



**REDEMPTION STORY  
CHURCH**

# **Bylaws**

**EFFECTIVE AUGUST 17, 2020**

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## **Article I. Name**

The name of this corporation is Redemption Story Church. This corporation will be further referred to in these Bylaws as the “Church” and also may be referred to in these Bylaws by “Redemption Story” and such other names as the Elders of the Church shall determine from time to time.

## **Article II. Mission Statement**

Redemption Story Church believing the gospel exists to love God, love people, and make disciples of Jesus Christ.

## **Article III. Offices**

### **III.1 Principal Office**

The principal office for business transactions of the Church is 2100 Morrison Drive, Fort Worth, Texas 76112 in Tarrant County.

### **III.2 Other Offices**

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

## **Article IV. Nonprofit Status**

The Church is a nonprofit corporation under the laws of the State of Texas and is organized under the Texas Business Organizations Code (including all predecessor and successor statutes thereof, as now existing or hereafter amended, herein the “TBOC”). Federal tax exemption is granted under Internal Revenue Code Section 501(c)(3) of the Internal Revenue Code of 1986 (including all predecessor and successor statutes thereof, as now existing or hereafter amended, herein the “IRC”).

## **Article V. Purposes**

The Church is formed for any lawful purpose or purposes not expressly prohibited under Title 1, Chapter 2, or Title 2, Chapter 22 of the TBOC, including any purpose described by Section 2.002 of the TBOC. The Church is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the IRC. Notwithstanding the foregoing, the Church’s purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are: (a) to uphold and spread the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church’s combined or separate formation of a church, ministry, charity, school, or benevolent institution; (b) to ordain, employ, and send out ordained ministers of the gospel, and others, to conduct and carry on divine services at the place of worship of the Church and elsewhere; (c) to collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of Texas and elsewhere; (d) to make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the IRC; and (e) to promote, encourage, and foster any other similar religious, charitable, and educational activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of the accomplishment of the purposes of this Church; provided, however, no

act may be performed which would violate Section 501(c)(3) of the IRC.

## **Article VI. Powers and Restrictions**

Except as otherwise provided in these Bylaws and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the TBOC. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

The Church shall not pay dividends, and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers, or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Church's articles of incorporation or these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda or attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Church's articles of incorporation or these Bylaws, the Church shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the IRC, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the IRCs.

If this Church is in any one year a "private foundation" as defined by Section 509(a) of the IRC, it shall be required to distribute its income for such taxable year at such time and in such manner as not

to subject the foundation to taxation under Section 4942 of the IRC; and further shall be prohibited from: (a) any act of "self-dealing" as defined in Section 4941(d) of the IRC; (b) retaining any "excess business holdings" as defined by Section 4943(c) of the IRC; (c) making any investments in such manner as to subject the Church to taxation under Section 4944 of the IRC; or (d) making taxable expenditures as defined in Section 4945(d) of the IRC.

The Church shall not accept any gift or grant if the gift or grant contains conditions that would restrict or violate any of the Church's religious, charitable, or educational purposes, or if the gift or grant would require serving a private as opposed to a public interest.

## **Article VII. Affiliations**

The Church is autonomous and maintains the right to govern its own affairs, independent of denominational control. Recognizing, however, the benefits of cooperation with other churches in the fulfillment of its purposes, the Church may voluntarily affiliate with other churches and conventions by a passing vote of the Elders.

## **Article VIII. Meetings**

### **VIII.1 Public Worship**

Meetings for public worship shall be held at such times and places as may be provided for under the direction of the Elders or Directional Leadership Team.

### **VIII.2 Church Business Meetings**

The Elders shall have the authority to call Church business meetings or special meetings as needed. If in person meetings are not recommended, the Elders may conduct Church business meetings or special meetings through virtual or online means.

### VIII.3 Other Meetings

The Elders and Directional Leadership Team shall each have the authority to call other meetings for the purposes of Member communication, prayer, teaching, training, or discipleship, as needed. If in person meetings are not recommended, the Elders may conduct other meetings through virtual or online means.

## Article IX. Articles of Faith

### IX.1 Statement of Biblical Authority

At the center of Christian faith and practice stands the belief that God has spoken to the world in the person and work of Jesus Christ, which is accurately and authoritatively revealed in the Christian Bible (“the Bible,” “Scripture” or “the Scriptures”). The Bible is the inspired, inerrant, and sufficient Word of God and is thus the ultimate authority for life, faith, and morals. Though the various theological statements of the Church reflect succinct summaries of biblical boundaries, it is the Bible itself to which we are in ultimate submission and through which the Elders are granted biblical authority of the Church.

Members have the responsibility and opportunity to engage the Elders and Church staff on areas of theological disagreement. However, membership carries with it the implicit understanding that the Elders shall function as the interpretive authority on biblical meaning and application for the purpose of Church doctrine, polity, practice, policy, and discipline.

### IX.2 Statement of Faith

Redemption Story Church is a church under the lordship of Jesus Christ. Therefore, we are committed to contending for the faith that was once for all delivered to the saints (Jude 1:3). In unity with the historic Christian church, we believe and confess the Apostles’, Nicene, and Chalcedonian Creeds as

accurate representations of Scripture’s teaching. In addition to these historic formulations, we are situated within the evangelical, Reformed, and Baptist traditions.

