BYLAWS OF NEW RIDGE FELLOWSHIP

ARTICLE 1: Identity and Status

1.1 Name and Primary Address

The name of this organization is **New Ridge Fellowship**.

The location of the primary office is:

2211 Swamp Pike

Gilbertsville, Pennsylvania 19525

Other locations may be designated by the Leadership Council and recorded in the official corporate records of **New Ridge Fellowship**.

To advance its mission, **New Ridge Fellowship** may establish additional campuses, meeting locations, or ministry sites as approved by the Leadership Council.

1.2 Legal Status

New Ridge Fellowship (the "**Church**") is a non-denominational Christian church organized exclusively for religious purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, for such purposes including, but not limited to, proclaiming the gospel of the Lord Jesus Christ; establishing and maintaining religious worship; educating believers in a manner consistent with the requirements of Holy Scripture, and maintaining missionary activities in the United States and around the world.

New Ridge Fellowship operates as a nonprofit corporation in accordance with applicable Pennsylvania nonprofit law, federal laws and regulations governing tax-exempt organizations, its Articles of Incorporation, and these Bylaws.

No part of the Church's income or assets benefits any private individual, except as reasonable compensation for services rendered in support of the Church's mission.

An exception may be made for benevolent purposes, in line with biblical principles of care and generosity, as determined by the Leadership Council.

1.3 Autonomy and Affiliation

New Ridge Fellowship is an autonomous church. This means it governs itself under Christ, it is not affiliated with a denomination, and it determines its own doctrine, leadership structure, and ministry direction.

At any time, in order to strengthen its mission, the Church may choose to affiliate with other churches, ministry, or denomination. Any affiliation that would affect governance must be (1) recommended by the Lead Pastor (or the Leadership Council if the Lead Pastor position is vacant); (2) approved by at least two-thirds of the voting members of the Leadership

Council then serving; and (3) approved at least two-thirds of the eligible Active Members present and voting at a duly called congregational meeting at which a quorum is present.

ARTICLE 2: Beliefs and Mission

2.1 Statement of Faith

The Church's Statement of Faith, attached to these Bylaws as **Exhibit A** and incorporated herein by reference, sets forth the Church's fundamental beliefs and doctrines. The Statement of Faith does not exhaust the extent of the Church's beliefs. The Bible itself, as the inspired Word of God, is the Church's sole and final authority for faith, doctrine, and practice.

We believe that the Statement of Faith accurately represents the teachings of the Bible and, therefore, is binding upon all members, staff, and volunteers. All literature, whether print or electronic, used in the Church shall be in complete agreement with the Statement of Faith. All activities permitted or performed in any facilities owned, rented, or leased by this church, or engaged in by any member of the Church staff (volunteer or paid), and all decisions of the administration of this church shall not conflict with the Statement of Faith. In all conflicts regarding interpretation of the Statement of Faith, the Lead Pastor and Leadership Council, on behalf of the Church, have the final authority.

This Statement of Faith is maintained by the Leadership Council in the Leadership Manual, available publicly, and is used to guide teaching and doctrine.

2.2 Mission of the Church

The Church's mission is the guiding focus for all ministry decisions. It is established upon the New Testament's Great Commission to foster spiritual growth and actively spread God's Word by serving God and the community.

ARTICLE 3: Congregational Meetings

3.1 Procedure and Intent

Congregational meetings allow Active Members to participate in key decisions of the Church. Except as otherwise provided in these Bylaws, meetings will be announced in the public Church services two consecutive weeks in advance. A written notice to the congregation one month prior to the meeting date is required. These meetings are intended to reflect unity, respect, transparency, and spiritual maturity.

The Lead Pastor or their designee will serve as moderator. In the temporary absence of the Lead Pastor, or if the office of Lead Pastor is vacant, the Chair of the Leadership Council or

their designee shall serve as moderator. In the event of a conflict of interest, the Leadership Council may designate a substitute moderator.

The moderator shall determine the rules of procedure according to their sense of fairness and common sense, giving all Active Members a reasonable opportunity to be heard on a matter. The moderator shall be the final authority on questions of procedure, and their decision shall be final and controlling.

All meetings will be conducted in an orderly and respectful manner. The moderator, in their sole discretion, shall have authority to require nonmembers, or children if circumstances so warrant, to leave the meeting room and to order the immediate removal of any member or other person present who is deemed by the moderator to be disruptive to the proceedings by act or presence. If the moderator determines that compliance with their order of removal is unsatisfactory, they may revoke the disruptive person's right to remain on the premises and treat the person as a trespasser.

3.2 Voting Process

For matters requiring a vote, discussion and the agenda shall be guided by the moderator. The voting method shall be determined by the Leadership Council prior to announcing the meeting. Both a motion and a second are required for acceptance of a vote.

Voting at any congregational meeting is limited to Active Members in good standing who are at least eighteen years of age and are physically present at the meeting, except when the meeting is conducted electronically as permitted by these Bylaws. No proxy or absentee voting shall be permitted. Any member who is undergoing Church discipline at the time of a vote shall not be permitted to vote. Members may not vote to initiate any Church action; rather the vote of a member is to affirm the direction of the Church as determined by the Lead Pastor and the Leadership Council.

Except when a greater vote is expressly required by these Bylaws, an action submitted to the congregation shall be approved by a majority of the eligible Active Members present and voting at a duly called congregational meeting at which a quorum is present. Abstentions shall not be counted as votes cast.

For purposes of any congregational meeting, a quorum shall consist of the eligible Active Members present at the duly called meeting.

3.2.1 Motions

Active Members who desire that a certain motion be made or subject matter be discussed during an annual or special congregational meeting must submit a written recommendation to the Lead Pastor and Leadership Council at least two weeks prior to the scheduled meeting. The Lead Pastor and Leadership Council will consider the proposal and proceed

according to their conscience and what they understand to be in the best interests of the Church.

All motions shall be presented by the Lead Pastor or Chair of the Leadership Council, or by the moderator if the office of Lead Pastor is vacant, unless the Lead Pastor or Leadership Council has delegated authority to another member or officer to present a particular motion. No motions shall be made from the floor.

3.3 Types of Congregational Meetings

3.3.1 Annual Meeting

The congregational business meeting shall be held annually for the affirmation of Leadership Council members and the transaction of other business properly presented in accordance with these Bylaws. This includes but is not limited to:

- presentation of approved annual budget
- affirmation of Leadership Council members
- ministry and financial updates
- other business and topics on the agenda

At least one-month prior verbal and written notice to the congregation is required.

3.3.2 Informational Meetings

Informational meetings are held as needed to:

- review ministry progress
- share financial updates
- communicate vision and direction

These meetings will typically not include voting items.

At least one-month prior verbal and written notice to the congregation is required. No motion may be adopted and no binding congregational vote or other official congregational action may be taken at an informational meeting.

3.3.3 Special Meetings

A special congregational meeting may be called by the Lead Pastor or by a majority vote of the voting members of the Leadership Council present and voting at a meeting at which a quorum is present.

Verbal and written notice of the upcoming meeting will be given to the congregation at least two weeks prior if there are no voting matters. One-month prior verbal and written notice is required if a congregational vote is required.

