

BYLAWS

OF

LAFAYETTE COMMUNITY CHURCH

LAFAYETTE, INDIANA

We, the Directors of Lafayette Community Church, Lafayette, Indiana, having searched the Word of God and sought the guidance of the Holy Spirit, and acting in accordance with the requirements of the Indiana Nonprofit Corporation Act of 1991, do adopt the following Bylaws as the Church's amended articles of governance effective as of November 1, 2011.

1 NAME, ORGANIZATION, AND AFFILIATION

- 1.1 Name. The name of this religious nonprofit organization is Lafayette Community Church, Inc. hereinafter referred to as the Church.
- 1.2 Organization.
Date of Organization. The Church was organized on January 7, 2006.
Basis of Organization. The Church was organized under the Indiana Nonprofit Corporation Act of 1991.
- 1.3 Principal Office. The Principal Office of the Church will be located at the address set forth in the Articles of Incorporation; however, the Church may have other offices as the Board of Elders may determine.
- 1.4 Affiliation. The Church is affiliated with the MidAmerica Baptist Conference doing business as Converge MidAmerica and with The Baptist General Conference doing business as Converge Worldwide.

2 STATEMENT OF PURPOSE

The purpose of the Church is to be a religious entity in accord with the Indiana Nonprofit Corporation Act of 1991 (the "Act") and § 501(c)(3) of the United States Internal Revenue Code of 1986 (the "Code"), or the corresponding provisions of any future Indiana nonprofit corporation law or United States internal revenue law. More specifically, the purposes of the Church are as follows:

- 2.1 To spread the Gospel of Jesus Christ, the worship of God, and the practice of Christian virtues, by any means possible according to the Holy Scriptures.
- 2.2 To train, license, ordain, and employ Christian workers for vocational and lay ministry.
- 2.3 To take, secure, accept, hold or acquire, by gift, purchase, legacy or otherwise, real and personal property, whenever it may be deemed proper, necessary and expedient in the work and purposes for which this body was organized and incorporated; and to hold, lease, encumber, give, exchange or sell and transfer and dispose of the same, in part or in whole, when it deems such action expedient, necessary or beneficial in promoting and advancing the work and purposes for which this corporation is formed.
- 2.4 To do or accomplish such acts as this body shall deem necessary or incidental to accomplish the work and purposes of this corporation and to conform to the laws of this state.

3 STATEMENT OF FAITH

3.1 Prologue

Our Statement of Faith is divided into two sections we call "Core Beliefs" and "Biblical Convictions." Both are equally descriptive of our firmly held understanding of the teaching of the Bible. However, the Core Beliefs are the minimum criteria we expect to be upheld by other churches and Christian organizations with whom we may cooperate.

3.2 Core Beliefs

3.2.1 The Bible

The Bible is the Word of God, fully inspired and without error in the original manuscripts, written under the inspiration of the Holy Spirit, and it has supreme authority in all matters of faith and conduct. (Romans 15:4, 2 Timothy 3:15-17, 2 Peter 1:19-21).

3.2.2 The Trinity

There is one living and true God, eternally existing in three persons who are equal in every divine perfection, and who execute distinct but harmonious offices in the work of creation, providence, and redemption (Deuteronomy 6:4, Luke 3:21-22, Matthew 28:19, John 1:1-14, Acts 5:3-4, 1 Peter 1:2).

3.2.3 God the Father

God the Father is an infinite personal spirit, perfect in holiness, wisdom, power, and love. He concerns Himself mercifully in the affairs of each person, He hears and answers prayer, and He saves from sin and death all who come to Him through Jesus Christ (Deuteronomy 32:4-6, Psalm 139, Matthew 6:6-8, John 3:16-17, John 4:24, Romans 6:23, 1 Corinthians 8:6).

3.2.4 Jesus Christ

Jesus Christ is God's one and only Son, conceived by the Holy Spirit. He died as a substitutionary atoning sacrifice, was resurrected bodily, ascended into heaven, continually intercedes for His people, and will return to earth personally and visibly to establish his Father's Kingdom. (Isaiah 7:14, Matthew 1:20, Matthew 24:30, John 1:14, John 20:24-28, Romans 8:34, 1 Corinthians 15:3-8, 1 Corinthians 15:23-28, Philip-
pians 2:5-11, Hebrews 1:2-3, 1 John 1:7).