The basic doctrines within the Church are defined and incorporated by reference in the Church’s [Statement of Faith](#) published at [www.redemptionstory.com](http://www.redemptionstory.com). The Church’s Statement of Faith represents what we believe to be core elements of biblical teaching, and all Members of the Church are expected to affirm these doctrines. Any revisions to the Statement of Faith, including those to more clearly align to Scripture, shall be approved by a passing vote of the Elders followed by a passing vote of the Members of the Church.

### IX.3 Statement on Marriage and Sexuality

It is the biblical position that marriage involves the union of one man and one woman in permanent sacred fidelity. Though various cultures and customs have evolving definitions of marriage, it is God alone who has ultimate authority to prescribe and describe the marital relationship (Genesis 2:24, Matthew 19:1-9, Mark 10:1-12).

Furthermore, sexual intimacy is properly exercised and pursued only within the confines of this marital relationship. Sexual immorality—defined as any sexual activity outside of the boundaries of the sacred marital relationship between one man and one woman—is clearly and expressly prohibited by the Lord (Matthew 15:19, 1 Corinthians 6:9-11, 1 Thessalonians 4:3, Hebrews 13:4).

As a consequence, the Church regards any and all forms of sexual immorality, including adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest, pornography, or even lustful intent toward such, as sinful and therefore ultimately unsatisfying. Moreover, the Church also regards as sinful the intent to surgically alter one’s biological sex to a different sex. Since the body is a creation of

God, the Church holds sexual identity to be biologically determined, and associated gender norms are to be observed as appropriate to biblical standards. Disagreement with one's biological sex only leads to spiritual confusion and emotional chaos (Genesis 1:27, Romans 1:26-32, 1 Corinthians 6:9-11).

In order to preserve the function and integrity of the Church as the local Body of Christ, and to provide a biblical example to the Church Members and the community, it is imperative that all persons employed by the Church in any capacity or united to the Church in membership should abide by and agree to this §9.3, *Statement on Marriage and Sexuality*, and conduct themselves accordingly.

Though sinful sexual expression is egregious (as is all sin), the gospel provides redemption and restoration to all who confess and forsake their sin, seeking mercy and forgiveness through Jesus Christ (1 Corinthians 6:9-11, Ephesians 2:1-10, Titus 3:3-7).

Furthermore, there is a difference between temptation and sin. Jesus was tempted in all ways as we are, yet He never sinned. Members, employees, volunteers, and attendees of the Church wrestling with all manner of sexual temptation will find the Church ready to point them to Jesus and join with them to fight for their obedience to Christ. Jesus called the weary and heavy-laden to Himself. As a church desiring to follow Christ fully, the Church will be a safe place for men and women fighting sexual temptations of all kinds. For those fighting temptations and repenting of sin, the Church will provide love, care, and direction (Matthew 11:28-30, 1 Corinthians 10:13, Hebrews 2:17-18, Hebrews 4:14-16).

The Church's *Statement on Marriage and Sexuality* does not provide grounds for bigotry, bullying, or hate, as we fully believe that every person must be afforded

compassion, love, kindness, respect, and dignity, regardless of his or her lifestyle. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated as sinful and are not in accordance with the Scriptures or the doctrines of the Church.

This §9.3, *Statement on Marriage and Sexuality*, specifically gives the Elder board the right and authority to prohibit acts or omissions, including, but not limited to: (a) permitting any Church assets or property, whether real property, personal property, intangible property, or any property or asset of any kind that is subject to the direction or control of the Church, to be used in any manner that would be—or, in the sole determination of the Elders, could be perceived by any person to be—inconsistent with this *Statement on Marriage and Sexuality*; and (b) permitting any Church facilities to be used by any person, organization, corporation, or group that would or might use such facilities to convey, intentionally, or by implication, what might be perceived as a favorable impression about any definition of marriage other than that contained in this *Statement on Marriage and Sexuality*.

The Church's *Statement on Marriage and Sexuality* is based upon God's will for human life as conveyed to us through the Scriptures, upon which this Church has been founded and anchored, and this §9.3, *Statement on Marriage and Sexuality*, shall not be subject to change through popular vote; referendum; prevailing opinion of Members or the general public; influence of or interpretation by any government authority, agency, or official action; or legal developments on the local, state, or federal level.

## **Article X. Membership**

### **X.1 Requirements**

Membership within the Church is first predicated on one becoming a genuine follower of Jesus Christ

through responding by faith by the drawing of the Holy Spirit to the message of the gospel. In addition, a Member shall have (a) completed all of the requirements of membership as defined by the Elders; (b) signed the Church Membership Covenant, as it is revised, amended, or restated from time to time, thus committing himself/herself to the responsibilities therein assigned; (c) been approved, by name, for membership by a passing vote of the Elders; and (d) been affirmed and appointed to membership by a passing vote of the then-current Members.

## X.2 Responsibilities

Members of the Church are held accountable to the general Christian responsibilities comprehensively though not exhaustively outlined within the Church's Membership Covenant. These responsibilities include praying for and pursuing both corporate health and individual holiness.

In signing the Membership Covenant, Members attest that they have completed the membership process as instructed, have read the Membership Covenant, and are willingly covenanting to the responsibilities and provisions contained in the Membership Covenant.