3.4 Electronic Meetings

Congregational meetings, including the annual meeting and special meetings, may be held by electronic video means for the transaction of any business normally conducted during in-person congregational meetings. A quorum shall consist of all eligible Active Members attending the electronic meeting, and voting shall be conducted by any means deemed acceptable by the Leadership Council.

3.5 Notice

Notice of congregational meetings and other notices required by these Bylaws may be provided by email, the Church website, social media, text message, and/or other methods deemed by the Leadership Council to be most likely to reach Church members. Electronic notice may supplement any verbal or written notice otherwise required by these Bylaws. A member's attendance at any meeting constitutes a waiver of notice of that meeting unless the member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 4: Church Membership

4.1 Purpose of Membership

Membership is a covenant relationship among believers who are committed to:

- following Christ
- supporting one another
- advancing the mission of the Church

No person, member or non-member, will promote divisive teaching as defined in the Leadership Manual. For purposes of these Bylaws, Active Member shall refer to those entitled to vote.

4.2 Church Membership

Membership in **New Ridge Fellowship** is available to individuals who profess faith in Jesus Christ as Lord and Savior, demonstrate a commitment to the beliefs, mission, and practices of the Church, and satisfy the membership requirements established in these Bylaws. To ensure that Church membership is meaningful, informed, and intentional, an individual seeking membership must:

1. Through their actions, words, lifestyle, and affiliations, evidence a genuine experience of regeneration through faith in and acceptance of the Lord Jesus Christ as personal Savior;
2. Attend pre-membership class(es) led by a member of the pastoral staff or a designee, during which the prospective member will review the Church's Statement of Faith,

Bylaws, general practices and policies, mission and vision of the Church, and expectations of membership;

3. Be interviewed by the Lead Pastor, a member of the pastoral staff, and/or representatives designated by the Leadership Council to confirm that the prospective member fully subscribes to the Church's Statement of Faith and agrees to submit to the spiritual authority and governance of the Church in accordance with these Bylaws; and
4. Be approved by the Lead Pastor after satisfying the foregoing requirements and at least one of the following:

   a. Baptism. Baptism at a Bible-believing church following a profession of faith in Jesus Christ as personal Savior; or infant baptism in a Bible-believing church.

   b. Transfer. A letter of transfer or other written statement of good standing from another Bible-believing church of like faith and practice, provided that the prospective member was baptized following a profession of faith in Jesus Christ; or

   c. Testimony of Faith. A satisfactory testimony of faith and acknowledgement that the prospective member was baptized following a profession of faith in Jesus Christ at another Bible-believing church of like faith and practice.

Membership Terminology. As used in these Bylaws, "Member" means an individual who has been admitted to membership in the Church and whose membership has not been terminated. The Church does not maintain a separate class of non-voting members. An "Active Member in good standing" means a member who satisfies the active-membership requirements stated in Section 4.3, is not designated inactive, and is not subject to a suspension of voting rights under these Bylaws. Only Active Members in good standing who are at least eighteen years of age are eligible to vote or hold office.

4.3 Active Membership

An active membership database will be maintained by the church office staff. Active Members in good standing are those who:

- engage in Church life
- support the Church through worship, service, prayer, and/or financial contribution
- live in alignment with the Church's mission and vision and in accordance with these Bylaws

1. Membership in this church does not afford the members with any property, contractual, or civil rights based on principles of democratic government. Although the general public is invited to all of the Church's worship services, the Church's property remains private property. The Lead Pastor or individual designated by the Leadership Council has the authority to suspend or revoke the right of any person, including a member, to enter or

remain on Church property. If after being notified of such a suspension or revocation, the person enters or remains on Church property, the person may, in the discretion of the Lead Pastor or person designated by the Leadership Council, be treated as a trespasser.

2. A member may inspect the prepared annual financial statement of the Church and the minutes of the proceedings of the Church and task force meetings, and any other records subject to inspection under applicable Pennsylvania law, provided the member shall have made a verified written demand, made in good faith, upon the Church stating with reasonable particularity the records requested, the purpose of the inspection, and how the records relate to that purpose. The purpose must be reasonably related to the person's interest as a member. The Church shall respond within five business days after receipt of the demand. Requests may be denied if such request is deemed to be frivolous by a majority vote of the Leadership Council. Leadership Council meeting minutes and discipline task force meetings, as well as other information involving privacy interests such as, but not limited to, donor records, lists of names and addresses of Church members, individual benevolence, individual salaries, health information, background checks, and social security numbers, may be subject to reasonable confidentiality restrictions, appropriate redactions, and safeguards consistent with applicable law. Such protections shall not improperly deny a member's statutory inspection rights. Members shall not copy or take digital images or records of any ministry record without authorization from both the Lead Pastor and Chair of the Leadership Council. If the office of Lead Pastor is vacant, authorization shall be given by both the Chair and Vice Chair of the Leadership Council. Members agree that information obtained from any inspection of records will be kept in the strictest confidence to the extent consistent with applicable law. Nothing in this provision limits a member's rights under 15 Pa.C.S. § 5508.

4.4 Inactive Membership

In order to maintain an accurate and meaningful membership roll, members may be designated inactive by the Lead Pastor or Leadership Council if they no longer meet Active Member criteria, including not having attended a regular worship service of the Church in the previous 4 months. Designation as an Inactive Member does not terminate the individual's membership in the Church. An Inactive Member remains a member of the Church but is temporarily ineligible to vote or hold office until restored to active status by the Lead Pastor or the Leadership Council if the office of Lead Pastor is vacant. Inactive status does not constitute a separate class of membership. Inactive Members:

- remain under pastoral care
- do not participate in voting
- will receive written notice of the change to inactive status

4.5 Membership Renewal

From time to time, Active Members may be asked to reaffirm their commitment to the Church. This keeps the active membership rolls accurate and ensures alignment with the Church's mission and direction. This reaffirmation will be initiated under the direction of the Lead Pastor and Leadership Council.

4.6 Removal from Membership

All actions regarding removal from membership are handled with pastoral care and a desire for restoration.

1. The membership of any individual member shall automatically terminate without notice if:

   a. The member has not attended a regular worship service of the church in the preceding six months. This provision may be waived at the discretion of the Lead Pastor and the Leadership Council upon the showing of good cause.

   b. Church discipline efforts prove unsuccessful and/or the member adopts opinions—verbally, in print, or in any other manner or medium—that are in direct contravention to the Church's Statement of Faith. Since agreement with the Church's Statement of Faith is a requirement for membership in this church, the member's non-conforming statements will be treated by the Lead Pastor and the Leadership Council as the member's resignation.

   c. The member unites in membership with another church.

   d. The member files a lawsuit in violation of the Statement of Faith.

   e. The member requests termination of their membership.

   f. The member dies.

2. For any membership terminated in accordance with the above provisions, with the exception of memberships terminated under "e or f" above, the Church may send a letter informing the prior member of the termination, but this is not required.

4.7 Transfer of Membership

Members not under the disciplinary process under these bylaws may request a letter of transfer be sent to another church. A member may resign at any time, but no letter of transfer or written statement of good standing will be issued upon such resignation, except at the discretion of the Lead Pastor.

4.8 Discipline of a Member

The procedures provided in this section are based on Matt. 18:15-20; Rom. 16:17-18; 1 Cor. 5:1-13; 2 Cor. 2:1-11; Gal. 6:1; 1 Thess. 5:14; 2 Thess. 3:6, 10-15; 1 Tim. 5:19-20; and Titus 3:10-11.