3.2.5 The Holy Spirit

The Holy Spirit came forth from the Father and the Son to convict the world of sin, righteousness, and judgment, and to regenerate, sanctify, and empower all who believe in Jesus Christ. He indwells every believer in Christ, and He is an abiding helper, teacher and guide, specifically revealing the truth of God's Word and pointing people to a knowledge of the Son. (John 14:26, John 16:7-15, Romans 8:14-17, 1 Corinthians 12:1-13, Ephesians 1:13-14).

3.2.6 Regeneration

All people are sinners by nature and by choice and are, therefore, under condemnation. Those who repent of their sins and surrender their lives to Jesus are re-generated by the Holy Spirit (John 1:12-13, John 3:3, 16-17, Acts 20:21, Ephesians 2:1-9, Titus 3:5).

The Church
The Universal Church is a living spiritual body of which Christ is the head and all regenerated persons are members. A local church is an organized company of believers in Jesus Christ, baptized on a credible confession of faith, and associated for worship, work edification, and fellowship. God has laid upon the members of the local church the primary task of giving the gospel of Jesus Christ to a lost world (Matthew 16:16-18, Acts 2:38-41, Ephesians 2:19-22, Ephesians 4:12-16, Ephesians 5:25-27, 2 Corinthians 5:17-21, Hebrews 10:24-25).

3.2.7 The Last Things

The Lord Jesus Christ will return personally and visibly to earth to fully establish His Father's kingdom. All who have died will be resurrected bodily and all will face the final judgment. The righteous will enter into eternal joy, and the wicked will be cast into eternal punishment (John 5:28-29, Revelation 20:1-15, 1 Corinthians 15:23-28, 2 Corinthians 5:10, Matthew 25:31-46).

3.3 Biblical Convictions

3.3.1 Christian Conduct

Christians should live for the glory of God and the well-being of others, their conduct should be blameless before the world, they should be faithful stewards of their possessions, and they should seek to realize for themselves and others the full stature of maturity in Christ (Matthew 5:14-16, 2 Corinthians 9:6-8, Ephesians 4:11-16, Ephesians 5:15-21, Philippians 2:14-16, Colossians 3:17-23, 1 Thessalonians 5:17-18).

3.3.2 The Ordinances

The Lord Jesus Christ has committed two ordinances to the local church: baptism and the Lord's Supper. Christian baptism is immersion of a believer in water into the name of the triune God. The Lord's Supper is the symbolic meal instituted by Christ to commemorate His death. These two ordinances should be observed and administered until the return of the Lord Jesus Christ (Matthew 28:18-20, Acts 2:41-42, Romans 6:3-5, 1 Corinthians 11:23-32).

3.3.3 Religious Liberty

Every human being has capacity for direct relation with God and is ultimately responsible to God alone in all matters of faith. Each church is autonomous and must be free from control by any ecclesiastical or political authority (Genesis 3:9, Psalm 51:4, Acts 5:29).

3.3.4 Christian Interdependence

Just as every individual Christian is called to be in fellowship with other believers, every fellowship of believers is called to be united with other fellowships to promote the cause of Jesus Christ. This unity may manifest itself as denominational organizations, church associations, or ministry partnerships. All such associations, though voluntary, are to be joined or left with sober judgment in the spirit of a biblical covenant relationship (1 Samuel 18:3, 1 Corinthians 1:10ff, 11:18-19, 2 Corinthians 8:18-21, Titus 3:10-11, 3 John 1:5-8).

3.3.5 Human Sexuality

God created humans to be sexual beings and subsequently created marriage to provide for and protect that sexuality. Therefore, regardless of sexual orientation, human sexuality is to be expressed only within the context of marriage. (Genesis 1:26-28; Genesis 2:18-25; 1 Corinthians 7:2-3, 10-16)

3.3.5.1 **Marriage.** Marriage is a sacred institution ordained by God for the good of mankind, the propagation of the race, and the expression of His image on earth. It is a spiritual and physical union into which one man and one woman may enter for the glory of God and is to be broken, according to the scriptural ideal, only by death. This understanding of marriage as the lifelong union of a man and a woman is the only notion of marriage recognized in the Bible. As such, it is not open to societal or legal reinterpretation or redefinition. (Genesis 1:26-28, Genesis 2:18-25, Matthew 19:4-6, Matthew 19:8-12, Mark 10:4-9, Romans 7:2)