## X.3 Voting by Members

The Members of the Church shall vote on various matters from time to time, as prescribed by these Bylaws. Additionally, the Members shall vote on the matters of (a) the annual operating budget; (b) any loan that results in cumulative indebtedness exceeding twenty percent (20%) of the then-current annual Church operating budget or any single purchase, whether or not financed, exceeding twenty percent (20%) of the then-current annual Church operating budget; (c) disposition of substantially all of the Church's assets; (d) merger or dissolution of the Church; (e) any proposed change to these Bylaws that would reduce, revoke, or otherwise attenuate a right

granted to the Members in the then-current Bylaws; (f) any revision to the Church's Statement of Faith, following a passing vote of the Elders affirming such revision; (g) confirmation and appointment of Elders, as described in § 11.1.7; and (h) other actions deemed major and extraordinary by the Elders. The time, place, and nature of upcoming votes shall be communicated to the Church, as the case may be, at least twenty-one (21) days in advance, and the Members shall have an opportunity to submit questions, comments, and concerns, which will be considered by the appropriate group of Elders on a case-by-case basis. Voting shall take place during public worship services or a special business meeting as determined in the sole discretion of the Elders. Only Church Members shall be permitted to vote on any matter under this section. A simple majority, defined as a result greater than fifty percent (50%) when the number of affirmative votes are divided by the number of total votes cast, shall constitute a passing vote. Voting results shall be communicated to the Members not later than thirty (30) days following such vote.

## X.4 Membership Renewal and Removal

Membership may be reviewed and renewed on a periodic basis at the discretion of the Elders. The Elders shall have the authority to remove a Member from membership as a result of such Member's failure to satisfactorily complete the membership renewal process, death of the Member, or determination that the Member is no longer attending the Church. Before removing a Member for the reasons described above (other than death), the Elders shall attempt to engage the Member in question about the reasons for removal. A Member can also be removed from membership as a result of the disciplinary process described in Article XIII. If a Member voluntarily resigns his or her membership, the Elders shall release such Member from Church membership in the due course of time, without



restricting the Church's right to communicate per §10.5 below.

#### X.5 Member Communication

The Church, including, without limitation, its staff, Elders, and Members, may communicate to and about its Members, prospective Members, and former Members, unfettered, in accordance with the Membership Covenant, these Bylaws, and the Church's closely held religious beliefs. Such communication may occur within the Church or between the Church and other members of the church catholic.

### **Article XI. Church Elders, Directors, Officers, Staff, and Deacons**

#### XI.1 Elders

##### XI.1.1 Definition and Powers

All of the Elders of the Church shall together comprise one deliberative assembly known as "the Elders" or "the Elder body."

These Bylaws implement a philosophy of *shared authority*, granting appropriate powers of the Church to the Elders and Members, with a view toward fulfilling the biblical mandates to be faithful to Christ and obedient to the Scriptures as it relates to both polity and practice. For areas of the ministry, operations, or finances of the Church on which these Bylaws are silent or nonspecific, all policy, control, direction, and management shall be vested in the Elder body.

##### XI.1.2 Lay Elders and Vocational Elders

Lay Elders are defined as those Elders who are not in the employ of the Church as regular part-time or full-time staff members. Vocational Elders are defined as those Elders who are in the employ of the Church as regular part-time or full-time staff members.

Lay Elders shall not receive compensation or salaries for their service. Vocational Elders may receive reasonable compensation for fulfilling their vocational responsibilities as employees of the Church. A Vocational Elder shall neither vote on nor determine his own personal salary or benefits or designate his personal housing allowance.

Once a man is appointed to the Elder body as a Lay Elder, he is expected to serve in this capacity for a minimum of five (5) years. After a one-year absence from the Elder body, an Elder may be re-appointed by a passing vote of the Elder body after he has been tested and proven to meet the qualifications stated in §11.1.3. If the Elder body determines that an Elder needs an extended Sabbath because of a legitimate need (e.g., illness or tragedy), then such Elder may transition to being an active but non-voting Elder for a set period of time determined by the Elder body.

The Elder body shall maintain a simple majority of Lay Elders to Vocational Elders. If for any reason the composition of the Elder body does not consist of a simple majority of Lay Elders, then the Elders shall begin the process outlined in §11.1.7 below to restore the required composition.

##### XI.1.3 Qualifications

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

#### XI.1.4 Duties

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

The Elders of the Church shall vote on various matters from time to time, as prescribed by these Bylaws, plus any other matters they deem necessary or appropriate related to the purposes of the Church. In addition, the Elders shall vote on certain specific matters affirmed by their passing vote: (a) a change to any part of the Church's Statement of Faith; (b) a change to the Church's Mission Statement; and (c) subject to §22.3 below, a change to these Bylaws.

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

#### XI.1.5 Elder Meetings

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

#### XI.1.6 Definition of Quorum and Passing Vote

A proper quorum is defined as sixty percent (60%) of the Lay Elders and sixty percent (60%) of the Vocational Elders. A quorum is required for voting matters.

A passing vote must be equal to or greater than seventy-five percent (75%) of the Elders present. Voting by proxy is prohibited.

#### XI.1.7 Selection

The Elders shall have authority to submit any male Member for consideration as a new Elder. A man may be nominated as an Elder by a passing vote of the Elder body after he has been tested and proven to meet the qualifications stated in §11.1.3. The Elders may appoint a committee or group to vet Elder candidates and report its findings to the Elder body. The Elders may also receive recommendations for Elder candidates from Church Members.

