

2015

Bylaws of Harvest Bible Chapel

ELDER BOARD ADOPTED: NOVEMBER 17, 2015
PREPARED BY: ELDER BOARD EXECUTIVE COMMITTEE

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**AMENDED AND RESTATED BYLAWS
OF
HARVEST BIBLE CHAPEL**

These Bylaws establish biblical plurality in leadership and appropriate accountability between staff and lay leaders in governing the affairs of Harvest Bible Chapel, an Illinois nonprofit religious corporation, and its subsidiary organizations (the “Church”). The Church is organized under the Illinois General Not For Profit Corporation Act of 1986, as amended (the “Act”). These Bylaws continue the same ecclesiastical and legal entity created in September 1988 and its form of Elder Board governance, and amend and restate, in its entirety, the Constitution of the Church, as amended and adopted on January 8, 2008.

DEFINITIONS:

“Act” – the State of Illinois’ General Not For Profit Corporation Act of 1986, as it may be amended from time to time.

“Articles” – the Articles of Incorporation originally filed by Church with the State of Illinois.

“Auditors” – Any independent firm chosen by the finance committee to provide third party verification of integrity and conformity to ‘best practices’ in all financial matters related to Harvest Bible Chapel.

“Bible” – the Bible referred to in these Bylaws is the collection of sacred writings of the Christian Faith, comprising the sixty-six books comprising the Old and New Testaments. References to “Scripture,” “Scriptural,” “the Scriptures,” “biblical,” the “Word of God,” and other similar references in this document refer to the same Bible.

“Church” – Harvest Bible Chapel and any subsidiary organizations falling under Harvest Bible Chapel’s 501(c)(3) exemption with the Internal Revenue Service including but not limited to Walk in the Word, Harvest Bible Fellowship, Harvest Christian Academy, Vertical Church Music, and Vertical Church Films.

“Code” – the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws or regulations.

“Consensus” – the process for purposes of governance in all matters of the Church whereby adequate discussion, deliberation and evaluation lead to general agreement, and harmony as to the specific direction or decision.

“Elder” – a male member of the Church recognized by the Elder Board as possessing those qualities of Eldership as defined by Scripture. Only those Elders currently sitting on the Elder Board (“Elder

Board Member”) may perform the governing functions of the Elder Board as defined in this document. Men called Elders but not actively serving on the Elder Board may assist in a ministerial capacity as needed and under the consensus of those currently sitting on the Elder Board.

“Independent Person” – an individual who (a) is not Staff; (b) does not derive their income by sourcing business from the Church or Members of the Church; (c) does not report to, and is not subordinate to, other Elder Board Members; and (d) is not the Auditors, related by blood or marriage to any Auditors, or employed by the Auditors.

“Policies” – various policies created to establish the boundaries of Staff authority under the Elder Board and the expectations for their actions and accountability, as well as other Church policies, as they may be amended from time to time.

“Staff Elder” – an individual who serves on the Elder Board and is also an employee of the Church (e.g., Senior Pastor).

ARTICLE 1: LEGAL NAME AND PRINCIPAL OFFICE; FACILITIES

1.01 Name; Principal Office. The name of the Church is Harvest Bible Chapel. The principal office of the Church in the State of Illinois shall be located at 800 Rohlwing Road, Rolling Meadows, Cook County, Illinois. The Elder Board may designate a different principal office at any time, including an office at other facilities or campuses maintained by the Church from time to time.

1.02 Facilities. The Church has established, and the Elder Board shall have power and authority to establish, other offices, campuses, sites and locations at any place or places where the Church is qualified under applicable law to conduct its business.

ARTICLE 2: STATEMENT OF FAITH AND BELIEFS

2.01 What We Believe.

PILLARS

At the outset of Harvest Bible Chapel, four pillars were established as the biblical priorities for this ministry.

Proclaiming the authority of God’s Word without apology (2 Timothy 4:2).

Lifting high the name of Jesus through worship (John 4:24).

Believing firmly in the power of prayer (Ephesians 6:18).

Sharing the good news of Jesus with boldness (Ephesians 6:19-20).

DOCTRINAL STATEMENT

THE SCRIPTURES

We believe the sixty-six books of the Old and New Testaments to be the full record of God's self-disclosure to mankind. Different men, while writing according to their own styles and personalities, were supernaturally moved along by the Holy Spirit to record God's very words, inerrant in the original writings. Therefore, those applying themselves to study its literal, historical-grammatical context can accurately understand God's Word. Scripture is fully trustworthy as our final and sufficient authority for all of life (2 Timothy 3:16-17; 2 Peter 1:20-21).

THE TRIUNE GOD

We believe in the one living and true God, eternally (John 17:3) existing in perfect unity as three equally and fully divine Persons: the Father, the Son, and the Holy Spirit (Matthew 28:19-20). Each member of the Godhead, while executing distinct but complementary roles in redemptive history, has precisely the same nature, attributes, and being, and is equally worthy of the same glory and honor and obedience (John 1:1-4; Acts 5:3-4).

GOD THE FATHER

We believe God the Father created all things in six literal days for His glory according to His own will (Revelation 4:11), through His Son, Jesus Christ. He upholds all things by the Word of His power and grace, exercising sovereign headship over all creation, providence, and redemption (Colossians 1:17; Hebrews 1:3).