3.3.5.2 **Sexual Orientation.** We understand "sexual orientation" to refer to a person's predominant form of sexual desire and temptation. However, all desires, sexual or not, are subject to the boundaries of expression set up by God and taught in his Word. Thankfully, temptations, though real and powerful, are not irresistible. God promises the strength to resist temptation and the power to reshape all desires into conformity with his will. Finally, Scripture teaches that all sexual behavior, regardless of a person's orientation, is sinful if not confined to the context of marriage. (Leviticus 18:21-23; 20:13; Romans 1:18-32; 1 Corinthians 6:8-11; 1 Timothy 1: 9-10; Matthew 15:19; Mark 7:21; Acts 15:20, 29; Galatians 5:19-21; 1 Thessalonians 4:3; Hebrews 13:4; Psalm 37:4)

4 LIMITATIONS ON CORPORATE AUTHORITY

- 4.1 Distributions to Exempt Organizations. The Church, being organized exclusively for religious purposes, may make distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Code.
- 4.2 No Distributions to Private Persons. No part of the net earnings of the Church shall inure to the benefit of, or be distributable to its Members, Elders, Staff, or any other private person, 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 2.
- 4.3 Prohibited Activities. Notwithstanding any other provisions of these Bylaws, the Church shall not carry on any activities not permitted to be carried on by: (a) a corporate entity exempt from federal income tax under § 501(c)(3) of the Code; or (b) a corporate entity, contributions to which are deductible under § 170(c)(2) of the Code.

5 MEMBERS

- 5.1 Existence of Members. The Church at all times shall have Members, and the qualifications, responsibilities, and privileges of the Members shall be as set forth in this Article 5.
- 5.2 Nothing in this Article 5 shall be construed as limiting the right of the Church to refer to persons associated with it as "members". No such reference, however, shall constitute any such person a member within the meaning of Indiana Nonprofit Corporation Law. The Board of Elders may confer, by these Bylaws or subsequent amendment, some or all of the rights of a member as set forth in the Indiana Nonprofit Corporation Law upon any person or persons. However, references in these Bylaws to "members" are not references to such associated persons.
- 5.3 The Members of the church shall have power to Amend these By-Laws according to Article 13 and to both initiate and terminate the pastoral relationship between the Church and the Lead Pastor termination according to Article 6. All other powers to manage and govern the affairs of the Church will be vested in the Board of Elders.
- 5.4 When a vote of the Members is required, a quorum shall consist of fifty (50) percent of the Active Members for that year.
- 5.5 Qualifications for Membership
 - 5.5.1 A personal commitment of faith in Jesus Christ for salvation.
 - 5.5.2 Baptism by immersion as a public testimony of salvation.
 - 5.5.3 A continuing commitment to abide by the Membership Covenant affirmed by signature and approved by the Board of Elders.
- 5.6 Termination of Membership. Membership in the Church will be terminated under the following conditions:
 - 5.6.1 Death. Membership shall be terminated immediately upon the death of the Member.
 - 5.6.2 Expiration. Once a year, the church shall have a Membership Commitment Service at which time all membership from the previous year will expire, and a new cycle of membership will begin for those who meet the criteria outlined above.
 - 5.6.3 Revocation. The Board of Elders may revoke membership when in the opinion of the Board of Elders, both of the following pertain:
 - 5.6.3.1 The Member's life and conduct is not in accordance with the Membership Covenant in such a way that the Member hinders the ministry influence of the Church.
 - 5.6.3.2 The procedure outlined in Matthew 18:15-17 and described in Article 12 fails to bring about repentance on the part of the Member or other reconciliation.
- 5.7 Restoration of Membership. The Board of Elders shall have authority to reinstate dismissed members according to the spirit of 2 Corinthians 2:7-8 only if the dismissed member's life is judged to be in accordance with the Membership Covenant.

6 LEAD PASTOR / PRESIDENT

- 6.1 General
 - 6.1.1 Because the Church has two complementary branches—the spiritual body of believers and the legal Corporation—the Lead Pastor shall bridge the gap between the two branches serving both as Pastor of the Church and President of the Corporation.
 - 6.1.2 The Lead Pastor shall lead the Church in vision and direction (Acts 11:30, 14:23, Philippians 1:1, Timothy 5:17).
 - 6.1.3 The Lead Pastor shall administer the Church, equipping and overseeing the ministries of the Church (Exodus 18:17-18, Ephesians 4:11, 12, Titus 1:5-7).
 - 6.1.4 The Lead Pastor shall oversee the shepherding of the Church assisted by other pastors, staff members, and the Board of Elders (John 21:16-17, Acts 20:17, 28, 1 Peter 5:1-4).
- 6.2 Qualifications