1. When a member becomes aware of an offense of such magnitude that it hinders the spiritual growth and testimony of an individual in the local church or the body as a whole, he or she is to go to the offending party and seek to restore the offender.
2. If reconciliation is not reached, a second member is to accompany the one seeking to resolve the matter in going again to the offending party. This second step should also be preceded by self-examination and exercised in a spirit of humility with the goal of restoration.
3. If the matter is still unresolved after taking the steps outlined in paragraphs 1 and 2 above, the two members aware of the offense shall, in keeping with Matthew 18, bring the issue before the Lead Pastor and Leadership Council, who are representatives of the Church body.
4. If the Lead Pastor and Leadership Council agree with the member that the offending conduct is of such magnitude that it hinders the spiritual growth and testimony of the member or the body as a whole, they shall attempt to meet with the offending member. If reconciliation is not reached, the Lead Pastor and Leadership Council, as representatives of the Church body, shall, upon a majority vote of those present at a meeting of the Leadership Council, terminate the offending individual's membership without further notice to the individual. Unless the matter involves an issue of safety or security to the members of the Church at large, the specifics of the matter shall not be addressed in a public forum or with the general Church membership.
5. The Lead Pastor and Leadership Council shall be entitled to the same steps as other Church members and be subject to the same discipline. If the Lead Pastor or a Leadership Council member is the subject of a disciplinary matter, they shall not be permitted to vote on their own membership termination.
6. For any membership terminated in accordance with this provision, the Lead Pastor may cause a letter to be written informing the prior member of the termination, although it is not required.

4.9 Affiliated Co-Laborer

Those desiring fellowship, accountability and opportunities for service within this church on a temporary basis but who maintain membership in a like body of believers outside this locality may be granted affiliated co-laborer status with this church. The affiliated co-laborer may be eligible to serve in certain capacities determined by the Lead Pastor and Leadership Council and may attend member fellowship events. This affiliation does not, however, grant membership or the rights of membership to the individual(s) so affiliated. Affiliated co-laborers shall not be entitled to hold any office, vote in, or have any say in any Church matter, and shall not be counted for quorum purposes. A person wishing to become an affiliated co-laborer with this church must make a request to the Lead Pastor or their designee who will determine if affiliated co-laborer status should be granted to the individual. If the pastor or their designee so determines, the person may be granted co-laborer status upon a majority vote of the Leadership Council.

ARTICLE 5: Church Leadership

5.1 Biblical Leadership Foundation

The qualifications in 1 Timothy 3 and Titus 1 guide leadership selection. Leadership in the Church is based on spiritual character, not position.

Leaders are expected to demonstrate:

- integrity
- humility
- spiritual maturity
- commitment to shared goals and values

5.2 Governance Philosophy, Model, and Authority

This congregation functions not as a pure democracy, but as a body under the headship of the Lord Jesus Christ and the direction of the Lead Pastor as the under-shepherd with the counsel of the Leadership Council. Determinations of the internal affairs of this church are ecclesiastical matters and shall be determined exclusively by the Church's own rules and procedures. The Lead Pastor and Leadership Council shall oversee and/or conduct all aspects of this church. The Leadership Council shall give counsel and assistance to the Lead Pastor.

New Ridge Fellowship operates under a **staff-led and board-governed model**.

Specifically, this means:

- The Leadership Council governs through policy and accountability.
- The Lead Pastor leads vision and strategy.
- The other Church officers perform the duties and exercise the authority assigned to their respective offices under these Bylaws.
- The other Church staff carry out tasks needed for daily ministry.
- The congregation affirms key decisions (See Article 7).

These roles are distinct, but work together in the mission of the Church. In the event of a conflict between these Bylaws and the Leadership Manual, any task force charter, or any other Church policy or procedure, these Bylaws shall control.

5.3 Leadership Council

The Leadership Council is the governing body of the Church except where superseded by the authority of the congregation as specified in these Bylaws.

Pastoral Members. The Lead Pastor and Executive Pastor shall serve as ex officio voting members of the Leadership Council by virtue of their respective offices. Their service on

the Leadership Council shall continue for so long as they hold their respective pastoral offices. Except as otherwise provided in these Bylaws, the Lead Pastor and Executive Pastor shall have the same rights and responsibilities as the other voting members of the Leadership Council.

Neither pastor shall participate in deliberations concerning or vote upon their own salary, compensation, benefits, performance evaluation, discipline, continued employment, or any other matter in which there is an actual or potential conflict of interest. The affected pastor shall leave the meeting during the Leadership Council's deliberation and vote on the matter, and shall not be counted for purposes of determining the vote required. Any such matter shall be addressed by the remaining disinterested voting members in accordance with Article 11 of these Bylaws.

Lay Majority. The Leadership Council shall consist of eleven voting members, including the Lead Pastor and Executive Pastor serving as ex officio and nine lay members. At all times, the number of lay voting members shall be at least twice the number of pastoral staff serving as voting members. If vacancies reduce the Leadership Council below its full composition, the Council may continue operating with no fewer than seven voting members, provided that the required lay-to-pastoral ratio is maintained.

5.3.1 Composition and Selection

The Leadership Council includes:

- the Lead Pastor and Executive Pastor, who serve ex officio as voting members
- nine lay voting members selected in accordance with Section 5.3.3
- eleven total voting members when all positions are filled
- an operational minimum of seven voting members during temporary vacancies, provided that the required lay-to-pastoral ratio is maintained

The lay members shall be nominated and evaluated in accordance with Section 5.3.3 and presented to the congregation for affirmation. The Lead Pastor and Executive Pastor serve by virtue of their respective offices and are not subject to the nomination and congregational affirmation process applicable to lay members.

5.3.2 Qualifications

In order to ensure that leadership is rooted in character and faith, each lay member of the Leadership Council must:

- meet biblical qualifications
- demonstrate spiritual maturity
- align with the mission of the Church
- have been an active member of the Church in good standing for a minimum of two years
- be a faithful financial supporter of **New Ridge Fellowship**

- be actively serving in an area of ministry
- not be a current Church staff member
- not be an immediate family member of current Church clergy, permanent staff, or Leadership Council member
- not be engaged in an employee/employer relationship with any other lay member of the Leadership Council

5.3.3. Nomination, Vetting and Affirmation Process

Church officers shall be selected in accordance with the applicable provisions of these Bylaws. Candidates for lay positions on the Leadership Council shall be nominated and vetted through the process stated in this section and presented to the congregation for affirmation. The evaluation may include an interview, confirmation of membership and service history, reference checks, a background check if required by Church policy, and any other reasonable review authorized by the Leadership Council and described in the Leadership Manual.

Congregational Nomination

At least ninety (90) days prior to a Leadership Council member's term expiration, the congregation will be invited to submit recommendations of qualified persons for consideration for the upcoming position.

Nominating Task Force

The Nominating Task Force will consist of:

- two pastors appointed by the Lead Pastor
- two Leadership Council members appointed by the Council
- up to four Church members (minimum of one) in good standing appointed jointly by the Lead Pastor and Leadership Council

This Task Force is formed and executes one nominating cycle only. A new Task Force will be formed each year. Lay individuals cannot serve on the Nomination Task Force in consecutive years.