GOD THE SON

We believe that Jesus Christ, the eternal Son, moved by love in accordance with the will of the Father, took on human flesh (John 1:1, 14, 18). Conceived through the miraculous work of the Holy Spirit, He was born of the virgin Mary. He, being fully God and fully man (John 14:8-9), lived a sinless life and sacrificially shed His blood and died on the cross in our place accomplishing redemption for all who place their faith in Him. He arose visibly and bodily from the dead three days later and ascended into heaven, where, at the Father's right hand, He is now Head of His Body the Church, the only Savior and Mediator between God and man, and will return to earth in power and glory to consummate His redemptive mission (1 Timothy 3:16).

GOD THE SPIRIT

We believe that the Holy Spirit, in all that He does, glorifies the Lord Jesus Christ during this age. He convicts the world of sin, righteousness, and judgment. He draws the unredeemed to repentance and faith, and at salvation imparts new spiritual life to the believer, bringing that person into union with Christ and the Body of Christ. The Holy Spirit sanctifies, seals, fills, guides, instructs, comforts, equips, empowers, permanently indwells at salvation, and bestows spiritual gifts to the believer for Christ-like living and service (John 16:8; 13:15; Titus 3:5; Ephesians 1:22; 4:11-12; Romans 8:9-17; 12:4-8; 1 Corinthians 3:16; 12:4-5, 11-13, 19; Galatians 5:25; Hebrews 2:1-4; 2 Corinthians 12:12).

MANKIND

We believe that God created mankind—male and female—in His own image and likeness, free of sin, to glorify Himself and enjoy His fellowship. Tempted by Satan, but in the sovereign

plan of God, man freely chose to disobey God, bringing sin, death and condemnation to all mankind. All human beings, therefore, are totally depraved by nature and by choice. Alienated from God without defense or excuse, and subject to God's righteous wrath, all of mankind is in desperate need of the Savior (Genesis 3:1-6; Romans 3:10-19; Romans 1:18, 32).

SALVATION

We believe that the Lord Jesus Christ died for our sins according to the Scriptures, as the substitutionary atonement in our place, and that salvation is found in none other than Jesus Christ. Before Creation, God chose those who would be saved and granted this unearned grace solely based on His sovereign good pleasure. Jesus Christ's death on the cross was the sole and complete payment for sins, fully satisfying God's righteous wrath, for each person that turns from sin in repentance and places their faith in Christ alone by grace alone. At salvation each person is made a new creation by the Holy Spirit, declared righteous before God, and secured as an adopted child of God forever. Genuine faith continues in obedience and love for Jesus Christ with a life eager to glorify God and persevere to the end (Romans 8:37-39; 2 Corinthians 5:21; 1 Corinthians 12:13).

THE CHURCH

We believe that upon placing one's faith in the Lord Jesus Christ as Savior, the believer is made part of the Body of Christ, the one universal Church, of which Jesus Christ is the Head. The Scriptures command believers to gather locally in order to devote themselves to worship, prayer, teaching of the Word, fellowship, the ordinances of baptism and communion, service to the local body through the development and use of talents and spiritual gifts, and outreach to the world to make disciples (Ephesians 1:22-23; Acts 2:42-46; 1 Corinthians 14:26; Matthew 28:18-20). Wherever God's people meet regularly in obedience to this command, there is the local expression of the Church under the watchful care of a plurality of elders. A church's members are to work together in love and unity, intent on the ultimate purpose of glorifying Christ (Ephesians 4:16).

BAPTISM AND COMMUNION

We believe that Christian baptism is a public declaration of the believer's salvation in Christ, identifying with Christ in His death, burial, and resurrection symbolized by immersion in water. The Lord's Supper is the united commemoration by believers of Christ's death until He comes and should be preceded by a careful self-examination (Acts 2:41; Romans 6:3-6; 1 Corinthians 11:20-29).

MISSIONS

We believe it is the aim, duty, and privilege of every believer and local church fellowship to glorify God by responding as active participants in the Great Commission call of Jesus Christ to go and make disciples of all nations. We believe the primary focus and priority of this call is centered on efforts that establish, strengthen, and reproduce biblically-based churches, which will then plant churches that plant churches for future generations and God's glory.

THINGS TO COME

We believe in and expectantly await the glorious, visible, personal, premillennial return of the Lord Jesus Christ. The blessed hope of His return has vital bearing on the personal life, service, and mission of the believer (1 Thessalonians 4:13-18). We believe in the bodily resurrection of both the saved and the lost. The lost will be raised to judgment and experience eternal wrath in hell. The saved will be raised to eternal joy in the new heaven and new earth in

the manifested presence of God (Acts 1:3, 9; Hebrews 7:25-26).

CHRISTIAN LIVING

CONCERNING CONDUCT

The Bible teaches that all believers are saints, set apart unto God and are thus responsible to live in such a manner as not to bring reproach upon the Savior and Lord (Romans 2:1-2; 1 Peter 1:14-19; 2 Timothy 2:19; Titus 2) lest the Word of God be blasphemed (1 Timothy 6:1; Titus 2:5). As Christians we should obey the Word of our Lord, seek the things which are above, walk as He walked, and accept as our responsibility the duty and privilege of bearing the Gospel to a lost world (1 John 2:3; Colossians 3: 1; Matthew 28:19-20). A victorious and fruitful Christian life is possible only for those who have presented themselves wholly to Christ and walk by the power of the Holy Spirit. The Spirit-filled life is the normal Christian life to be expected of all believers. (Romans 12:1,2; Galatians 5:16; Ephesians 5:18; Romans 6, 7).