- 6.2.1 The Lead Pastor must meet all the qualifications of Member and Elder.
 - 6.2.2 The Lead Pastor must have been ordained as a minister of the gospel in a like-minded church or must be willing to complete the ordination process during a one-year probation.
 - 6.2.3 The Lead Pastor must sign the Lead Pastor Covenant as adopted by the Board of Elders.
- 6.3 Responsibilities
- 6.3.1 To define and communicate the Church's mission and vision.
 - 6.3.2 To oversee the Biblical teaching of the church.
 - 6.3.3 To oversee and coordinate the day-to-day ministry of the congregation and the administration of the Church.
 - 6.3.4 To provide leadership to the Board of Elders.
 - 6.3.5 To oversee the calling, activity, and dismissal of pastoral staff and other employees of the Church.
 - 6.3.6 To serve as Chairman and full voting member of the Board of Elders.
- 6.4 The President's Role in Expenditures
- The President can only spend actual funds that are available, and those moneys are to be spent according to the budget. The President may not borrow money, sign leases, buy or sell real estate, or make any agreements that could force indebtedness upon the church. Should the church borrow money, the Board of Elders shall give the President authority to spend those moneys on the project for which the funds were borrowed. All undesignated moneys available to the Church above budgeted amounts are deemed discretionary and are available to be spent by the President, but only funds currently on hand.
- 6.5 Hiring and Dismissal of the Lead Pastor
- 6.5.1 The pastoral relationship between the Church and the Lead Pastor shall commence upon the effective date of the hiring of the Lead Pastor.
 - 6.5.2 The method by which the Lead Pastor is hired shall be determined by the presiding Board of Elders but shall require at least both of the following events:
 - 6.5.2.1 The Elders must present a candidate to the Members.
 - 6.5.2.2 The Members must affirm the candidate by a simple majority vote.
 - 6.5.3 In the absence of a Lead Pastor, the Board of Elders shall have the power to appoint and dismiss an Acting President to serve as Board Chairman and to govern the corporate affairs of the Church.
 - 6.5.4 The pastoral relationship between the Church and the Lead Pastor shall terminate immediately upon the death of the Lead Pastor or the effective date of a resignation received by the Board of Elders from the Lead Pastor, without any additional vote or action being necessary or required.
 - 6.5.5 If the Elders wish to forcibly terminate the pastoral relationship between the Church and the Lead Pastor for moral failure or doctrinal errors they must first follow the procedures outlined in Article 12.
 - 6.5.6 If the Elders wish to forcibly terminate the pastoral relationship between the Church and the Lead Pastor for reasons not falling under the guidelines of Article 12, that procedure follows:
 - 6.5.6.1 Any Elder may request a "Pastoral Review Meeting," and the Chair of the Board of Elders shall call the meeting at the earliest possible time. The Chair must not unduly delay that meeting.
 - 6.5.6.2 **The Pastoral Review Meeting:** The Lead Pastor will be present for at least fifty (50) percent of the time of the meeting but will not count toward the quorum.

In that meeting, each Elder will be given a set amount of time to express affirmations and/or grievances and to ask questions of the Lead Pastor who will be given equal time to respond. When each Elder-Pastor interaction has taken place, the Lead Pastor will be asked to leave the meeting.

- 6.5.6.3 **The Written Resolution:** The Elders may then, by unanimous affirmative vote, approve a written resolution to terminate the pastoral relationship itemizing the reasons for termination to present to the Members for a vote.
- 6.5.6.4 **Temporary Measures:** If the Elders resolve to terminate the relationship, they must then, by unanimous vote, appoint a temporary President and Chair of the Board and offer the Lead Pastor a mandatory paid sabbatical until a meeting of the Members can take place. The Lead Pastor must relinquish public leadership duties during the time of the sabbatical, but may then prepare a written document responding to the resolution of the Elders.
- 6.5.6.5 **Contacting the Members:** The Temporary Chair must distribute the resolution of the Elders and the response of the Lead Pastor to all the Members within 7 days and call for a special meeting of the Members to take place within 14 days of the Pastoral Review Meeting. The Lead Pastor shall be present for that meeting and equal time shall be given to the Elders as a Board and to the Lead Pastor before the vote. The Temporary Chair shall moderate the meeting. At large comments from the floor of the meeting will not be taken.
- 6.5.6.6 **The Vote:** The Members who support the resolution of the Elders shall vote by raising a hand. Abstentions will be counted as votes for the Lead Pastor. If sixty-six (66) percent of the vote is in favor of the resolution, the pastoral relationship shall terminate immediately. Otherwise, each Elder other than the Lead Pastor shall voluntarily resign from the Board of Elders.
- 6.5.7 **Severance:** If the pastoral relationship is forcibly terminated, the Lead Pastor shall be granted a severance package equal to his full salary with benefits amounting to one month compensation per year served, but shall not be less than three months nor greater than nine months.