Application and Vetting

Candidates for Leadership Council must meet all qualifications as listed in Section 5.3.2 of this Article. The Nominating Task Force will prayerfully review and evaluate the candidates and nominees, evaluate and recommend based on the number of vacancies.

Prior to presentation to the congregation, nominees for lay positions must be approved by:

- the Lead Pastor
- the affirmative vote of at least two-thirds of the voting members of the Leadership Council present and voting at a meeting at which a quorum is present

Congregational affirmation is required at the annual congregational meeting by simple majority vote of Active Members.

Mid-term vacancies can be filled by the Lead Pastor and Leadership Council through an abbreviated nomination process or interim appointment, subject to affirmation at the next annual congregational meeting.

5.3.4 Terms of Service

Lay Leadership Council members serve:

- a three-year term
- an optional additional three-year term, subject to the nomination process and congregational affirmation
- a maximum of two full three-year consecutive terms (six consecutive years)

A one-year sabbatical is required after 6 years of service before serving again. A staggered term structure will be utilized to ensure vital continuity and fresh leadership.

Resignation/ Termination

- A lay Leadership Council member can resign their position with one-month written notice to the Council.
- A lay Leadership Council member can be removed from office for valid cause with a two-thirds agreement of the remaining Leadership Council members.
- A lay Leadership Council member who resigns or is removed from office shall cease serving immediately upon the effective date of the resignation or removal. Except in the case of resignation or removal, lay Leadership Council members shall serve until their successors are duly selected and affirmed in accordance with these Bylaws.

5.3.5 Responsibilities

The Leadership Council governs the Church by protecting the Church's mission to prevent straying from core values; reporting actions and recommendations to the congregation; participating in mediation and/or arbitration as needed for internal disputes; regularly attending monthly and interim meetings; overseeing the Lead Pastor by means of support, quarterly reports, and annual performance evaluation; safeguarding the responsible use of

resources and financial solvency; maintaining a Leadership Manual that contains the policies of the Church, protocols for effective governance, and the organizational structure of **New Ridge Fellowship**; and periodically reviewing and recommending revisions to these Bylaws.

The Leadership Council shall assist the Lead Pastor in promoting the spiritual welfare of the Church and in performing the work of the Church. The Leadership Council shall consider applications for Affiliated Co-Laborer status as provided in these Bylaws; consider benevolence needs and oversee the disbursement of benevolence funds in collaboration with the Lead Pastor; and assist the Lead Pastor in caring for the administrative needs of the Church's ministries. The Leadership Council shall provide for pulpit supply and the selection of a moderator for congregational meetings if the Lead Pastor is unavailable or the office of Lead Pastor is vacant. Upon the death, resignation, or dismissal of the Lead Pastor, the Leadership Council shall appoint a Pulpit Task Force in accordance with Section 5.4.2.

The Leadership Council shall serve as the board of directors of this corporation. The Leadership Council shall have authority to purchase, lease, or otherwise acquire real and personal property on behalf of the Church and to take real and personal property by will, gift, or bequest on behalf of the Church. Subject to any congregational approval required by these Bylaws, the Leadership Council shall have authority to sell, convey, transfer, lease, assign, exchange, or otherwise dispose of, and to mortgage, pledge, or otherwise encumber, the real and personal property of the Church; to borrow money and incur indebtedness for the purpose and use of the Church; and to execute and deliver, in the name of the Church, promissory notes, bonds, or other evidence of indebtedness and instruments securing repayment thereof.

The Leadership Council shall exercise all authority granted under these Bylaws in accordance with applicable law and shall maintain duties of loyalty to the Church, confidentiality of Church information, and fiduciary care regarding Church finances, together with a spiritual duty to pray for and support the Church with their time, talents, and treasures.

The Leadership Council, in conjunction with the Lead Pastor, shall conduct an annual ministry liability and safety review addressing child protection, including worker screening procedures, child abuse reporting procedures, and worker training on child abuse prevention; building safety; security measures; insurance; financial accountability; transportation; sexual harassment; applicable governance and financial policies; and other areas of ministry liability and safety deemed appropriate by the Leadership Council.

Each Leadership Council member shall review these Bylaws annually and shall bring suggested changes to a meeting of the Leadership Council designated for the purpose of reviewing the Bylaws.

5.3.6 Meetings of the Leadership Council

Regular Meetings. Regular meetings of the Leadership Council shall be held at such time and place as the Leadership Council determines.
Special Meetings. The Lead Pastor, Chair of the Leadership Council, or any two Leadership Council members may call a special meeting of the Leadership Council at any time, and nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting called by action of the Leadership Council may be held.

Notice of Meetings.

1. **Requirement of Notice.** Notice shall not be required for regularly scheduled meetings of the Leadership Council unless there has been a change to the time, date, or location of such regularly scheduled meeting, in which case notice shall be given in accordance with this section of the Bylaws. Notice shall be provided in accordance with the provisions of this section for all special meetings of the Leadership Council.
2. **Method of Notice.** Notice of special meetings shall be sent to each Leadership Council member by means of the Secretary's chosen method of communication, whether by postal mail, telephone, email, text message, or other electronic means, using the address, telephone number, or other contact information appearing in the records of the Church or supplied by the Leadership Council member for the purpose of notice. Notice shall be given by or at the direction of the Chair of the Leadership Council or the Lead Pastor. In the event the Lead Pastor or Chair refuses or is unable to give notice, any Leadership Council member may give notice of the meeting. The Secretary shall be responsible for verifying that notice is duly provided.
3. **Content of Notice.** Notice of any special meeting shall state the time, place, and purpose of the meeting.
4. **Time of Notice.** Notice of any special meeting shall be delivered by the person charged with giving notice not less than two days before the date of the meeting.
5. **Waiver of Notice.** A Leadership Council member may waive notice of a meeting of the Leadership Council by written statement, and attendance by the Leadership Council member at the meeting without protest shall be deemed a waiver of notice.

Quorum. A quorum for meetings of the Leadership Council shall consist of a majority of the voting members of the Leadership Council then serving. If a quorum is not attained, those present shall adjourn the meeting to a new date duly noticed to all Leadership Council members. A voting member's recusal from a particular matter because of an actual or potential conflict of interest shall not destroy an otherwise properly established quorum, unless otherwise required by applicable law.

Roles. At every meeting of the Leadership Council, the Chair of the Leadership Council, or in their absence, the Vice Chair, shall serve as moderator. In the absence of both the Chair and Vice Chair, a voting member chosen by a majority of the Leadership Council members present shall serve as moderator. The moderator shall conduct the meeting in an orderly manner. The Secretary shall act as secretary of all meetings and shall take accurate minutes of Leadership Council meetings. In the absence of the Secretary, the moderator may appoint another person to act as secretary of the meeting.

Participation in Meetings. Any one or more Leadership Council members may participate in a meeting of the Leadership Council by means of conference telephone, web-based conference, or similar communications equipment or device by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting for purposes of determining whether a quorum is present.

5.3.7 Voting and Unity

Except when a greater vote is expressly required by these Bylaws, an action of the Leadership Council shall be approved by a majority of the voting members present and voting at a meeting at which a quorum is present. The Lead Pastor and Executive Pastor may vote on all matters properly presented to the Leadership Council except matters from which they are required to recuse themselves under these Bylaws or Article 11. Abstentions shall not be counted as votes cast.