The nomination and proposed appointment of any Elder shall be communicated to the Church at least twenty-one (21) days in advance, and Church Members shall have an opportunity to submit questions, comments, and concerns, which will be considered by the Elders on a case-by-case basis. During such 21-day period, should the Elders become aware of an issue that, in their sole determination, would disqualify the Elder nominee or make his appointment unwise, the Elders shall discuss the issue with the Elder nominee and have the authority to remove such Elder nominee from consideration by the Members prior to and without a vote by the Members. Confirmation and appointment of a new Elder shall be effectuated upon a passing vote of the Members, as described in §10.3.

To resign from the Elder body, an Elder shall notify, in writing, one of the Vocational Elders, who shall determine the most fruitful and edifying way to notify the remaining Elders and the Church Members or an

appropriate subset of Church Members. A vacancy in the Elder body because of death, resignation, removal, or any other cause shall be filled only in the manners prescribed in these Bylaws. Such vacancies may be filled as they occur.

#### XI.1.8 Elder Emeritus

The Elders may recognize the service and wisdom of a previous Elder by designating him as an “Elder Emeritus.” An Elder Emeritus shall have the right to attend all meetings of the Elders and take part in all discussions, but will not have any voting rights, responsibilities, or authority over the Church.

#### XI.1.9 Removal

Any Elder may be removed from the office of Elder for valid cause. Discipline of Elders must be consistent with the standards set forth in Article XIII of these Bylaws. The Elder body will determine the specific procedure for removal of an Elder. This procedure may be altered, amended, repealed, or restated by a resolution of the Elders. The Elder body shall have the sole authority to remove an Elder.

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

Removal of a Vocational Elder from the Elder body may necessitate demotion or termination of a Church employee whose position requires eldership (e.g., a lead pastor or pastor); such demotion or termination

is at the discretion of the Elders and may be effectuated at the time of removal from the Elder body or at any point thereafter.

A Vocational Elder who is, for performance or other reasons, terminated by his supervisor(s) as an employee of the Church from a staff position that requires eldership shall also be removed from the Elder body immediately and automatically; such removal shall not require a passing vote of the Elders, and the aforementioned requirement of prior notice to such Vocational Elder shall be waived. An Elder who is removed from Church membership pursuant to §10.4 above shall also be removed from the Elder body immediately and automatically; such removal shall not require a passing vote of the Elders, and the aforementioned requirement of prior notice to such Elder shall be waived.

### XI.2 Board of Directors

#### XI.2.1 Definition and Powers

The Elders shall be designated as the directors of this corporation as the term is defined and used in Title 2, Chapter 22 of the TBOC. Subject to the provisions and limitations of the TBOC, any limitations in the articles of incorporation, and these Bylaws, all corporate powers shall be exercised by or under the direction of the Elders. As used in this §11.2, in the course of Church business, and throughout these Bylaws, the terms “Elders,” “Elder body,” “Elder board,” “Elder committee,” and “Board of Directors” are used interchangeably to mean a quorum of Elders acting in accordance with §11.1.6 herein. The Elders are entrusted with the governance of the Church. The Elder board’s oversight includes, but is not limited to, teaching, protecting, leading, disciplining, equipping, and caring for the corporate Church body and its individual Members, as well as the oversight of all ministry, operations, and finances of the Church. The Elders are also responsible for being obedient to the

Scriptures in the doctrine of the Church and establishing the overall vision of the Church.

### XI.3 Officers

#### XI.3.1 Officers

Officers of the Church shall be Members of the Elder body. The “Officers” shall consist of a Chairman, Vice Chairman, Secretary, Treasurer, and such other officers as deemed necessary by the Elders.

#### XI.3.2 Election

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

#### XI.3.3 Removal of Officers

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

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

### XI.3.4 Duties

#### (a) Chairman

The Chairman shall perform such duties as are incumbent upon such Officer, including making certain that all orders and resolutions of the Elders are carried into effect. The Chairman shall have oversight of the Elder meetings. The Chairman’s duties shall include, without limitation: establishing meetings, setting the agenda and presiding over the meetings.

#### (b) Vice Chairman

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

#### (c) Secretary

The Secretary shall record or cause to be recorded in a minute book of the Church minutes of all meetings of the Elders and all votes taken at such meetings. He shall have charge of the official records and seal of the Church, and he shall perform such other duties as are incident to the office of Secretary and as may be assigned by the Elders or the Chairman, under whose supervision the Secretary shall be.

#### (d) Treasurer

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

### XI.4 Directional Leadership Team

The “Directional Leadership Team” shall have comprehensive oversight over the day-to-day

activities of the Church. The Directional Leadership Team will primarily spend time leading staff, focusing on the Church's mission and vision, and thinking globally with respect to Church-wide issues. It will also provide organizational clarity and manage logistical decisions of the Church. The Directional Leadership Team will work as a team for the protection of the Church, representing the best interests of the entire Church and not simply the interests of a particular part of the Church. The Directional Leadership Team will make wise and efficient decisions as leaders trusted by the Elders and Church Members.

The lead pastor shall propose the size and composition of the Directional Leadership Team, which shall be subject to the approval of the Elder Board.