CONCERNING SEPARATION

Because of God's holy nature and a believer's high calling, Scripture teaches and commands personal and ecclesiastical separation from religious apostasy (2 John 7-11; Romans 16:17; Titus 3:10), from all sinful actions that reflect willful or continued disobedience to the Word of God (2 Thessalonians 2:15; 3:6,14-15; 1 Corinthians 5). This does not include separation from unbelievers who need the Gospel of Jesus Christ, nor does it include brothers and sisters in Christ who are walking in doctrinal or behavioral error but not under church discipline.

CONCERNING MARRIAGE AND SEXUALITY

Scripture clearly teaches that God is the sole authority in matters of marriage and sexuality for all people, and that marriage involves the sacred joining together of one man and one woman in faithful, permanent union (Genesis 2:18-24; Matthew 19:1-9; Mark 10:1-10; 1 Corinthians 6:9-20; Hebrews 13:4). God states in the Bible that he hates divorce (Malachi 2:16) and Scripture states that He intends the marriage union to last until one of the spouses dies (Genesis 2:24; 1 Corinthians 7:10-13). Sex is a gift from God to be enjoyed solely within this God-ordained marriage relationship, and God has clearly and expressly commanded abstinence from any form of sexual or intimate activity outside of this context, prohibiting as "sexual immorality" activities related to, for example: lustful thought, adultery, fornication, pornography, homosexuality, bisexuality, or polygamy (Leviticus 18; Matthew 5:27; Matthew 15:9; Romans 1:18-32; Romans 13:13; 1 Corinthians 5; 1 Corinthians 6:9-20; Galatians 5; Colossians 3:5; 1 Thessalonians 4:3-7; Hebrews 13:4; Jude 1:7).

Disobedience in these matters is sin, although it is no more or less offensive to God than any other sin (Romans 6:23a; 1 Corinthians 6:9-10; Galatians 5:19-21; Ephesians 5:3-5; Colossians 3:5-19), and Scripture is clear that God provides redemption, healing, freedom from the power of sin, and restoration to all who would turn from sin and embrace Jesus Christ by faith (Acts 16:31; Romans 1:16; Romans 6:23b; 1 Corinthians 6:11, Ephesians 2:1-10, Titus 3:3-7). Harvest Bible Chapel will love, disciple, exhort and patiently assist men and women repenting of sin and fighting sexual temptations of all kinds (1 Corinthians 10:13, Hebrews 2:17-18; Hebrews 4:14-16), and its firm conviction on Scripture's clear teaching on marriage and sexuality will not serve as grounds for bigotry, harassment, or fearful or hateful speech or action, which are forbidden by God and ineffective at producing change (Leviticus 19:17-18; 1 Corinthians 1:18-31; 1 Corinthians 2:1-5;

Galatians 3:1-3; Ephesians 4:31-32; Colossians 4:5-6; 2 Timothy 2:24-26; James 1:19-21, 26; 1 Peter 2:1).

FINAL AUTHORITY

This Doctrinal Statement does not present the extent of our beliefs exhaustively. The Bible itself, as the Church's final and sufficient authority for all of life, is the sole and final source of all that the Church believes, and will be interpreted and applied to matters not expressly covered herein by the Church's Elder Board as provided in Section 7.01(a).

2.02 Stewardship of Facilities, Assets and Resources.

(a) *Scriptural Duties Regarding Stewardship.* Scripture is clear that God gives resources to His church to advance His kingdom until His return, and believers will be accountable to God for their use of His resources (1 Chronicles 29:12,14; Matthew 25:14-30; Luke 16:10-11; Luke 19:11-27; Romans 14:12; 1 Corinthians 3:10-15; 1 Corinthians 4:1-2; Hebrews 4:13; 1 Peter 4:10-11). Harvest Bible Chapel is determined to use its God-given resources for His glory.

(b) *Commitment.* As a result, the property and other assets of the Church, including any facilities, buildings, campuses, real assets, personal assets, intangible property, intellectual property, or any other property or asset of any kind that is subject to the direction or control of the Church (together, the "Property"), is irrevocably dedicated to the fulfillment of the Great Commission and the Church's religious, charitable, and educational purposes set forth in Article 4 (together, the "Purposes"), for as long as they are owned by the Church. These Bylaws prohibit any policy, act or omission that would permit any of the Property to be used in a manner that is—or, in the sole determination of the Elder Board of the Church (the "Elder Board"), could be perceived to be—inconsistent with the Church's Purposes. Any person may enter Church Property to attend scheduled worship services or receive religious instruction or counseling without pre-qualification or categorical restriction of any kind; however, the Church's senior employees and staff (together, the "Staff"), under the governance of the Elder Board, (a) shall not permit any Property to be reserved or used (including for conferences, weddings, funerals or other events) by any person that will or may use such Property in a manner (or to convey, intentionally or by implication, a message) inconsistent with the Purposes and (b) are authorized to prohibit or restrict any individual's access to Church facilities in accordance with Section 14.06.

2.03 Matters of Employment.

The character and personal conduct of those who serve the Lord are of great importance to Him. (Micah 6:6-8; Luke 6:46-49; Matthew 7:21-23; James 1:22-27). As described in the Church's Policies, the Church is a religious organization that is permitted to use Scriptural criteria as an "occupational qualification" in matters relating to employment, including making decisions relating to hiring, terminations and promotions based on adherence to the Doctrinal Statement and other standards of biblical faith and practice. In such matters, the Church is permitted to operate under Section 702 of Title VII of the Civil Rights Act of 1964 and other laws, including Article 2-101(B)(2) of the Illinois Human Rights Act and Section 15 of the Illinois Religious Freedom and Marriage Fairness Act of 2013, or such other laws as may be applicable from time to time.