7 BOARD OF ELDERS

- 7.1 General
 - 7.1.1 The Church at all times shall have a Board of Elders, and the responsibilities and privileges of the Board of Elders shall be as set forth in this Article 7.
 - 7.1.2 Each Elder shall be a Director of the Church, as such office is defined in the Act.
 - 7.1.3 Elders serve the function described by the synonymous biblical words Pastor/Shepherd, Overseer/Bishop, and Elder.
- 7.2 Qualifications
 - 7.2.1 To be eligible to be an Elder, a man must be a Member of the Church and must meet the standards for pastor/shepherd/overseer/bishop/elder as set forth in the New Testament, specifically the standards set forth in I Timothy 3:1-7, Titus 1:6-9, and I Peter 5:2-3:

Here is a trustworthy saying: If anyone sets his heart on being an overseer, he desires a noble task. Now the overseer must be above reproach, the husband of but one wife, temperate, self-controlled, respectable, hospitable, able to teach, not given to drunkenness, not violent but gentle, not quarrelsome, not a lover of money. He must manage his own family well and see that his children obey him with proper respect. (If anyone does not know how to manage his own family, how can he take care of God's church?) He must not be a recent convert, or he may become conceited and fall under the same judgment as the devil. He must also have a good reputation with outsiders, so that he will not fall into disgrace and into the devil's trap.

1 Timothy 3:1-7

An elder must be blameless, the husband of but one wife, a man whose children believe and are not open to the charge of being wild and disobedient. Since an overseer is entrusted with God's work, he must be blameless---not overbearing, not quick-tempered, not given to drunkenness, not violent, not pursuing dishonest gain. Rather he must be

hospitable, one who loves what is good, who is self-controlled, upright, holy and disciplined. He must hold firmly to the trustworthy message as it has been taught, so that he can encourage others by sound doctrine and refute those who oppose it.

Titus 1:6-9

Be shepherds of God's flock that is under your care, serving as overseers---not because you must, but because you are willing, as God wants you to be; not greedy for money, but eager to serve; not lording it over those entrusted to you, but being examples to the flock.

1 Peter 5:2-3

7.2.2 Additionally, he must sign the Elder Covenant as adopted by the Board of Elders.

7.3 Responsibilities of Elders

The Elders shall serve the Members as caring shepherds, giving personal guidance to church members in such ways and means as are needed from time to time. The Elders shall oversee the ministries and resources of the Church as diligent administrators. The Elders shall devote their time to prayer, the ministry of the Word (by teaching and encouraging sound doctrine), and the guiding of the activities of the Members and the Church. The Board of Elders shall make periodic reports to the Members concerning the status and activities of the Church.

7.4 Privileges of Elders. All powers necessary to direct and manage the affairs of the Church shall belong to the Board of Elders.

7.5 Number of Elders. The Church shall have any number of Elders as the Board of Elders, by affirmative vote, from time-to-time may determine.

7.6 Appointment of Elders

7.6.1 Lead Pastor. The Lead Pastor shall be an Elder during the term of the pastoral relationship between the Church and the Lead Pastor, without any additional vote or action being necessary or required. The Lead Pastor shall serve as Chair of the Board of Elders.

7.6.2 If a man other than the Lead Pastor desires to be an Elder, he is to come before the Board of Elders for evaluation pursuant to procedures that the Board of Elders may adopt. He shall be appointed to the position of Elder only if the Board of Elders, by affirmative vote, make such an appointment.

7.7 Meetings of Elders

7.7.1 Purpose. The Board of Elders shall meet on a regular basis to pray for the Church and its Members, to encourage and support one another, and to oversee the ministries and resources of the church.

7.7.2 Time and Place. The Chair of the Board of Elders may call a meeting at any time and place using any communication technology available provided that reasonable notice has been given at least 7 days in advance. Reasonable notice shall be defined in the Elder Charter.

7.7.3 Quorum at Meetings. The Board of Elders may vote to conduct business if more than fifty (50) percent of the Elders are present at the meeting. The Board may not hold a vote if fifty percent (50) or fewer of the Elders are present at the meeting.

7.7.4 Moderator of Meetings. The Chair of the Elders shall moderate a meeting of the Board of Elders. If the Chair of the Elders is not present at the meeting, then the meeting shall be moderated by an Elder that the Board of Elders, by affirmative vote prior to or at the time of the meeting, select to moderate the meeting.