The Directional Leadership Team will be comprised of paid Church personnel. Members of the Directional Leadership Team shall have the authority, as granted by the Elder board, to hire and terminate non-Church staff, except for Vocational Elders. Members of the Directional Leadership Team shall also have authority, as granted by the Elder board, to transact business, execute contracts, and legally bind the Church in its respective ministry and business affairs.

#### XI.5 Church Staff

All personnel employed by the Church shall act in accordance with the Elder-approved *Personnel Policies and Procedures*, as it may be revised, amended, or restated from time to time. The Church will reserve employment for men and women who believe and confess essential biblical convictions and act in accordance with such. Additionally, the Church reserves the right to terminate the employment of any existing employee who fails to meet this general standard of faith and practice.

#### XI.6 Deacons

##### XI.6.1 Number

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

##### XI.6.2 Qualifications and Definition

Deacons may be men or women and must meet the qualifications as specified in 1 Timothy 3:8-13.

##### XI.6.3 Election Term

Deacons are expected to serve in this capacity for a minimum of three years.

##### XI.6.4 Responsibility

The responsibility of the Deacons is not explicit within the biblical text. The overall responsibility of the diaconate is to assist the Elders in their service and equipping functions.

The role of Deacons at the Church is explained and substantiated in the Church's [deacon guidelines](#), available online. Such resource provides additional explanation but shall not be incorporated into these Bylaws by reference, nor shall it replace the text of this §11.6. In the event of any disagreement of the linked document with these Bylaws, the Bylaws shall prevail.

##### XI.6.5 Vacancies

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

##### XI.6.6 Nomination and Appointment

The Elders shall have the sole authority to nominate any Member for consideration as a Deacon. A Member shall be nominated as a proposed Deacon by a passing vote of the Elders after he or she has been

tested and proven to meet the qualifications stated in §11.6.2 above. The Elders may appoint a committee or group to vet Deacon candidates and report its findings to the Elder body. The Elders may also receive recommendations for Deacon candidates from Church Members.

The nomination and proposed appointment of any Deacon shall be communicated to the Church at least twenty-one (21) days in advance, and Church Members shall have an opportunity to submit questions, comments, and concerns, which will be considered by the Elders on a case-by-case basis. During such 21-day period, should the Elders become aware of an issue that, in their sole determination, would disqualify the Deacon nominee or make his or her appointment unwise, the Elders shall discuss the issue with the Deacon nominee and have the authority to remove the Deacon nominee from consideration by the Members prior to and without a vote by the Members. Confirmation and appointment of a new Deacon shall be effectuated upon a passing vote of the Members.

#### XI.6.7 Removal of Deacons

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

Vacancies in the Deacons of the Church by reason of death, resignation, or otherwise shall be filled by election of the Elders at their discretion in accordance with 11.6.5 above.

## Article XII. Ordination and Licensing

The Church will consider ordaining duly qualified pastoral, ministerial, and executive staff positions as determined by the Elders in accordance with the guidelines of Scripture. All ordained staff members are expected to assist in baptism, communion, prayer, and other ministerial duties. Furthermore, ordained pastors are expected to be available to officiate weddings and funerals.

The Church will also consider ordaining select, non-staff Members of the Church on a case-by-case basis for various aspects of ministry when ordination is a requirement of such ministry, e.g., chaplaincy in the United States military. An ordained Member must meet the same qualifications as a Deacon in §11.6.2. Following a select Member's successful completion of the Deacon vetting process, ordination shall be effectuated upon a passing vote of the Elders. The Church reserves the right to revoke ordination in cases such as moral failure or termination of employment. The decision to rescind or extend ordination shall be at the discretion of the Elders. The Church will consider licensing select individuals on a case-by-case basis for various aspects of ministry and mission. Licenses can be issued for a specific term or indefinite periods at the discretion of the Elders. The Church also reserves the right to revoke a license at the discretion of the Elders.

The Church's ordination and licensing processes are explained and substantiated more fully in its [ordination and licensing guidelines](#), available online. Such resource provides additional explanation but shall not be incorporated into these Bylaws by reference, nor shall it replace the text of Article XII above. In the event of any disagreement of the linked document with these Bylaws, the Bylaws shall prevail.

## **Article XIII. Church Discipline**

Church discipline is a necessary mark of a healthy church. It is the role and responsibility of the Elders of Redemption Story Church to present the Church as pure before the Lord. If sin begins to corrupt the body of Christ, twisting truth into lies, good into evil, or beauty into tragedy, the Elders of Redemption Story Church must lead the body in caring for the issue through church restorative discipline. Church restorative discipline is the process by which a church seeks to correct sin in the life of its body. The hope and purpose of church restorative discipline is to see the member(s) restored to right worship and practice in the life of the church.

It is right and in harmony with the Scriptures for the congregation, upon recommendation of the Elders, to exclude from this fellowship any person who persists in holding false or heretical doctrine; or who obviously and persistently lives inconsistently with his or her profession; or who lives in violation of the law or public morals; or who walks disorderly; or who persists in disturbing the unity and peace of this church (Matthew 10:15ff; 1 Corinthians 5:1ff; 2 Thessalonians 3:6,11,15; Romans 16:17). At the heart of church membership is the congregational affirmation of another believer's conversion experience (Matthew 18:15-20; 1 Corinthians 5:11-13). If the Elders of the Church can no longer make this affirmation, the member must be removed from the body, with the hope that this will awaken them out of their spiritual apathy and/or rebellion.