ARTICLE 3: PURPOSES

The Church is formed for any lawful purpose or purposes not expressly prohibited under the Act. 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 Code. 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 not be prohibited by applicable law for participation by a tax-exempt organization. More particularly, but without limitation, the purposes (the "Purposes") of this Church are:

- (a) The study, practice and advancement of religion, specifically, to glorify God through the fulfillment of the Great Commission (Matthew 28:19-20) in the spirit of the Great Commandment (Matthew 22:37-39). The commission is fulfilled as disciples of Jesus Christ are made. God is glorified as we manifest His presence in doing so (2 Timothy 2:2; 1 Corinthians 10:31).
- (b) To express our beliefs 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 philanthropic institution, without limitation.
- (c) To equip, employ and discharge ministers of the Gospel, and others, to affect individual discipleship by conducting varied ministry gatherings at the Church, and elsewhere.
- (d) To collect and disburse any and all necessary funds for the maintenance of the Church and the accomplishment of its purpose.
- (e) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
- (f) This Church is also organized 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 or accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Code, as it now refers to a church or as it may hereafter be amended.

ARTICLE 4: ORGANIZATIONAL RESTRICTIONS

Except as otherwise provided in these Bylaws and in order to carry out the Purposes, the Church shall have all those powers set forth in the Act. 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 are limited and restricted in the following manner:

(a) 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 Members, 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 Articles or these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Articles 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 Code, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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

ARTICLE 5: AUTONOMY AND GOVERNANCE

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other Christian churches or other ministries of like faith in the fulfillment of its purposes, including world missions and otherwise, the Elder Board may permit the Church to voluntarily affiliate with any organizations.

ARTICLE 6: MEMBERSHIP

6.01 Membership. The Church shall have one class of membership. Membership in this Church shall consist of all persons who have met the qualifications of membership and are listed in the Church's records as Members. The Elder Board has conferred upon the Staff the responsibility to administer, approve or not approve as defined in Section 6.02, all Candidates who have applied for membership in the Church. The new members shall have all the rights, privileges and responsibilities of a member of the Church (a "Member"). The Elder Board may adopt and amend application procedures for membership in the Church.

Members of the church do not participate in governance by voting. Members are encouraged to participate in Elder-called congregational meetings for purposes of transparent communication. Such meetings may include, as needed, a gathering of congregational input on major decisions facing the Church to assist the Elder Board in action or decision. Any member of the Church may request a private meeting with two or more Elder Board Members to understand better the ministry and governance of this Church.

6.02 Qualifications for Membership. The minimum qualifications for membership are as follows:

- (a) A personal commitment of faith in Jesus Christ for salvation;
- (b) Believer's Baptism by immersion as a public profession of personal faith in Christ for salvation;
- (c) Completion of a membership class or set of classes as defined by the Church; and
- (d) A commitment to abide by the Church's Membership Commitment.

The Members of the Church believe that the effectiveness of their joining together will be determined by the level of the commitment they make to Christ, to His Word and to one another. In a society where so few make commitments and fewer still keep them, Harvest Bible Chapel is seeking "a group of people who are enduringly determined to know the joy Christ intended for His body, the church." To this end Members of Harvest Bible Chapel must be willing to live in submission to the Doctrinal Statement and the governance of the Church set forth in these Bylaws, and membership in the Church carries with it the implicit understanding that Members will conduct themselves accordingly. Further, Members must be willing to abide by the entire Membership Commitment:

- I have by faith, become a follower of Jesus Christ and I have been baptized as a visible way of demonstrating that commitment;
- I will, with God's help, seek to maintain my consistent disciplines of prayer, Bible study, and personal evangelism;
- I will neither criticize nor listen to criticism concerning any Member(s) of this body and will, when personally offended, speak directly and lovingly with those involved; and
- I will financially support the ministries of the Church by faithfully giving back to the Lord a biblical portion of my increase.

6.03 Termination and Dismissal of Membership. A Member shall be removed from Membership in the Church for the following reasons: (a) by personal request of the Member; (b) the transfer of membership to another church; (c) death; or (d) termination of membership by the Elder Board as it deems necessary.

The Elder Board may terminate a person's Church membership when, in the opinion of the Elder Board, the Member's life and conduct is not in accordance with the Membership Commitment or the Member's life/conduct negatively influences the Church or its testimony in the community. A Consensus of the Elder Board or the team of Elders to whom this purpose is delegated by the Elder Board shall be required in order to terminate an individual's Church membership. No period of prior notice shall be required for such termination.

6.04 Restoration of Membership. Members whose membership has been terminated

may be restored by the Elder Board according to the spirit of 2 Corinthians 2:7-8 and Galatians 6:1, when their actions are judged to be in accordance with the Membership Commitment as an evidence of their repentance. A Consensus of the Elder Board or the team of Elders to whom this purpose is delegated by the Elder Board may restore membership to a Member. Reinstated members may be required to repeat the membership application process.

