worship who is being considered for an Elder. If a Member has a scriptural reason for why one of the potential Elders should not serve as such, they must provide a written statement of the objection, sign it, and speak to one of the current Elders by the end of November. If the spiritual objection is substantiated by the Elders, the Elders will remove that person's name from the list of potential Elders. If no scriptural objections are substantiated, the Elders shall appoint the individuals to their leadership position. The names of the newly elected Elders will be published and there will be an announcement of Ordination Sunday.

Newly elected and returning Elders will assume their role on January 1st. All newly appointed Elders who have never previously been an Elder will be "set apart" at a public ordination service in January. Each Elder shall hold office for a term of four (4) years. After this period, it is required to take a year off before being considered again as an Elder. The Senior Minister, who will also serve as an Elder, will not take a year off. In the event a minimum of five (5) Elders cannot be maintained, the current eldership has the freedom to ask the Elder taking a year's absence to serve another year. If an Elder taking a year's absence says no, the Elder Board may appoint a new Elder according to the criteria of Elders found in Article 4.2.

- 4.6 Removal of Elders. An Elder may resign at any time or may be removed from their position by a two-thirds (2/3) vote of the Elders at a meeting called for that purpose. If the individual being removed has the right to vote in leadership meetings, they shall not have the right to vote either for or against their own removal. If an Elder dies, resigns, or is removed from office, the Elders may choose to appoint someone for the remainder of his term according to the criteria of Elders found in Article 4.2.
- 4.7 Meetings. Elders will meet on a monthly basis to accomplish their duties. It is required that a minimum of one more than a majority of Elders be present for a resolution to pass. At all Elder meetings, a majority vote shall govern, unless otherwise specified in these Bylaws.
- 4.8 Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the Missouri Not for Profit Corporation Act or under the provisions of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the meeting with respect to which such notice would otherwise be required, and filed with the Chairman or the Recording Secretary, shall be deemed equivalent to giving such notice.

#### ARTICLE V - COMMITTEES OF THE ELDER BOARD

- 5.1 Committees. The Elder Board may also appoint, from among its own members and from among the Members of the Church, such committees as the Elder Board may determine and which shall have such powers and duties as shall from time to time be prescribed by the Elder Board.
- 5.2 Rules of Procedure. A majority of the members of any committee may fix its rules of procedure. All action by any committee shall be reported to the Elder Board at a meeting succeeding such action and shall be subject to revision, provided that no rights or acts of third parties shall be affected by any such revision or alteration.

#### ARTICLE VI – OFFICERS

- 6.1 Officers. The officers of the Church shall consist of a Chairman of the Elders, a Vice Chairman of the Elders, a Secretary of the Elders, a Treasurer, Trustees, and such other officers as the Elder Board may deem necessary.
- 6.2 Election. The officers of the Church shall be appointed by the Elder Board, and shall serve terms of one (1) year, or until their successors are duly elected and qualified.
- 6.3 Removal of Officers. Any officer may be removed from office by the Elder Board with or without cause. A written notice of proposed removal of any officer shall be given to such officer by the Secretary at least ten (10) days prior to the meeting at which any action to affect such removal is to be taken to ensure that the officer is given a reasonable opportunity of defense. The

officer shall have the opportunity to answer any charges in the presence of his or her accusers, but shall not be present during the discussion and vote on his or her removal. Such removal shall take place only upon and after a two-thirds (2/3rd) vote of the Elders present at such meeting.

- 6.4 Vacancies. Vacancies in the offices of the Church by reason of death, resignation or otherwise, shall be filled by election of the Elder Board as soon as is reasonably responsible. Vacancies shall be filled according to the qualifications of the Elders as stated in Article 4.2. Until such time, an Elder Board member may be appointed by a majority of the remaining Elders to serve in such vacancy.
- 6.5 Chairman. The Chairman shall perform such duties as are incumbent on such officer, including making certain that all orders and resolutions of the Elder Board are carried into effect. The Chairman should look to the qualifications of Article 4.2 as a reference point for the qualifications of staff, but need not adhere to each requirement if the Chairman determines certain qualifications are inapplicable to the position. The Chairman shall have the power to employ such staff as may be authorized from time to time by the Elder Board, and shall have the necessary authority and responsibility to operate the Church in all its activities and departments, subject only to the policies adopted and the orders issued by the Elder Board.
- 6.6 Vice Chairman. The Vice Chairman assumes all duties of the Chairman when the Chairman is absent. This includes presiding over all meetings and having the necessary authority and responsibility to operate the Church in all capacities subject to policies adopted and the orders issued by the Elder Board.
- 6.7 Secretary. The Secretary shall record or cause to be recorded in a minute book of the Church minutes of all meetings of the Elder Board and all votes taken at such meetings. The Secretary shall have charge of the official records and shall perform such other duties as are incident to the office of Secretary and as may be assigned by the Elder Board or the Chairman, under whose supervision the Secretary shall be. The Secretary shall also ensure an accurate list of church membership is kept.
- 6.8 Treasurer. The Treasurer shall be the general custodian of all funds and other valuable effects belonging to the Church and shall deposit the same or cause the same to be deposited in the name and to the credit of the Church with such depository or depositories as the Elder Board may from time to time designate. The Treasurer shall have the responsibility for the safekeeping of the funds and securities of the Church and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books of accounts and other accounting records of the Church. The Treasurer shall disburse or permit to be disbursed the funds of the Church in such a manner as may be ordered or authorized generally by the Elder Board and shall render to the officers of the Church and the Elder Board whenever they may require it, an account of all his transactions as Treasurer