7.7.5 Voting. The Board of Elders will act by consensus when possible. However, the vote of a majority of the Elders present and voting at a meeting at which a quorum is present will be sufficient to constitute an act of the Board of Elders unless the act of a greater number is required by law or the bylaws. An Elder who is present at a meeting and abstains from a vote is considered to be present and voting for the

purpose of determining the decision of the Board of Elders. No proxy or absentee voting is permitted.

- 7.7.6 Consents in Lieu of Meetings. Any action of the Board of Elders requiring a vote may be taken, without a meeting, if a consent, in writing and setting forth the action taken, is signed by each of the Elders.
- 7.7.7 Deadlock. In the case where the Board of Elders will, by reason of deadlock (whether because an even number of Elders are seated on the Board, or because certain Elders are absent even though a quorum is present, or because of abstention, or for any other reason) be unable to reach a conclusive vote on any issue before the Board, then, in such instance, the Lead Pastor will cast a ballot which will be known as a "majority ballot," so that an official act or decision may be taken by the Board. The majority ballot will be cast in addition to the regular vote cast by the Lead Pastor.
- 7.8 Chair of Elders. The Lead Pastor shall serve as the Chair of Elders. If at any time the office of Chair becomes or is vacant, then, at the next meeting of the Board of Elders following the existence of such vacancy, the Elders, by affirmative vote, shall select a Chair.
- 7.9 Terms of Elders
 - 7.9.1 Lead Pastor. A Lead Pastor shall become an Elder upon the commencement of the pastoral relationship between the Church and the Lead Pastor. A Lead Pastor shall cease to be an Elder upon the effective date of the dissolution of the pastoral relationship between the Church and the Lead Pastor.
 - 7.9.2 Other Elders. A person other than a Lead Pastor shall serve as an Elder for a term to be defined upon his affirmation. When his term is up, he shall cease to be an Elder unless he is reaffirmed as an Elder by the Board of Elders according to the Appointment procedure outlined above.
- 7.10 Removal of Elders
 - 7.10.1 Lead Pastor. A Lead Pastor shall be removed from the office of Elder upon the effective date of the dissolution of the pastoral relationship between the Lead Pastor and the Church. A Lead Pastor may be removed from the office of Elder only upon the dissolution of the pastoral relationship between the Lead Pastor and the Church.
 - 7.10.2 Other Elders. The Board of Elders, by affirmative vote following procedures that they may adopt, may request the resignation of any Elder. If a letter of resignation is not offered, the remaining Elders may remove that person from the office of Elder by unanimous affirmative vote. The Elder facing removal will not participate in that vote.
 - 7.10.3 Any Elder, including the Lead Pastor, under investigation for charges of misconduct (see Article 12) will be immediately removed from the office of Elder, but may be reinstated according to the procedures of this Article, Section 7.6.
- 7.11 Compensation of Elders
 - 7.11.1 No Elder shall be compensated for serving as an Elder.
 - 7.11.2 An Elder may serve the Church in any other capacity and receive reasonable compensation for those services.

8 OFFICERS

- 8.1 The officers of the Corporation will be the Lead Pastor/President, Secretary, and Treasurer along with any other officers that the Lead Pastor/President may appoint from time to time.
- 8.2 President. The appointment responsibilities of the President of the Corporation are listed in Articles 6 and 7. The Board of Elders of the Church may remove the President according to Articles 6 and 12. The powers of the President are listed in Article 6.
- 8.3 Secretary and Treasurer. The Secretary and Treasurer are to be nominated by the Lead Pastor/President and approved by the Board of Elders. Should the Board of Elders fail to approve the nomination of the President, other nominations must be made until a candidate suitable to the Board of Elders is nominated. The same person may hold the offices of both Secretary and Treasurer at the same time. The President may remove the Secretary or Treasurer at any time. The powers of the Secretary and Treasurer are as follows.

- 8.3.1 The Treasurer of the Church shall: (a) have charge and custody of and be responsible for all funds and securities of the Church; (b) receive and give receipts for moneys due and payable to the Church from any source; (c) deposit all moneys in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Elders; (d) write checks and disburse funds to discharge obligations of the Church; (e) maintain the financial books and records of the Church; (f) prepare financial reports at least annually; (g) perform other duties as assigned by the Lead Pastor or by the Board of Elders; (h) if required by the Board of Elders, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Elders; (i) perform all of the duties incident to the office of treasurer.
- 8.3.2 The Secretary of the Church shall: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of the meetings of the members and of the Board of Elders and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and of the seal of the Church; (d) affix the seal of the Church to all documents as authorized; (e) keep a register of the mailing address of each member, officer, and employee of the Church; (f) perform duties as assigned by the Lead Pastor or by the Board of Elders; (g) perform all duties incident to the office of Secretary.
- 8.4 Vacancies and New Offices: New offices may be created and filled by the President in accordance with the provisions set forth above. Each officer will hold office until removed by the Board of Elders or until a successor has been duly appointed. Any officer elected or appointed by the Board of Elders may be removed by the Board.