ARTICLE 7: GOVERNANCE: ELDERS AND LEADERSHIP

7.01 Elder Board

(a) *Authority.* The Scriptures are clear that the spiritual oversight of a congregation rests with its elders. The Elder Board of the Church will consist of recognized men in the congregation whom the members of the Elder Board believe meet the qualifications of (1 Peter 5:1-5; 1 Timothy 3; Titus 1). Men may be recognized as Elders within the Church but participation in Church governance shall normally be restricted to Elders currently serving a term on the Elder Board. The Elder Board is made up of the Officers of the Elder Board (referred to as the “Executive Committee”), the Senior Pastor and other ‘Staff Elders,’ and men currently serving a term on the Elder Board. The Elder Board shall have responsibility in three main areas:

- (i) ensuring that the doctrine of the Church remains purely biblical;
- (ii) ensuring that the spiritual direction of the Church remains consistent with the Church’s Statement of Faith and Beliefs as set forth in Article 2, the Church’s Purposes as set forth in Article 3, and Policies which detail expectations for day-to-day ministry led by the church’s Executive Staff and ‘Staff Elders.’
- (iii) administering in grace, love and humility the biblical process of Church discipline, as outlined in Matthew 18:15-20 and Galatians 6:1-4, and as further described in the Church’s Spiritual Discipline Policy.

In exercising their authority under the Scriptures, the Elder Board:

- (1) shall govern the spiritual welfare of the Church and its Members, primarily through their own pastoral care for congregants and regular reporting by Senior Staff, to ensure their conformity to established policies put forth by the Elder Board.
- (2) shall have all of the rights, powers, and responsibilities of a board of directors pursuant to the Act, and may exercise such rights, powers, and responsibilities to do all such acts and things permitted by the Act, the Articles, Policies or these Bylaws;
- (3) shall serve as the highest ecclesiastical tribunal of the Church. All doctrinal issues in the Church will be settled by the Elder Board. Membership in the Church carries with it the implicit understanding that the Elder Board shall be the Church’s final interpretive authority on biblical meaning and application for the purpose of Church doctrine, practice, policy and discipline. In deciding such matters, the Elder Board shall subject themselves in humility to the absolute authority of the Bible and the standards of

the best spiritual, financial, and operating interests of the Church and its Members; and

(4) as further described in Section 7.04, may delegate responsibility or oversight regarding particular matters to other persons or committees as they see fit and in a manner consistent with the Act and these Bylaws.

(b) *Elder Board Membership.*

(i) *Qualifications.* An Elder must exemplify the qualifications for an elder set out in Titus 1:6-9, that he be above reproach, able to teach, husband to one wife, not addicted to wine, temperate, not antagonistic, prudent, un-contentious, respectable, free from the love of money, hospitable, able to manage his own household, and not a new convert. Elders shall conform to these and other Scriptural principles in their public and private lives. In addition to these Scriptural qualifications, the Elder Board may at any time create, alter, amend, or remove other qualifications except those listed in the Scriptures. In keeping with Scripture's clear teaching regarding the exercising of authority within the church, only men will be considered for the office of Elder.

(ii) *Nomination and Selection.* The Nominating Committee shall nominate as potential Elders men who are Members and meet the criteria set forth in these Bylaws, and whom they otherwise deem qualified. In addition, per these Bylaws, the Executive Committee will maintain a Nominating Committee to recommend to the Elder Board suitable Elder Board nominees for final approval of Elder Board membership.

(iii) *Review and Term limits; Term.* Each Elder Board member will be asked for a three-year commitment. At the end of three years each Elder Board member (including those who are employees of the Church) will be reviewed, with the possibility of recommitment and reaffirmation by his fellow Elder Board members for a second, three-year term. During the review, both the individual and the other Elder Board members shall evaluate the participant's continued service as an Elder Board member, considering the qualifications set forth in Section 7.01(b)(i), as well as any personal factors that may affect his service. An individual's service as an Elder Board member may be discontinued by his own decision, by decision of the Elder Board or by decision of those to whom the Elder Board has delegated this process of review. A non-Staff Elder may not serve as a Board member for more than two consecutive three-year terms but may be reconsidered for Elder Board membership, subject to the regular selection process, after he has not served on the Elder Board for a year or more. The purpose of term limits is to open the Elder Board up to the broadest range of Elder candidates across all Church campuses, ethnicities, ages, histories and experiential background for the enrichment of local church governance. An Elder Board member appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor.

(iv) *Composition.* The Elder Board Chairman and all officers of the Elder Board will serve a duration of no longer than two consecutive three-year terms and may not be a Staff Elder. The role of chairman is for the purpose of facilitation and does not carry a greater level of authority than other Elder Board members. The Elder Board will normally consist of the Elder Board Chairman, the Senior Pastor and other Staff Elders, the other officers of the Church, and not less than 12 additional Elders, who will assume

responsibility on the Elder Board as deemed necessary or advisable in accordance with this section. In total, the number of non-Staff Elders serving on the Board will be 75%, or greater, of the full Elder Board.

(c) *Special Duties.* The Elder Board shall have the duties reserved exclusively for it by these Bylaws.

7.02 Executive Committee

(a) *Purpose.* An Executive Committee of the Elder Board has been established to hold the Senior Staff accountable on behalf of the entire Elder Board, and to partner with the Senior Pastor in leading the Elder Board as a whole. It is the responsibility of the Executive Committee to:

- (i) serve as the legal authority for the Church;
- (ii) lead the Elder Board in the accomplishment of its purposes;
- (iii) achieve Consensus with the Elder Board prior to any modification or removal of any portion of this Church's Bylaws or Policies; and
- (iv) achieve Consensus with the Elder Board prior to any action beyond the authority granted to the Executive Committee in these Bylaws.

(b) *Authority.* The Executive Committee shall have sole authority and responsibility for:

- (i) reviewing and setting compensation of the Church's Senior Pastor (the Senior Pastor may not participate in the deliberations or approval of the Senior Pastor's compensation);
- (ii) review and approve compensation for senior Staff;
- (iii) accountability of the Church's executive Staff, including the Senior Pastor, and conducting an annual review of the senior Staff;
- (iv) reviewing and approving the annual budget prepared by the Finance Committee; and
- (v) making final determinations regarding real property and contractual obligations.