and of the financial status and affairs of the Church. The Treasurer shall have the general duties, powers and responsibilities of a treasurer of a Church and shall perform such other duties and have such other responsibilities and authority as may be assigned to the Treasurer from time to time by the Elder Board. The Treasurer could be but is not required to be an Elder.

- 6.9 Trustees. The Trustees of Wentzville Christian Church shall consist of the Elder Board and shall help guide the Church as a non-profit corporation.

#### ARTICLE VII - PERSONNEL AND OFFICES

- 7.1 Employment of Personnel. All personnel employed by the Church shall report to and be subject to the supervision of the Senior Minister, or such individuals and supervisors as the Senior Minister deems appropriate to the proper and effective organization of the Church, such supervisors ultimately being under the care and authority of the Senior Minister.
- 7.2 Selection Process. When selection of a new Senior Minister becomes necessary, the Elder Board shall appoint a search team to identify and recommend a candidate or candidates to the Elder Board. When a candidate is selected, the Elder Board will recommend the individual to the congregation. The congregation will then vote on the individual to confirm their agreement with the Elders and search team. The individual being considered for Senior Minister must receive at least a two-thirds (2/3rds) vote in a congregational meeting. Only one candidate for a specific position will be presented to the congregation for consideration at any given time.

For all other ministerial positions, the Elders and Senior Minister shall call these individuals to serve the Church and requires no congregational vote.

#### ARTICLE VIII – CAUSE FOR REMOVAL

Any Board member, Elder, officer, employee/staff or Member of the Church may be removed or terminated with or without cause. Determinations of what constitutes cause shall be left to the full discretion of the Elder Board based upon their deeply held religious convictions. The following are examples of cause: teaching or propagating theological beliefs that are contradictory to the doctrine and practices of the Church as established by the Elder Board; engaging in conduct or a lifestyle that is inconsistent with Biblical morality as determined by the Elder Board or the Elders (i.e. sexual acts that are outside of the confines of the marriage relationship between one man and one woman, substance abuse, gossiping, slandering, etc.); failure to submit to the authority of the Elder Board or other authorities within the Church; failure to perform the required tasks of the office or position; failure to meet the biblical qualifications for such office, position and/or role as determined by the Elder Board; etc. This list is not to be considered exhaustive, and may be added to at the discretion of the Elder Board. Failure to terminate or remove an individual in one instance shall not constitute a waiver of

the ability to terminate or remove them or any other individual on similar grounds in the future.

#### ARTICLE IX – BASIS FOR THEOLOGICAL BELIEFS

The Elder Board will look to the Holy Judeo-Christian Scriptures as the recorded word of God and the only authoritative text to base the Church's theological beliefs upon.

#### ARTICLE X - INDEMNIFICATION OF OFFICERS AND ELDER BOARD MEMBERS

Each Elder shall not be personally liable for any of the Church's debts, obligations or liabilities. Each Elder Board member, Officer, or former Elder or Officer of the Church and his legal representative shall be indemnified by the Church against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a part by reason of his being, or having been, such Elder or Officer; provided that in no case shall the Church indemnify such Elder or Officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for malfeasance in the performance of his duties as such Elder or Officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any action, suit, proceeding or claim asserted against such Elder or Officer (including the expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Elder Board shall have first approved such proposed compromise settlement and determined that the Elder or Officer involved was not guilty of malfeasance; but, in taking such action, any Elder involved shall not be qualified to vote thereon. In determining whether or not an Elder or Officer was guilty of malfeasance in relation to any such matters, the Elder Board may rely conclusively upon an opinion of independent legal counsel selected by the Elder Board. The right to indemnification herein provided shall not be exclusive of any other rights to which such Elder or Officer may be lawfully entitled.