9 BOOKS AND RECORDS

- 9.1 The Church shall keep correct and complete books and records of accounts, and shall conduct an annual audit or review of such books and records. The Church also shall keep minutes of the proceedings of its Elders, and shall keep, at the Church's principal office or in an electronic database, a record giving the names and addresses of the Members of the Church.
- 9.2 Upon a written request made by a Member to inspect the books and records of the Church for a proper purpose, the Member shall have the right to inspect all of the books and records of the Church at any reasonable time.
- 9.3 The Fiscal Year of the Church shall be January 1 – December 31 inclusive.

10 INDEMNIFICATION

10.1 Members and Elders

The Church shall indemnify any person who was or is a party, or is threatened to be made a party to or witness in, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a Member or Elder against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding to the fullest extent and in the manner set forth in and permitted by the Act and any other applicable law, as from time-to-time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such Member or Elder may be entitled apart from the foregoing provision. The foregoing provision of this Article shall be deemed to be a contract between the Church and each Member and/or Elder who serves in such capacity at any time while this Article and the relevant provisions of the Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or theretofore existing, or any action, suit, or proceeding theretofore, or thereafter, brought or threatened based in whole or in part on any such state of facts.

10.2 Employees and Agents

The Church may indemnify any person who was or is a party, or is threatened to be made a party to or witness in, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was an employee or agent of the Church, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably in-

curred by that person in connection with such action, suit, or proceeding to the extent and in the manner set forth in and permitted by the Act and any other applicable law, as from time-to-time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which any such person may be entitled apart from the foregoing provisions.

11 DISSOLUTION

- 11.1 The Board of Elders of the Church, by unanimous affirmative vote, may dissolve the Church.
- 11.2 Disposition of Property upon Dissolution
 - 11.2.1 Disposition to Converge MidAmerica. If the Church dissolves or ceases to function as a Church, then, after the satisfaction of all obligations, debts, and liabilities of the Church, all of the assets of the Church, including its personal and real property, appurtenances, and effects, shall inure to the benefit of, and become the property of, Converge MidAmerica, if Converge MidAmerica, at that time, exists and is willing and able to accept the assets of the Church under the conditions of § 501(c)(3) of the Code.
 - 11.2.2 Disposition to Converge Worldwide. If the Church dissolves or ceases to function as a Church, and if Converge MidAmerica has dissolved or is unwilling or unable to accept the assets of the Church under the conditions of § 501(c)(3) of the Code, then, after the satisfaction of all obligations, debts, and liabilities of the Church, all of the assets of the Church, including its personal and real property, appurtenances, and effects, shall inure to the benefit of, and become the property of, Converge Worldwide or an agency it selects to accept the assets of the Church under the conditions of § 501(c)(3) of the Code.
 - 11.2.3 No asset of the Church shall be disbursed to any Elder, Member, or other individual associated with the church.

12 ACCOUNTABILITY & DISPUTE RESOLUTION

- 12.1 Biblical Conflict Resolution. It is the conviction of the Church that matters of conflict should be handled according to the Biblical instructions to pursue reconciliation (Matthew 18:15-20), offer forgiveness (Matthew 18:21-22), firmly oppose immorality and heresy (1 Corinthians 5:1-5, 1 Timothy 1:18-20), and avoid appeal to secular courts (1 Corinthians 6:1-8). Additionally, it is the conviction of the church that the sheep should never be called upon to pass judgment on their shepherds though proper accountability must be maintained. Therefore, we establish the following procedures for accountability and dispute resolution as binding upon all Members, Volunteers, Employees, Elders, and Pastors.
- 12.2 Accountability
 - 12.2.1 In any case of verified misconduct pursuant to the following specific items, the Board of Elders shall have the power to determine necessary and proper discipline—to clarify offenses and call the guilty to repentance and reconciliation.
 - 12.2.2 Should any charge of immorality, doctrinal heresy, or other egregious misconduct be brought against a Member of the Church to the Board of Elders, they shall investigate the charge privately to determine a response.
 - 12.2.3 Should any charge of immorality, doctrinal heresy, or other egregious misconduct be brought to the Board of Elders against an Elder of the church and is substantiated by at least two witnesses, the remaining Elders shall investigate the charge as with any Member, but the Elder under investigation shall not serve as an Elder of the Church during the investigation (1 Timothy 5:19-20). If the investigation validates the charges, the Elder under investigation shall be immediately removed from his role as Elder according to article 7 above.
 - 12.2.4 Should any charge of immorality, doctrinal heresy, or other egregious misconduct be brought to the Board of Elders against the Lead Pastor of the church and is substantiated by at least two witnesses, the Board of Elders shall immediately contact the President of Converge MidAmerica for help in carrying out the investigation, drawing conclusions, and creating an action plan for restoration if necessary and/or advisable. The Board of Elders shall also immediately give the Lead Pastor a paid sabbatical and remove him from active leadership in the church for a dur-