In exercising such authority and responsibility, the Executive Committee shall carry out its decisions in a spirit of unity with the Elder Board, maintaining the highest level of transparency, open communication and accountability to the Elder Board, being subject to any policy that the Executive Committee and the Elder Board may establish governing their relationship; or as otherwise expressly provided by these Bylaws.

(c) *Executive Committee Membership.*

(i) *Qualifications; Nomination and Selection.* The Elder Board shall nominate and select from among them Independent Persons meeting the criteria set forth in these Bylaws, and whom they otherwise deem qualified, to fill the Officer positions defined in Article 8 of these Bylaws and serve on the Executive Committee.

(A) Nominees must have served at least one year on the Elder Board.

(B) Noting the role of Senior Pastor accountability, nominees should be those with the leadership capacity, relational chemistry, and spiritual maturity to be a true and meaningful collective authority over the Senior Pastor. The strength and integrity of these relationships are to reflect the highest fidelity to all biblical mandates governing mutual submission and attention to preservation of the unity of the Holy Spirit. (Ephesians 4:1-2)

(ii) *Term limits; Term.* Officers will be eligible to serve in that capacity for up to two consecutive three-year terms regardless of previous tenure on the Elder Board prior to appointment to the Executive Committee. A man who has served two three-year terms may be reconsidered to be a member of the Executive Committee subject to the regular selection process, after he has not held a position on the Executive Committee or Elder Board for a year or more. An Elder Board member appointed to fill a vacancy on the Executive Committee shall be appointed for the unexpired term of his predecessor.

(iii) *Composition.* The Executive Committee shall consist of the Senior Pastor and the Officers of the Church, as described in Section 8.01. No other Staff will serve on the Executive Committee, though some may attend meetings as requested from time to time for clarity of reporting and accountability (for example, the Senior Executive Pastor), but may not participate in the decision-making process. The Elder Board shall appoint an Executive Committee Chairman (described in Section 8.03(a)) that will preside at all meetings of the Executive Committee, except in such instances wherein his recusal from the meeting is required. The role of chairman is for the purpose of facilitation and does not carry a greater level of authority than other Executive Committee members.

7.03 Elder Board and Executive Committee Action.

Except where otherwise expressly stated herein, any action, vote, consent or approval of the Elder Board may be taken by Consensus of either (a) the Elder Board or (b) the Executive Committee, acting on behalf of the Elder Board, as provided by and in accordance with these Bylaws.

7.04 Delegation of Authority; Committees.

(a) *Delegation of Authority.* To assist with the Elder Board's governance of the Church, the Executive Committee is authorized to delegate duties, authority and responsibilities to committees made up of Elder Board members, Staff members, internal or external advisors, or any combination thereof. Subject to Section 11, no such delegation shall relieve the Executive

Committee or Executive Committee members, of any responsibility imposed by Scripture, by these Bylaws or otherwise imposed by law. Except as provided in Section 7.04(c), the Executive Committee may remove or replace any such Committee or terminate its delegation to any Staff member or advisor, at its own discretion with or without cause and with immediate effect.

(b) *Permanent Committees.* The Executive Committee has appointed the board of Deacons (“**Deacon Board**”), Finance Committee, Audit Committee, and Nominating Committee. The Deacon Board and these Committees, intended to be permanent, shall not be dissolved or removed without the consent of the Elder Board and the amendment of these Bylaws.

(c) *Specific Delegation Matters.* For the avoidance of doubt:

(i) the delegation authority of the Executive Committee includes the authority to confer on an advisor the full power and authority to purchase or otherwise acquire stocks, bonds, securities, real estate and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church’s assets and properties at a time and for a consideration that the advisor deems appropriate; and

(ii) without express written authorization from the Executive Committee, no Committee or other person shall have the authority to: (A) amend the Articles; (B) adopt a plan of merger or a plan of consolidation with another Church or entity of any kind; (C) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church; (D) authorize the voluntary dissolution of the Church; (E) revoke proceedings for the voluntary dissolution of the Church; (F) amend, alter, or repeal the Bylaws; (G) approve any transaction to which the Church is a party and that involves a potential conflict of interest as defined in Article 12 below; or (H) take any action outside the scope of authority delegated to it by the Executive Committee. these Bylaws or in contravention of the Act.

(d) *Deacon Board.*

(i) *Function.* The office of Deacon is one that exists biblically to give leadership to the serving functions of the church (Acts 6). The Deacon Board will be responsible for matters including serving in financial stewardship, helping widows, Church facilities, security, benevolence ministry and any role assigned the Deacon Board Chairman on behalf of the Elder Board.

(ii) *Qualifications.* As a minimum qualification, a Deacon must meet all of the criteria set out in 1 Timothy 3:8-12, including: an individual of dignity, above reproach, not double-tongued, first tested as a servant, not addicted to wine, being and having a faithful spouse, dignified, temperate, not fond of sordid gain, holding to the mystery of faith with a clear conscience, husband of one wife, and manages his household well. Deacons shall conform to these and other Scriptural principles in their public and private lives. In addition to these Scriptural qualifications, the Elder Board may at any time create, alter, amend, or remove other qualifications for Deacons outside of those listed in the Scriptures.

(iii) *Nomination and Selection.* The Nominating Committee shall oversee the nomination process by which the selection of Members meeting the criteria set forth in these Bylaws, and whom they otherwise deem qualified, to serve as Deacons are chosen. The Nominating Committee shall present to the Elder Board the nominees for their Consensus approval.