#### ARTICLE XI - COMPLIANCE

No part of the net earnings of the Church shall inure to the benefit of, or be distributable to its Members, directors, officers, or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these bylaws, the Church shall not carry on any other activities not permitted to be carried on (a) by a Church exempt from Federal Income Tax under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, or (b) by a Church, contributions to which are

deductible under §170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code.

#### ARTICLE XII - FISCAL YEAR

The fiscal year of the Church shall be a year beginning on January 1 and ending on December 31 of the same year.

#### ARTICLE XIII - CONTRACTS, LOANS, CHECKS AND BANK ACCOUNTS

- 13.1 Contracts. Only to the extent the Elder Board may specifically or generally authorize, any officers or employees may, on behalf of the Church, prepare and execute proposals for contracts, grants, government or privately funded programs and similar undertakings with any person, firm or other entity and to execute such bonds and undertakings required for the faithful performance of such contracts, and deliver vouchers and receipts in connection therewith.
- 13.2 Loans. Only to the extent the Elder Board may specifically authorize, by resolution, any designated officer or employee may affect loans and advances for the Church from any bank, trust company or other institution or from any person, firm or other entity, and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness of the Church. No such person shall, however, for the purpose of giving security for any such loan or advance, mortgage, pledge, hypothecate or transfer any property whatsoever owned or held by the Church except when specifically authorized by resolution of the Elder Board.
- 13.3 Checks, Drafts, Etc. All checks, drafts, orders for payment of money, obligations, bills or exchange and insurance certificates shall be signed or endorsed by such officers, or agents of the Church and as in such manner shall be determined by resolution of the Elder Board from time to time.
- 13.4 Deposits and Accounts. All funds of the Church, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Elder Board may select, or as may be selected by any person to whom such power may from time to time be delegated by the Elder Board. For the purpose of deposit and for the purpose of collection from the account of the Church, checks, drafts and other orders for the payment of money which are payable to the order of the Church may be endorsed, assigned and delivered to the depository by any agent of the Church.

#### ARTICLE XIV – SEAL

The Church shall not have any official seal.



## ARTICLE XV- DISSOLUTION

- 15.1 Procedure. The Church shall be dissolved by a unanimous vote of the Elder Board.
- 15.2 Dissolution. Upon the dissolution of the corporation, the Elder Board shall, after paying or making provision for the payments of all obligations and liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner: the Elder Board shall dispose of all of the assets in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), that adhere to the Christian Church or Church of Christ principles, as selected by the last Elder Board. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

## ARTICLE XVI- MISCELLANEOUS

- 16.1 Organizations Within the Church. No organization shall be formed within or considered to be a part of the Church activities before the sponsors have submitted their plans to the Elder Board for their approval and sanction. The various organizations and ministries within the Church are to remain in close contact with the Elder Board, or a chosen representative. All matters of importance which affect the Church in general shall be submitted to the Elder Board for approval in advance. No organization shall be permitted to function under the name of the Church whose chairman or supervisor is not an active participant of the Church.
- 16.2 Use of Church Property in Consistent Manner with Biblical Convictions. Any and all property that is owned, leased or used by the Church shall be used in such manner to further the deeply held convictions of the Church in conformance with biblical norms as determined by the Elder Board as the highest authority within the Church based upon the deeply held religious convictions of the Elder Board. Any event, function, service, use, etc., of any such Church property that does not so conform is prohibited.
- 16.3 Fundraising. Methods of fundraising by any and all organizations operating as part of the Church shall be permitted unless stated otherwise by the Elder Board or such other individual or officer as delegated in advance.
- 16.4 Property. Any purchase or sale of real property by the Church that is valued greater than \$200,000 or of substantially all of the Church's assets

requires separate approval of at least two-thirds (2/3rds) of the Elders and of a simple majority of the members of the Church. This vote shall be taken at meetings for the purpose of considering such a purchase or sale.

ARTICLE XVII - AMENDMENTS

The Elder Board may make amendments to these Bylaws, provided that the proposed changes are presented to the congregation and then approved by the congregation. A majority of those voting at said meeting is necessary for the adoption of an amendment. No amendment can be made that violates or affects the doctrine of the Bible as determined by the Elder Board. The Bible (God's Word) shall be consulted for all doctrinal matters at issue.

ARTICLE XVIII – CONSTRUCTION

Unless the context otherwise requires, all words used in the singular include the plural, all words used in the plural include the singular.

These Bylaws of Wentzville Christian Church have been adopted by majority approval of the congregation as of the \_\_\_\_\_ day of \_\_\_\_\_ in the year of \_\_\_\_\_.

These Bylaws are attested to by the signatures of the Elders to the congregation:

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____