Where the steps of discipline are exhausted in cases of unrepentant and/or habitual sin, the Elders may vote to remove a person from Church membership with the hope of eventual reconciliation and restoration. Upon passage of such vote, the recommendation of the Elders shall be made to the Members of the Church for a final vote. Upon passage

of such vote by the Members, the disciplined person shall be removed from Church membership.

Removal of Church membership may or may not include a prohibition to attend Church services and events, depending on the circumstances. In addition, it might include public disclosure of removal from membership and the circumstances leading to this decision to the corporate membership of the Church. Those so disciplined will in turn be restored to fellowship where the Elders have determined that appropriate repentance has occurred.

The process of discipline within the Church is explained more fully in the Church's discipline guidelines. Such guidelines provide additional explanation but shall not be incorporated into these Bylaws by reference, nor shall they replace the text of Article XIII above. In the event of any disagreement of the discipline guidelines with these Bylaws, the Bylaws shall prevail.

## **Article XIV. Church Disruptions**

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

## **Article XV. Indemnification**

### **XV.1 Powers of the Church**

#### **XV.1.1 Power to Indemnify and Hold Harmless**

The Church may indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be

made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit, or other proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (hereinafter a “proceeding”) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Church, or, being or having been such a director, officer, employee, or agent, he or she is or was serving at the request of the Church as a director, officer, employee, agent, or trustee, or in any other capacity of another corporation or of a partnership, joint venture, trust, or other enterprise, including provision of services with respect to any employee benefit plans, whether the basis of such proceeding is a negligent action or omission in an official capacity or in any other capacity while serving as a director, officer, employee, agent, trustee or in any other capacity, against all expenses, liability, and loss (including, without limitation, attorneys fees, judgments, fines, Employee Retirement Income Security Act of 1974 (ERISA) or Patient Protection and Affordable Care Act (ACA) excise taxes or penalties and amounts to be paid in settlement) actually but reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a director, officer, employee, or agent of the Church and shall inure to the benefit of his or her heirs and personal representatives.

#### XV.1.2 Power to Pay Expenses in Advance of Final Disposition

The Church may pay expenses incurred in defending any proceeding in advance of its final disposition (hereinafter “advancement of expenses”); provided, however, that any advancement of expenses shall be made to or on behalf of a director, officer, employee, or agent only upon delivery to the Church of an undertaking, by or on behalf of such director, officer, employee, or agent, to repay all amounts so advanced if it shall ultimately be determined by final judicial

decision from which there is no further right to appeal that such director, officer, employee, or agent is not entitled to be indemnified under this article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make repayment.

#### XV.1.3 Expansion of Powers

If the TBOC is amended in the future to expand or increase the power of the Church to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the Church or any other person, the powers described in this article shall be expanded and increased to the fullest extent permitted by the applicable provisions of the TBOC or other applicable law.

#### XV.1.4 Limitation of Powers

Indemnification under this article shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding if the person is found liable to the Church or is found liable on the basis that he or she improperly received personal benefit. Indemnification shall not be made in respect to any proceeding in which the person has been found liable for willful or intentional misconduct in the performance of his or her duty to the Church. No indemnification shall be provided to any person if the Church is prohibited from paying such indemnification by the applicable provisions of the TBOC or other applicable law.

#### XV.2 Indemnification of Directors, Officers, Employees and Agents

##### XV.2.1 Mandatory Indemnification

To the maximum extent permitted by the TBOC (provided, however, that if an amendment to the TBOC in any way limits or restricts the indemnification rights permitted by law as of the date



of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this §15.2.1 which occur subsequent to the effective date of such amendment), the Church shall indemnify and advance expenses to any person who is or was a director (either elected or ex-officio), an officer of the Church, or a member of its Directional Leadership Team, or to such person's heirs, executors, administrators, and legal representatives, for the defense of any threatened, pending, or completed proceeding to which such person was, is, or is threatened to be made a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the proceeding, all fines, judgments, penalties, and amounts paid in settlement thereof, subject to the following conditions: (a) the proceeding was instituted by reason of the fact that such person is or was a director, an officer of the Church, or a member of its Directional Leadership Team; and (b) such person conducted himself or herself in good faith, and he or she reasonably believed (i) in the case of conduct in his official capacity with the Church, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Church; and (iii) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent is not, of itself, determinative that the director, officer of the Church, or member of its Directional Leadership Team did not meet the standard of conduct herein described.

#### XV.2.2 Permissive Indemnification

The Church may, to the maximum extent permitted by the TBOC (provided, however, that if an

amendment to the TBOC in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this §15.2.2 which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a proceeding to any person who is or was an employee or agent of the Church, or to such person's heirs, executors, administrators, and legal representatives, to the same extent as set forth in §15.2.1 above, provided that the proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Church and met the standards of conduct set forth in §15.2.1. The Church may also indemnify and advance expenses in a proceeding to any person who is or was an employee or agent of the Church to the extent doing so is consistent with public policy or as may be provided by these Bylaws, by contract, or by general or specific action of the Elders.

#### XV.2.3 Character of Rights

The rights to indemnification and advancement of expenses conferred by or pursuant to this article shall be deemed contract rights, but only to the extent applied in §15.2.1. For all other categories of persons eligible to potentially receive indemnification under this Article XV, the rights to indemnification and advancement of expenses shall be deemed contract right only to the extent approved by the Elder board in its sole discretion but not otherwise.