To protect order, trust, and leadership integrity, Leadership Council members will:

- speak freely during discussion
- exercise a conscience vote, without Council requirement for unanimity
- support the final determination once it is made
- keep all deliberations and votes confidential
- represent only the unified decision of the Council

5.3.8 Officers

A. Offices and Selection. The Lead Pastor shall serve as President of this corporation by virtue of holding the office of Lead Pastor and shall not be subject to annual officer election. The Leadership Council shall annually elect from its voting members a Chair, Vice Chair, Secretary, and Treasurer. The Chair shall also serve as Vice President of this corporation, and the Secretary and Treasurer shall serve in their corresponding corporate offices. Election requires the affirmative vote of a majority of the voting Leadership Council members then serving at a meeting at which a quorum is present. More specific descriptions of each officer's responsibilities and the procedures for annual officer elections shall be maintained in the Leadership Manual, consistent with these Bylaws and the Leadership Council's adopted governance model.

B. Terms and Vacancies. Each elected officer shall serve a one-year term and may be reelected annually while otherwise eligible. Officer terms are separate from Leadership Council membership terms. An elected officer's service shall end earlier upon resignation, removal from the officer position, or cessation of Leadership Council membership. The Leadership Council shall fill an officer vacancy for the remainder of the unexpired term

using the same election procedure. Service as President shall continue only while the individual holds the office of Lead Pastor.

C. Basic Responsibilities.

1. **President.** The President shall perform the Lead Pastor's responsibilities established elsewhere in these Bylaws and execute corporate documents within the authority granted by these Bylaws or the Leadership Council. The corporate President title does not place the Lead Pastor above the Leadership Council or confer additional governance authority or voting rights.
2. **Chair and Corporate Vice President.** The Chair shall preside at Leadership Council meetings, facilitate orderly and effective deliberations, and ensure that the Council follows its adopted governance procedures. The Chair shall coordinate preparation of Council agendas with input from Council members and the Lead Pastor and represent Council decisions when authorized. Corporate Vice President responsibilities shall be limited to functions authorized by these Bylaws or the Leadership Council. Neither office independently authorizes the Chair to supervise the Lead Pastor, direct staff, or assume the Lead Pastor's pastoral office.
3. **Vice Chair.** The Vice Chair shall assist the Chair in carrying out the Chair's Leadership Council responsibilities and shall preside at Leadership Council meetings when the Chair is absent or unable to serve. If the Chair's office becomes vacant, the Vice Chair shall perform the Chair's Leadership Council duties until the Council elects a successor in accordance with these Bylaws. The Vice Chair shall perform other duties assigned by the Leadership Council, consistent with these Bylaws and the Council's adopted governance model. Service as Vice Chair does not confer the corporate office of Vice President or independently authorize the Vice Chair to supervise the Lead Pastor, direct Church staff, or assume the Lead Pastor's pastoral office.
4. **Secretary.** The Secretary shall ensure that accurate minutes of Leadership Council and congregational meetings are maintained; that the Church's corporate records, Bylaws, and approved amendments are preserved; that required notices are provided; and that documents are certified or attested when authorized or required by law. Administrative assistance may be used in carrying out these responsibilities.
5. **Treasurer.** The Treasurer shall assist the Leadership Council in its financial oversight by reviewing financial reports and monitoring information for accuracy, completeness, and compliance with Leadership Council policies, and by bringing material financial concerns to their attention. The Treasurer's office does not independently authorize the Treasurer to direct staff or approve expenditures; preparation of the proposed budget, maintenance of accounting records, and daily financial administration shall remain the responsibility of the Lead Pastor and staff within Leadership Council policies.

D. Collective Governance and Delegation. The Leadership Council exercises governance authority collectively through its adopted policies and decisions. The Lead Pastor is accountable to the Leadership Council for responsibilities delegated to the Lead Pastor. Individual officers shall not independently direct the Lead Pastor or Church staff or alter Leadership Council policies. Any administrative work performed by an officer shall be

undertaken within the Church's established operational delegation and shall not create a separate line of staff supervision.

E. Qualifications and Accountability. Officers shall satisfy the applicable membership and leadership qualifications in these Bylaws and affirm agreement with the Church's Statement of Faith. The Leadership Council may remove an elected officer from their officer position by the affirmative vote of a majority of its voting members then serving, subject to applicable conflict-of-interest provisions. Removal from an officer position does not itself remove the individual from Leadership Council membership. Suspension or removal of the Lead Pastor, including resulting cessation of service as President, shall be governed by the pastoral provisions of these Bylaws.

F. Leadership Manual and Records. The Leadership Council may establish additional officer responsibilities and procedures in the Leadership Manual, consistent with these Bylaws and its delegation of operational authority to the Lead Pastor. Officers shall provide reports concerning their assigned responsibilities as requested by the Council and promptly transfer all Church records and property in their possession to their successors or the Church upon leaving office.

5.3.9 Leadership Council Code of Conduct

Leadership Council members are obligated to adhere to a Code of Conduct adopted by the Leadership Council. Violation of this code may constitute valid cause for a member's removal from service.

- Council members will relate to each other with grace, honesty, and straightforwardness.
- Council members will support the legitimacy and authority of the Leadership Council decisions on any matter, regardless of the member's personal position on the issue.
- Council members will respect the confidentiality of issues of a sensitive nature.
- Except for participation in Leadership Council deliberation regarding the Lead Pastor's policy interpretation, Leadership Council members will not express individual judgments on the performance of the Lead Pastor or their staff.

5.4 The Lead Pastor

5.4.1 Role and Authority

The Lead Pastor is the primary spiritual leader and shepherd of the Church. The Lead Pastor functions freely within the policies established by the Leadership Council and is responsible for preaching and teaching the Gospel regularly and shall be at liberty to preach the whole counsel of the Word of God. The Lead Pastor shall administer the ordinances of the Church; act as moderator, or appoint a moderator, at congregational meetings as provided in these Bylaws; supervise the teaching ministries of the Church; and watch over the spiritual interests of the membership. In all conflicts regarding interpretation of Scripture and the

Statement of Faith, the Lead Pastor and Leadership Council, on behalf of the Church, shall have final authority.

The Lead Pastor shall cast a vision that ensures the mission of the Church is being fulfilled; strategically implement the vision through the Church staff; manage all staff, including hiring and termination decisions as required by the policies of the Leadership Council; oversee the day-to-day operations of the Church; and provide guidance for pastoral counseling and pastoral care. The Lead Pastor shall be free to choose the means and methods by which they exercise the ministry God has given them, subject to these Bylaws and the policies established by the Leadership Council.

The Lead Pastor shall serve as President of this corporation as provided in these Bylaws. They shall publicly inform newly elected or appointed officers of the functions and responsibilities of their respective offices, extend the right hand of fellowship to new members on behalf of the Church, and perform such other duties as generally appertain to the position of Lead Pastor.

All appointments for public worship and Bible study and the arrangements thereof, including time and place, shall be under the direction of the Lead Pastor. The use of property belonging to the Church for other purposes shall be subject to the policies established by the Leadership Council, with the Lead Pastor responsible for the administration and implementation of such policies.