(iv) *Composition.* The Deacon Board Chairman shall be an Elder selected by the Elder Board with a term that parallels his term as an Elder. The role of Deacon Board Chairman is for the purpose of facilitation and does not carry a greater level of authority than other Deacon Board members. The Deacon Board Chairman and Deacon Board will work in tandem with Church Staff assigned by the Senior Pastor to coordinate Deacon activities in a way that compliments Church Staff working in those areas.

(v) *Review; Term.* Each Deacon Board member will be asked for a three-year commitment. At the end of three years each Deacon Board member's service will be reviewed, with the possibility of recommitment and reaffirmation by his fellow Deacon Board members. During the review, the individual, other Deacon Board members, and any Elders to whom this role has been delegated, shall evaluate his continued service as a Deacon Board member, considering the qualifications set forth in Section 7.01(b), as well as any personal factors that may affect his service. An individual's service as a Deacon Board member may be discontinued by his own decision, by decision of the Deacon Board or by decision of the Elders to whom this evaluation has been delegated. A man who has served two three-year terms may be reconsidered to be a member of the Deacon Board, subject to the regular selection process, after he has not held a position on the Deacon Board for a year or more. The purpose of term limits is to open the Deacon Board up to the broadest range of Deacon candidates across all Church campuses, ethnicities, ages, histories, and experiential backgrounds for the enrichment of local church governance. A Deacon Board member appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor.

(e) *Finance Committee.*

(i) *Function.* The finance committee provides wisdom and "hands-on" accountability to the senior financial officers of the Church (Church Treasurer, CFO, COO). The Finance Committee also oversees the Church's adherence to the financial portions of the Church's Conflict of Interest policy. They provide non-vocational verification that the Church is operating with financial transparency, through regular communication to the congregation, public meetings as needed and private conversations with Members who wish to learn in more detail about the Church's enduring commitment to best financial practices, true transparency, and Christ-honoring integrity. The Finance Committee shall:

(A) *Review and Recommend an Annual Operating Budget.* Annually, the Finance Committee will review the proposed operating budget for the ensuing fiscal year as presented by the Staff. After review and amendment, if necessary, the Finance Committee will recommend a final operating budget to the Executive Committee for approval. The approved operating budget formally confers spending authority for operating costs to Staff, subject to the policies and

procedures adopted by the Elder Board. The Finance Committee will provide guidance on any significant modifications to the budget that occur during the year based on Elder Board-established budget amendment policies and parameters.

(B) *Review Financial Results.* Not less than quarterly, members of the Finance Committee will receive and review financial statements consisting of the then-current: (1) income and expense statement comparing budget to actual income and expenses; (2) mortgage payoff review; (3) cash flow projections compared to actual cash flow; and (4) key financial performance indicators that the Finance Committee deems relevant to its fiscal responsibility on behalf of the Executive Committee and Elder Board. These financial statements will be reviewed in a Finance Committee meeting with minutes that will highlight any financial issues. Unresolved issues will be brought to the Executive Committee at their next meeting for review and any needed action in accord with the Elder Board-established finance policy.

(C) *Oversee Financial Policies.* Annually, the Finance Committee may review the Elder Board's financial policy and make recommendations to the Executive Committee about any needed amendments. Such review will specifically include but not be limited to; terms of indebtedness, cash management, investment policy, risk management, financial monitoring and reporting, facility acquisition, employee benefit plans, signatory authority for expenditures and other policies that the Executive Committee or Finance Committee determines it prudent to review in maintaining the Church's Elder Board-mandated policy of highest integrity and best practices in all matters of financial management. The Executive Committee will present a summary of this Finance Committee report to the Elder Board.

(ii) *Qualifications; Nomination and Selection.* The Nominating Committee shall oversee the nomination of those Members who possess skills in the disciplines of accounting, finance or business practices, and whom they otherwise deem qualified, to serve as Finance Committee members. In keeping with Scripture's clear invitation regarding believers' use of their gifts to serve the church, both men and women meeting these qualifications will be considered for Finance Committee membership. Those nominated will normally have three years of proven faithfulness to the Church in matters of biblical stewardship.

(iii) *Composition.* The Finance Committee shall consist of at least three members whose terms of office shall be staggered. Finance Committee appointments shall be made initially, and reviewed annually, by the Executive Committee on behalf of the Elder Board.

(iv) *Term.* Finance Committee members' terms will be three years in length. A Finance Committee member may serve two consecutive terms, but after the second term may not serve on the Finance Committee for at least one year.

(f) *Audit Committee.*

The Finance Committee, via the Audit Committee, works annually with the external auditor to review the Church's financial practices seeking to uncover and alert the Finance Committee to any potential breaches of the Church's Conflict of Interest policy at a Staff or Elder level.

(i) *Function.* The Audit Committee's role is to act as an advisory body to the Finance Committee by securing an audit firm and overseeing the annual external audit in all material aspects of the Church's financial reporting, control and audit functions. The Audit Committee's role includes a particular focus on the qualitative aspects of financial reporting, Church processes for the management of risk, and compliance with significant, applicable tax, legal, ethical, and regulatory requirements. The role also includes coordination with other standing Committees and maintenance of strong, positive working relationships with management, external and internal auditors, counsel, and other committee advisors. The Audit Committee shall report to Church Treasurer on its responsibilities.