#### XV.2.4 Rights Not Exclusive

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

Bylaws, agreement of disinterested directors, or otherwise.

### XV.3 Insurance

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

### XV.4 Survival of Benefits

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

### XV.5 Severability

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

### XV.6 Prohibition Against Private Inurement

If and to the extent any part or whole of this Article XV is determined to be in violation of the United States Federal Income Tax laws with regard to prohibition against “private inurement” (as such term is understood in the context of United States exempt organization taxation rules) by a final non-appealable order of a court of competent jurisdiction

or by any United States Internal Revenue Service action which the Church in its discretion determines not to challenge in a judicial forum, any such offending provision—or if the whole of this Article XV is determined as offending the prohibition against private inurement, then the whole of this article—shall be deemed ineffective so as to prevent any negative United States Federal Income Tax law consequences to the Church or its tax-exempt status.

## **Article XVI. Conflict of Interest Policy**

### XVI.1 Purpose

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

### XVI.2 Definitions

#### XVI.2.1 Interested Person

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

General Rule: Any person who is a “disqualified person” within the meaning of Treas. Reg. §53.4958-3 is an “interested person” for purposes of this policy. Thus, any person who is, or during the preceding five (5) years was, in a position to exercise substantial influence over the affairs of Redemption Story Church is an “interested person.” If an individual or entity is an interested person with respect to Redemption Story Church or entity affiliated with

Redemption Story Church, he or she is an interested person with respect to all affiliated entities.

Particular persons: Any person who is, or who was during the past five (5) years, a director, principal officer, member of the Elder board, or member of a committee with board delegated powers, and who has a direct or indirect financial interest, as defined below, is an “interested person”. In addition, the spouse, ancestors, siblings, and descendants (and spouse of any ancestor, sibling, or descendant) of any such person are interested persons. Finally, any business, trust, or estate, at least thirty-five percent (35%) of which is owned by one or more interested persons, is itself an interested person. Other factors, e.g., being the founder of Redemption Story Church, a substantial contributor to Redemption Story Church, or a key executive who is an officer, will also be taken into account in determining whether an individual or entity is an interested person.

#### XVI.2.2 Financial Interest

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

#### XVI.2.3 Compensation

Compensation includes direct or indirect remuneration as well as gifts or favors that are not

insubstantial. A financial interest is not necessarily a conflict of interest.

### XVI.3 Procedures

#### XVI.3.1 Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given opportunity to disclose all material facts to the Elders.

#### XVI.3.2 Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Elder board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Elders shall decide if a conflict of interest exists.

#### XVI.3.3 Procedures for Addressing the Conflict of Interest

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

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

After exercising due diligence, the Elders shall determine whether the Church can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

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

Each agreement with an interested person shall contain an appropriate provision permitting the agreement to be modified or terminated if the Internal Revenue Service determines that any transaction that is the subject of the agreement is an excess benefit transaction within the meaning of §4958 of the IRC.

For the purposes of this policy, a disinterested person is one who is not an interested person with respect to the transaction, who is not in an employment or other financial relationship with any disqualified person with respect to the transaction, and who does not have any other material financial interest that may be affected by the transaction.

#### XVI.4 Records of Proceedings

The minutes of the Elder board shall contain: (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Elder board's decision as to whether a conflict of interest in fact existed; and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a

record of any votes taken in connection with the proceedings.

#### XVI.5 Compensation

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

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

No voting member of the Elder board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### XVI.6 Annual Statement

Each Elder, Officer, and employee with powers delegated by the Elder board shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy; (b) has read and understands the policy; (c) has agreed to comply with the policy; (d) and understands the Church is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### XVI.7 Periodic Review

To ensure Redemption Story Church operates in a manner consistent with 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 the following subjects: whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining; and whether partnerships, joint ventures, and arrangements with management organizations conform to Redemption Story 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, an impermissible private benefit, or an excess benefit transaction.

#### XVI.8 Use of Outside Experts

When conducting the periodic reviews, Redemption Story Church may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **Article XVII. Whistleblower Policy**

### XVII.1 Purpose

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

### XVII.2 Procedure

#### XVII.2.1 Reporting Responsibility

It is the responsibility of all of the Church's Elders, Officers, employees, and volunteers to comply with all applicable laws and regulations, as well as all policies and procedures of the Church, and to report violations or suspected violations in accordance with this §17.2.

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

#### XVII.2.2 Acting in Good Faith

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

#### XVII.2.3 Reporting Violations

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

required to report suspected violations directly to the entire Elder board.

#### XVII.2.4 Accounting and Auditing Matters

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

#### XVII.2.5 Evidence

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

#### XVII.2.6 Investigation of Complaint

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

#### XVII.2.7 Handling of Reported Violations

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

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

### XVII.3 Safeguards

#### XVII.3.1 Confidentiality

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

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

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

#### XVII.3.2 No Retaliation

No reporting individual who, in good faith, reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or representative of the Church who retaliates against a reporting individual who has reported a violation in good faith is subject to discipline up to, and including, termination of employment or dismissal from Church representation and membership.