The Lead Pastor shall be responsible for filling the pulpit for each regularly scheduled Church service and any special services. In the event of their absence, they shall be responsible for inviting speakers from within the membership or outside the Church to preach in a manner consistent with the beliefs articulated in the Statement of Faith. If the office of Lead Pastor is vacant or the Lead Pastor is temporarily unable to perform their duties, the Leadership Council shall be responsible for providing for the pulpit.

The Lead Pastor and Leadership Council shall be responsible for establishing mandatory safety and security procedures for all ministries and programs. The Church shall maintain a zero-tolerance policy with regard to abuse of minors, and any reasonable suspicion of child abuse alleged to have been perpetrated by staff, volunteers, members, or non-members shall be reported to the appropriate authorities as required by applicable law. The Lead Pastor or their designee shall be responsible for providing yearly child abuse prevention training for all staff and volunteers.

The Lead Pastor:

- is the only employee accountable directly to the Leadership Council
- serves without annual contract requirements

5.4.2 Responsibilities

The Lead Pastor leads the Church through:

- spiritual leadership
- strategic direction
- staff leadership
- ministry execution
- planning and preparing the annual budget to reflect the church's vision and goals
- working in partnership with the Treasurer of the Leadership Council to prepare a proposed annual budget that reflects the Church's vision, ministry priorities, anticipated income, and financial obligations for submission to the Leadership Council for approval.

5.4.3 Relationship with Leadership Council

The Lead Pastor and Leadership Council work in partnership to steward the Church. To provide accountability and effectiveness, decisions are made in accordance with the approved Authority Matrix and Decision Lanes document contained in the Leadership Manual.

- The Leadership Council governs.
- The Lead Pastor leads.

5.4.4 Evaluation

The Leadership Council routinely assesses and annually evaluates the Lead Pastor to assure:

- alignment with the mission and vision of the Church
- effectiveness in leadership
- spiritual health
- delivery of performance and development of goals

5.4.5 Resignation

The Lead Pastor is an at will employee of the Church and may resign from the position. In order to allow for emotional closure and pastoral care for the congregation, as well as facilitate an orderly transition, resignation requires:

- at least two-month written notice to the Leadership Council of intention to resign
- the Lead Pastor to announce the decision to leave personally and positively during the upcoming worship services, once the Leadership Council is informed

5.4.6 Termination

The Lead Pastor is an at will employee of the Church and may be immediately suspended from duties by the Leadership Council if there is evidence of gross pastoral misconduct as described in the Leadership Manual. Such suspension shall not constitute termination and may remain in effect pending investigation and the congregational vote required in these bylaws.

Termination requires both:

1. an affirmative two-thirds recommendation by the disinterested voting members of the Leadership Council then serving
2. approval by a two-thirds vote of the eligible Active Members present and voting at a duly called congregational meeting held in accordance with the notice requirements of these Bylaws

The Lead Pastor shall not participate in deliberations or vote on their suspension or termination. Congregational approval is not required for an interim suspension but is required for final removal.

Vacancies are further addressed in the Leadership Manual.

5.4.7 The Calling of a Lead Pastor

To fill the vacant position of Lead Pastor, a candidate must:

1. be recommended to the Leadership Council by a majority of the Pulpit Task Force members present and voting at a meeting at which a quorum of the Pulpit Task Force is present
2. be approved for presentation to the congregation by a majority of the voting members of the Leadership Council present and voting at a meeting at which a quorum is present
3. be approved as Lead Pastor by at least two-thirds of the eligible Active Members present and voting at a duly called congregational meeting at which a quorum is present

Article 6: Other Compensated Employees

The following apply to paid staff:

- Paid staff are responsible for carrying out the day-to-day ministry of the Church as directed by the Lead Pastor.
- Hiring is approved by the Lead Pastor
- If not budgeted, the position must be approved by the Leadership Council.

- Individuals appointed to pastoral positions (bearing the title "Pastor") need to be approved by the Leadership Council in accordance with established qualifications and procedures as defined in the Leadership Manual.

Article 7: Congregation

The congregation shall affirm the following key decisions:

- the calling or termination of the Lead Pastor, by at least a two-thirds vote of the eligible Active Members present and voting; provided that termination also requires the two-thirds Leadership Council recommendation specified in Section 5.4.6
    - The Leadership Council may immediately suspend the Lead Pastor under Section 5.4.6 without prior congregational approval, but suspension does not constitute final removal.
- nominees for lay positions on the Leadership Council, by a majority vote of the eligible Active Members present and voting
- the sale, conveyance, mortgage, or other encumbrance of substantially all Church assets, by at least a two-thirds vote of the eligible Active Members present and voting
- a merger, dissolution, voluntary bankruptcy filing, affiliation affecting Church governance, or other material change in the Church's legal status, by at least a two-thirds vote of the eligible Active Members present and voting
- an amendment to these Bylaws, as provided in Article 15
- any other matter expressly reserved to the congregation by these Bylaws

Each congregational vote must occur at a duly called meeting at which a quorum is present. Unless these Bylaws expressly require a two-thirds or other heightened vote, congregational action shall require a majority of the eligible Active Members present and voting.

Article 8: Chartered Task Forces

8.1 Task Forces

The Lead Pastor and Leadership Council, on behalf of the Church, may establish task forces and appoint their members and chairpersons as they deem to be in the best interests of the Church. Each task force shall be established for a specific purpose as outlined in a charter approved by the Lead Pastor and Leadership Council and shall remain accountable to the Lead Pastor and Leadership Council. The duration of each task force shall be determined by the scope and purpose of its assigned work and may be renewed annually as needed.
Except when a task force charter establishes a greater voting requirement, an action or recommendation of a task force shall require the affirmative vote of a majority of its members present and voting at a meeting at which a majority of the task-force members then serving are present. No task force may bind the Church unless the Leadership Council has expressly delegated that authority in writing.

8.2 Actions of Task Forces

Task forces shall have no authority to act on behalf of the Church or corporation unless expressly authorized by the Lead Pastor and Leadership Council. Their primary function shall be to research, advise, and make recommendations within the scope of their approved charter. Task forces shall make all records and materials related to their work available to the Lead Pastor and Leadership Council upon request. Any recommendations, plans, or proposed actions of a task force shall be subject to the review and approval of the Lead Pastor and Leadership Council.

Each task force shall designate a secretary who is responsible for keeping minutes of its meetings and timely submission of minutes to the Lead Pastor and Church Secretary. Minutes are to be filed with the Church records. If deemed appropriate by the Lead Pastor and Leadership Council, the task force secretary, in conjunction with the chairperson, shall submit an annual report to the Church concerning the decisions, recommendations, and plans of the task force.

ARTICLE 9: Educational Ministries

9.1 Purpose.

The Church believes that the home and Church are responsible before God for providing a Christian education. To help fulfill this responsibility of imparting biblical truth and furthering the Great Commission, the Church shall establish and maintain educational programs, including Sunday School and/or weekday educational programs, for the purposes of winning souls to Christ and teaching Bible doctrine, godly worship, and biblical Christian living. To this end, the Church shall engage in educational ministries.

9.2 Church Participation.

All educational programs or courses of instruction formulated and offered by the Church shall be primarily for the benefit of the members of the Church; however, the Lead Pastor and Leadership Council, on behalf of the Church, may permit non-members to participate in Church educational programs or courses of instruction if they deem it in the best interests of the Church.