ation to be determined in consultation with The Executive Board of Converge MidAmerica.

12.2.5 In all cases, while the investigation is taking place, the person under investigation will be relieved from any leadership duties he or she may have until the matter has been resolved.

12.2.6 All accusations of criminal misconduct shall also be reported to appropriate authorities by the Board of Elders according to the reporting requirements of the State.

12.3 Alternative to Litigation

12.3.1 In keeping with 1 Corinthians 6:1-8, all disputes which may arise between any Member of the Church and any Pastor, Elder, officer, director, employee, volunteer, agent, or other Member of this Church, shall be brought before the Board of Elders for preliminary mediation. The Board of Elders shall prayerfully determine guilt if any, recommend a course of action, and, if necessary, revoke the Membership of any unrepentant party to the conflict according to Article 5. Such disputes may include but are not limited to potential civil lawsuits, potential divorce, disagreement with church leadership, and personality conflicts.

12.3.2 Disputes unresolved by the preliminary mediation of the Board of Elders and disputes between any member of the Church and the Church itself shall be resolved by mediation in accordance with the then existing Rules of Procedure for Christian Conciliation (the Rules) established by the Institute for Christian Conciliation. If the process of mediation should fail to resolve the dispute, then the matter shall be resolved through binding arbitration according to the aforementioned Rules for Christian Conciliation.

12.3.3 The decision of the arbitrators shall be binding on both parties, and both parties submit themselves to the personal jurisdiction of the courts of Indiana both state and federal, for the entry of a judgment confirming the arbitrators' award. Each party shall bear their own costs, including attorneys' fees, related to any mediation or arbitration proceeding.

12.3.4 If a dispute may result in an award of monetary damages, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits.

12.3.5 The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Church, and shall in no way affect the authority of the Church to investigate reports of misconduct, conduct hearings, or administer discipline of members.

12.4 Organic Division

12.4.1 In the event of a division of the Church unresolved by any of the provisions in these Bylaws, it shall be deemed an "organic division" and the Executive Board of Converge MidAmerica shall mediate the dispute.

12.4.2 In the event of an organic division that is not resolved through mediation provided by the Executive Board of Converge MidAmerica, then the Executive Board of Converge MidAmerica, through procedures that it may adopt, shall make a determination as to the following: (a) whether an organic division exists; and (b) if such organic division exists, which Members are abiding by these Bylaws. The decision of the Executive Board of Converge MidAmerica with respect to such matters shall be final and non-appealable. The assets of the Church then shall belong to those Members who are found by the Executive Board of Converge MidAmerica to be abiding by these Bylaws.

13 AMENDMENT AND CONSTRUCTION

13.1 Amendments

The Members of the Church may, by affirmative vote, amend these Bylaws as follows:

13.1.1 The Board of Elders, by affirmative vote, shall approve a proposed amendment.

- 13.1.2 The Board of Elders shall call a Special Meeting of the Members to propose the amendment and gather feedback.
- 13.1.3 The Board of Elders shall call a second Special Meeting no earlier than thirty (30) calendar days after the previous meeting to call for a vote of the Members.
- 13.1.4 Approval shall require a sixty-six (66) percent affirmative vote.

13.2 Construction

These Bylaws will be construed in accordance with the laws of the state of Indiana. All references in the Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision and the Bylaws will be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and will not be considered in constructing the terms of the Bylaws. Wherever the context requires, all words in the plural will include the singular.

CERTIFICATE OF PRESIDENT

I certify that I am the President of Lafayette Community Church and that the foregoing Bylaws constitute the Bylaws of the Church. These Bylaws were duly adopted by the consent of the Directors of the Church dated _____.

President