#### XVII.3.3 Harassment or Victimization

Harassment or victimization of the reporting individual for providing information in accordance with this policy by anyone affiliated with the Church will not be tolerated. In addition, the provision of such information shall not in any way influence,

positively or negatively, the carrying out of routine disciplinary procedures by management as stated in the Church's *Personnel Policies and Procedures*.

#### XVII.3.4 Malicious Allegations

The Elder board recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations could be damaging to the mission, integrity, and morale of the Church or the reputation of the accused individual. The safeguards stated in this §17.3 do not apply to individuals who make such complaints. Such allegations may result in disciplinary action, including but not limited to termination of employment and/or revocation of Church membership.

### **Article XVIII. Emergency Powers**

An "emergency" exists for the purposes of this section if a quorum of the Elders cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Elder board may (a) modify lines of succession to accommodate the incapacity of any Elder board member, officer, employee, or agent; and (b) relocate the principal office, designate alternative principal offices or regional offices, or authorize employees to do so. During an emergency, notice of a meeting of the Elders only needs to be given to those Elder board members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One or more Elders or Directional Leadership Team members present at a meeting of the Elder board may be deemed Elders (as long as they meet the qualifications outlined in scripture) for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Elder board member, officer, employee or agent of the Church on the ground that the action was not authorized. The Elder board may also adopt emergency bylaws,

subject to amendments or repeal by the full Elder board, which may include provisions necessary for managing the Church during an emergency including (a) procedures for calling a meeting of the Elders; (b) quorum requirements for the meeting; and (c) designation of additional or substitute Elder board members. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

### **Article XIX. Transactions of the Church**

#### XIX.1 Contracts and Legal Instruments

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

#### XIX.2 Deposits

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

#### XIX.3 Gifts

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

#### XIX.4 Ownership and Distribution of Property

The Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

### **Article XX. Books and Records**

#### XX.1 Required Books and Records

The Church shall keep correct and complete books and records of account.

#### XX.2 Fiscal Year

The fiscal year of the Church shall begin on the first day of January and end on the last day in December in each year.

#### XX.3 Independent Financial Audit

The Church will engage an independent certified public accountant to conduct an annual audit, in accordance with the auditing standards generally accepted in the United States of America, of the financial records of the Church. The auditor will express an opinion on the financial statements presented in conformity with accounting principles generally accepted in the United States of America. These financial statements are to include, but not be limited to, a statement of financial condition, a statement of activity, and a statement of cash flows and disclosures.

### **Article XXI. Dissolution and Mergers**

“Dissolution” means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefor; (2) assets held by the Church upon

condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the IRC (or the corresponding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the Church; this distribution shall be done pursuant to a plan adopted by the Elders by passing vote; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church’s Articles of Faith (Article IX) and basic form of government, and qualify as exempt organizations under section 501(c)(3) of the IRC (or the corresponding provision of any future United States Internal Revenue Law).

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

### **Article XXII. Administrative Provisions**

#### XXII.1 Definitions

“Deliver” means (a) mailing; (b) transmission by facsimile equipment, for purposes of delivering a demand, consent, notice, or waiver to the Church or one of its directors or officers; or (c) electronic transmission, in accordance with the Elder’s, Officer’s, or employee’s consent, for purposes of



delivering a demand, consent, notice, or waiver to the Church or one of its Elders, Officers, or employees.

“Electronic transmission” means an electronic communication (a) not directly involving the physical transfer of a record in a tangible medium, and (b) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and directly reproduced in a tangible medium by a sender and recipient.

“Execute,” “executes” or “executed” means (a) signed, with respect to a written record; or (b) electronically transmitted along with sufficient information to determine the sender’s identity, with respect to an electronic transmission.

“Record” means information inscribed on a tangible medium or contained in an electronic transmission.

“Tangible medium” means a writing, copy of a writing, facsimile, or physical reproduction, each on paper or on other tangible material.

## XXII.2 Electronic Notice

### XXII.2.1 Consent to Electronic Notice

In order to consent to notice via electronic transmission, a director or officer must, in a record, designate in the consent the appropriate electronic format and the address or system to which notices may be electronically transmitted, for example, specify an email address to which such electronic transmission may be sent.

### XXII.2.2 Revocation of Consent of Electronic Notice

A director or officer who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Church, in the form of a record (sent to the attention of the secretary). Additionally, the consent of any director

or officer is revoked if the Church is unable to electronically transmit two (2) consecutive notices given by the Church in accordance with the consent, and this inability becomes known to the secretary of the Church or other person responsible for giving the notices. The inadvertent failure by the Church to treat this inability as a revocation does not invalidate any meeting or other action.

### XXII.2.3 Effective Date of Delivery

If notice is mailed, it shall be deemed delivered when deposited in the mail properly addressed to the director or officer at his or her address as it appears on the records of the Church with postage thereon prepaid, if the notice is by electronic transmission, it shall be deemed delivered when it is transmitted electronically in accordance with the consent of the director or officer. All other notice in tangible medium shall be deemed delivered upon receipt.

## XXII.3 Amendments and Alterations

Excepting those alterations included under §10.3, *Voting by Members*, these Bylaws or any provision contained herein may be altered, amended, repealed or restated, and new Bylaws adopted, by a passing vote of the Elder body. Such vote shall take place at any special or regular Elder meeting duly noticed. “Duly noticed” is defined as a twenty-four (24) hour pre-notification via email or other communication means.