9.3 Agreement with Statement of Faith.

All educational programs or courses of instruction shall be conducted as an integral and inseparable ministry of the Church and shall be taught and presented in full agreement with the Statement of Faith of the Church and the inspired Word of God. The Church shall not hire, appoint, or retain any employee or volunteer for its educational programs who fails to adhere to or expresses disagreement with the Statement of Faith or who adopts or lives a lifestyle inconsistent with the beliefs and practices of the Statement of Faith, whether in or out of the classroom.

ARTICLE 10: Finances/Budget

The ministry of the Church is supported through voluntary giving. The Church's fiscal year is January 1 to December 31. The budget process includes:

- preparation by the Lead Pastor and their staff, reflecting the Church's vision and priorities
- approval by the Leadership Council prior to congregational presentation

From time to time, the Church may establish designated funds to accomplish specific religious, educational, charitable, or ministry purposes. The Church will use reasonable efforts to honor the stated designation of any contribution it accepts for a designated fund or purpose.

All contributions shall remain subject to the ultimate control and discretion of the Church, acting through the Leadership Council in consultation with the Lead Pastor. If a designated purpose has been fulfilled, becomes impossible or impracticable to accomplish, no longer exists, is inconsistent with the Church's mission or Statement of Faith, or cannot lawfully or reasonably be carried out, the Leadership Council may apply the remaining funds to a substantially similar purpose. If no substantially similar purpose is reasonably available, the Leadership Council may apply the funds to another purpose consistent with the Church's religious, educational, and charitable purposes, subject to the terms under which the contribution was accepted and applicable law.

When appropriate and reasonably practicable, the Church may communicate with the donor regarding an alternative use of the contribution. No designation shall create a trust, custodial relationship, or fiduciary obligation unless the Church expressly agrees otherwise in a written instrument approved by the Leadership Council.

ARTICLE 11: Conflict of Interest Policy

11.1 Purpose

The purpose of this 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 officer or Leadership Council member of the Church or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state or federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

11.2 Definitions

1. **Interested Person**. Any Leadership Council member, officer, or member of a task force with Leadership Council-delegated powers who has a direct or indirect financial interest. The Lead Pastor and Executive Pastor are subject to this Article in the same manner as all other voting members of the Leadership Council. Without limiting the scope of this Article, each pastor shall be considered an Interested Person with respect to any matter

concerning their own compensation, salary, benefits, performance evaluation, discipline, continued employment, or other personal financial or employment interest.

2. **Financial Interest**. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
   - an ownership or investment interest in any entity with which the Church has a transaction or arrangement
   - a compensation arrangement with the Church or with any individual or entity with which the Church has a transaction or arrangement
   - a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement

   A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Leadership Council determines that a conflict of interest exists.

3. **Compensation**. Direct and indirect remuneration as well as gifts or favors that are not insubstantial.
4. **Leadership Council**. The Leadership Council serves as the board of directors of the Church as provided in these Bylaws. The Lead Pastor and Leadership Council will determine procedures for addressing possible conflicts of interest consistent with this Article.

11.3 Procedures

Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Leadership Council and, if applicable, members of task forces with Leadership Council-delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, including any presentations by and discussion with the Interested Person, they shall leave the Leadership Council or task force meeting while the determination of a conflict of interest involving the transaction or arrangement is discussed and voted upon. The remaining Leadership Council or task force members, as applicable, shall decide by a majority vote whether a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

1. The Chair of the Leadership Council shall, if appropriate, appoint a disinterested person or task force to investigate alternatives to the proposed transaction or arrangement.
2. After exercising due diligence, the Leadership Council or task force 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.

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

Violations of the Conflict of Interest Policy

If the Leadership Council or applicable task force has reasonable cause to believe a member has failed to disclose an actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

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

Records of Proceedings

The minutes of the Leadership Council, or applicable or task force, shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the decision as to whether a conflict of interest in fact existed.

The minutes shall also contain 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.

Compensation

- A voting member of the Leadership Council or any task force who receives compensation, directly or indirectly, from the Church for services rendered may not vote on matters pertaining to that member's compensation.
- A voting member of the Leadership Council or any task force whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church is not prohibited from providing information regarding compensation.

11.4 Annual Statements

Each Leadership Council member, officer, and member of a task force with Leadership Council-delegated powers shall annually sign a statement affirming that such person:

- has received a copy of the Conflict of Interest Policy
- has read and understands the policy
- has agreed to comply with the policy
- understands that the Church is a charitable organization and, in order to maintain its federal tax-exempt status, must engage primarily in activities that accomplish one or more of its tax-exempt purposes

11.5 Periodic Reviews

To ensure the Church operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include:

- whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining
- whether partnerships, joint ventures, and arrangements with management organizations conform to the Church's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction

11.6 Use of Outside Experts

When conducting the periodic reviews provided for above, the Church may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Leadership Council of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE 12: Church Discipline and Conflict Resolution

12.1.1 Church Discipline

A specific process for Church discipline is maintained in the Leadership Manual. The goal is to maintain unity, ensure fairness, and cultivate a harmonious environment.

12.2 Conflict Resolution

Neither the Church nor the leaders are the final arbiter in personal conflicts but will provide sound biblical principles, a pathway to reconciliation, and a personal advisor to assist in an attempted resolution.

12.3 Christian Mediation and Binding Arbitration

Members of the Church must agree to submit to any legal matters within the Church that cannot otherwise be resolved first to Christian mediation and, if unresolved, to binding Christian arbitration. Mediation involves an impartial mediator helping the parties reach a voluntary agreement; arbitration involves an impartial arbitrator deciding the dispute and issuing a binding decision. For matters subject to binding arbitration, members expressly waive any and all rights in law and equity to bring any civil disagreement before a court of law, except that judgment upon the award rendered by the arbitrator may be entered in any

court having jurisdiction thereof and subject to any rights that cannot be waived under applicable law.

12.4 Mediation and Arbitration Procedures

The procedures for mediation and arbitration shall be as adopted by the Leadership Council. If the Leadership Council has not adopted procedures, the Church will use mediation and arbitration procedures provided by legal counsel as selected by a majority vote of Leadership Council. These mediation and arbitration provisions are ecclesiastical and faith-based in nature and are intended to operate under the rules and guidelines of the Church consistent with applicable law. It is not intended to operate under any state or federal guidelines for arbitration.

ARTICLE 13: Indemnification and Insurance

13.1 Purpose

The Church desires to protect those who faithfully serve in leadership and ministry roles from personal liability arising out of their service to **New Ridge Fellowship**. This provision is intended to encourage wise, faithful leadership while maintaining accountability and integrity.

13.2 Persons Covered

To the fullest extent permitted under Pennsylvania nonprofit law, the Church shall indemnify any person who is or was serving, at the request of the Church ("Covered Persons"), such as:

- a member of the Leadership Council
- the Lead Pastor or any pastor
- any employee or staff member
- any officer of the church
- any volunteer acting within an authorized ministry role

13.3 Scope of Indemnification

Covered Persons shall be indemnified against any and all claims, liabilities, damages, judgments, fines, and reasonable expenses (including attorney's fees) actually and reasonably incurred in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, arising out of their service to the Church. This indemnification applies only when the individual:

- acted in good faith
- reasonably believed their actions were in, or not opposed to, the best interests of the Church

- acted within the scope of their authority as defined by these bylaws, the Leadership Council, or assigned responsibilities

13.4 Limitations
Indemnification shall not be provided in cases where the individual is determined to have engaged in:

- willful misconduct
- gross negligence
- fraud or criminal behavior
- actions taken outside the scope of his/her authority

In such cases, the Leadership Council shall determine the applicability of indemnification, consistent with applicable law.

13.5 Advancement of Expenses
Reasonable expenses, including legal fees, may be paid or reimbursed in advance of the final disposition of a proceeding, provided that the Covered Person:

- affirms in writing their good faith belief that they have met the standard of conduct required under this Article
- agrees to repay such amounts if it is ultimately determined that indemnification is not permitted

13.6 Non-Exclusivity
The rights of indemnification provided in this Article shall not be deemed exclusive of any other rights to which a Covered Person may be entitled under:

- applicable law
- the Articles of Incorporation
- agreements approved by the Leadership Council
- insurance policies

13.7 Insurance (Directors and Officers Liability)
The church may purchase and maintain insurance on behalf of Covered Persons against any liability asserted against them and incurred in such capacity, whether or not the church would have the power to indemnify them under applicable law.
Such insurance may include, but is not limited to:

- directors and officers (D&O) Liability Insurance
- general liability insurance

- employment practices liability insurance

The Leadership Council shall periodically review insurance coverage to ensure appropriate protection for the church and its leaders.

13.8 Continuation of Coverage
The indemnification provided by this Article shall continue as to any person who has ceased to serve in a Covered Role and shall inure to the benefit of their heirs, executors, and administrators.

13.9 Interpretation
This Article shall be interpreted in a manner consistent with the Pennsylvania Nonprofit Corporation Law and any applicable federal regulations governing nonprofit organizations.

13.10 Limitation of Liability
To the fullest extent permitted under the laws of the Commonwealth of Pennsylvania, no member of the Leadership Council, officer, pastor, employee, or authorized volunteer of the Church shall be personally liable for monetary damages for any action taken, or any failure to take action, in the performance of their duties on behalf of the Church.

This limitation of liability applies provided that the individual:

- acted in good faith
- reasonably believed the action was in, or not opposed to, the best interests of the Church
- was acting within the scope of his/her authority

This limitation shall not apply in cases involving:

- willful misconduct
- recklessness or gross negligence
- unlawful conduct
- transactions from which the individual derived an improper personal benefit

This provision is intended to protect faithful servants of the Church while preserving accountability consistent with biblical principles and applicable law.

ARTICLE 14: Tax-Exemption Provisions
14.1 Private Inurement

No part of the net earnings of the Church shall inure to the benefit of or be distributable to its members, Leadership Council members, 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 Article 1.

14.2 Political Involvement

No substantial part of the activities of the Church shall be the carrying on of propaganda or otherwise attempting to influence legislation. To the extent prohibited by law, the Church shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.

14.3 Dissolution

Upon the dissolution of the Church, no part of the Church's earnings or assets may inure to the benefit of any of its members or other private individuals. After paying or making provision to pay all of the Church's liabilities, the Leadership Council, at its discretion, shall dispose of all of the Church's remaining assets to one or more qualified nonprofit organizations aligned with the Church's mission and of like faith and practice that are formed and operated exclusively for religious purposes and that, at the time of distribution, qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. Assets may be distributed only to tax-exempt organizations that agree with the Church's Statement of Faith.

14.4 Nondiscrimination Policy

The Church shall not discriminate against members, applicants for membership, students, or others on the basis of race, color, nationality, or ethnic origin; however, as a religious institution, the Church reserves the right to deny or terminate employment or to deny or terminate any other status of persons whose lifestyle, words, actions, or otherwise do not align with the Church's Statement of Faith, standards of conduct, or other policies of the Church.

This policy statement is not intended to waive the ministerial exception or any other exception or exemption to federal, state, or local antidiscrimination laws or regulations.

14.5 Limitation of Activities

Notwithstanding any other provision of these Bylaws, the Church shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes stated in Article 1.

ARTICLE 15: Amendments

These Bylaws may be revised or amended as recommended by the Leadership Council and affirmed by a two-thirds vote of the eligible Active Members present and voting at a duly called congregational meeting, provided that congregational notice of the proposed revision

or amendment is given verbally and in writing at least one month prior to the meeting at which the vote will be taken. The notice shall include the proposed revisions or amendments, which shall be made available to eligible voting members for review prior to the meeting. Amendments shall become effective immediately upon approval unless otherwise specified in the amendment.

These Bylaws were approved by a majority vote of the Leadership Council, conditioned upon affirmation by a majority of the eligible Active Members present and voting at a duly called congregational meeting at which a quorum was present. That congregational affirmation was obtained on NOVEMBER 15, 2026, and these Bylaws became effective on that date.

These Bylaws supersede any other Bylaws of **New Ridge Fellowship**.

11/16/26
Date

Robert D Cole
Church Secretary

NEW RIDGE FELLOWSHIP

EXIBIT A - Statement of Faith

New Ridge Fellowship is a Christian, non-denominational church whose traditional and orthodox faith was handed down through the ages with the teaching of Augustine, Martin Luther, and John Wesley.
We Believe.....

God is the creator of the universe and all that is in it. He is one holy, loving and all-knowing and all powerful. He desires to have a relationship with all humankind. He is known as God the Father, God the Son, and God the Holy Spirit.

Jesus Christ is God in the flesh, who came into this world to teach how to have a relationship with him. He was crucified on the cross as a sacrifice to set humankind free from the bondage of sin. His resurrection shows the promise of eternal life to all who believe.

The Holy Spirit is God working in our lives to correct, convict, encourage, to lead people to a life of righteousness and frees us by our faith, from judgement. The Holy Spirit inspires us to show the love of God to the world.

Scripture is the inspired word of God. All that is needed for salvation is contained in it. We follow it in all that we do and every decision we make. We are "people of one book", and the Bible, made of 66 books, is the book.

Sin prevents us from achieving a full relationship with God. Sin can be defined as thoughts and actions that are contrary to what is described in scripture. Although all people are burdened with sin, we are freed from sin and separation from God through salvation in Jesus Christ.

God has given all the gift of grace, the unmerited unearned love of God. Grace moves us to a relationship with God through Jesus. Grace moves us to acknowledge our sin knowing that our sins are erased and not held against us and moves us to grow in faith and become more like Jesus.

Our Church recognizes and affirms that there are two sacraments, baptism and communion. Baptism is open to all people of any age who profess faith in Jesus Christ. It is the outward and visible sign of God working in our life. Communion is open to all who repent of their sin and believe in Jesus. It is the remembrance of Christ' sacrifice. It is celebrated in the sharing of the cup and the bread, representing Jesus' body and blood.

Salvation is given by God through faith in Jesus Christ alone. We encourage good works and practice them, but our salvation does not rest in them. Our good works show our transformation and the love of God working in our lives.

The church is the body of all believers throughout the world. It exists to worship God. As we join the church, we are encouraged and supported. God's grace and the Good News is available to all. We welcome all who seek to know God without exception.