(ii) *Qualifications; Nomination and Selection.* The Nominating and Finance Committees shall nominate those Members who possess skills in the disciplines of accounting, finance or business practices, and whom they otherwise deem qualified, to serve as Audit Committee members. In keeping with Scripture's clear invitation regarding believers' use of their gifts to serve the church, both men and women meeting these qualifications will be considered for Audit Committee membership. Those nominated will normally have three years of proven faithfulness to the Church in matters of biblical stewardship.

(iii) *Composition.* The Audit Committee shall consist of at least three members whose terms of office shall be staggered. Audit Committee appointments shall be made initially, and reviewed annually, by the Finance Committee. The Audit Committee Chairperson may not be a Staff member. Employees of the external auditing firm are not permitted to serve on the Audit Committee, but may serve in an advisory capacity.

(iv) *Term.* Audit Committee members' terms will be three years in length. An Audit Committee member may serve two consecutive terms, but after the second term may not serve on the Audit Committee for at least one year.

(g) *Nominating Committee.*

The Nominating Committee works with each of the Boards and Committees to select and review potential candidates for the permanent Boards and Committees referenced in these Bylaws.

(i) *Function.* The Nominating Committee's role is to oversee the process of developing pools of candidates for the permanent Boards and Committees referenced in these Bylaws. This committee is responsible for developing the pool of candidates for the Elder Board specifically, and for overseeing that the nomination processes employed by the remaining Boards and Committees is in compliance with these Bylaws and will review

the candidates with the Staff for input regarding character and acumen and then present the candidates for those Boards and Committees to the Elder Board for approval.

(ii) *Qualifications; Nomination and Selection.* The Nominating Committee members shall be current members of the Elder Board nominated by their peers and then chosen by Consensus of the Elder Board.

(iii) *Composition.* This committee will be chaired by the Former Elder Chairman office and shall consist of at least three members whose terms of office shall be staggered. With the exception of the Elder Board and Executive Committee, other Boards and Committees may form their own nominating committees to identify candidates for their respective Boards and Committees, but in doing so they are subject to the oversight and authority of the Nominating Committee.

(iv) *Term.* Nominating Committee members' terms will be three years in length. A Nominating Committee member may serve two consecutive terms, but after the second term may not serve on the Nominating Committee for at least one year. Terms may not extend beyond the Nominating Committee member's Elder Board term of office.

(h) *Ad-hoc Committees.* Additional committees to create policy, review governmental efficiency, nominate future leaders, address a particular Church issue, etc. will be established for the length of their effectiveness, until their report is received or their work completed. Such committees may be dissolved with or without cause and with immediate effect at the discretion of the Executive Committee acting on behalf of the Elder Board or the Elder board as a whole.

7.05 Board and Committee Governance

(a) *Meetings.* Meetings of the Elder Board, Executive Committee, Deacon Board or other Committees or bodies described in this Article 7 may be held either within or outside the State of Illinois, but shall be held at the Church's principal office in Rolling Meadows, Illinois if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place and time consented to by a majority of the Board or Committee members, before the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may also be held by conference telephone or similar remote communication technology. Those calling the meeting will make every effort to notify all members of the meeting in advance and given adequate time to attend in person or other remote technology. All Board or Committee members shall be deemed to be present in person at a meeting conducted in accordance with the above requirements. Regular meetings of the Executive Committee and Elder Board shall occur as needed, regularly monthly, but not less than seven times annually. Agenda items for meetings must be submitted to the appropriate chairman prior to the actual meeting.

(b) *Special Meetings.* A special meeting of the Executive Committee, or any other Board or Committee, may be called by the Senior Pastor or any three members of the Executive Committee. The Chair of all other Boards and Committees may also call a special meeting of their respective Board or Committee. In doing so, all members must be informed and invited. The Senior Pastor or Chairman of the Board or Committee will schedule the meeting at a time and

place which permits the attendance of the members. The Senior Pastor may send a delegate in his place as needed.

(c) *Consensus.* Each of the Boards and the Committees defined by these Bylaws shall act by Consensus. The Consensus of those present at a meeting at which a quorum is present shall be sufficient to constitute the act of the relevant Board or Committee, unless the act of a greater number is required by law or these Bylaws.

(d) *Action Without Meeting Exceptions.* Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all of the Executive Committee members, individually or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Executive Committee. All other Boards and Committees must execute actions via meetings (in person, telephonically or by other means whereby members are able to participate in a Consensus decision process).

(e) *Quorum.* A majority of the number of Board or Committee Members then in office shall constitute a quorum for the transaction of business at any meeting of the Board or Committee. The Board or Committee Members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Board or Committee Members leave the meeting so that less than a quorum remains. However, no action may be approved thereafter without the Consensus of the number of Board or Committee Members in attendance required to constitute a quorum. If during the meeting a quorum cannot be achieved, then those present must adjourn and convene a meeting at a future date.

(f) *Deadlock of Committees.* In the case where any Committee shall, by reason of deadlock, be unable to reach a Consensus on any issue before them, then, in such instance, the issue in question before the Committee shall be passed over and a defined time period shall be identified for the members of the Committee to seek prayer and wisdom from the Lord, so that after the specified period of time, the Committee may reconvene and come to a Consensus opinion. If the deadlock is not settled within thirty days of the meeting in which the deadlock occurred, then the issue shall be presented to the Elder Board for discussion and a Consensus to settle the deadlock.

(g) *No Compensation.* Board and Committee Members, including the Senior Pastor and other Staff Elders, shall not receive salaries or compensation for their services as Board or Committee Members to the Church. The Board or Committee may adopt a resolution providing for payment to Board or Committee Members for reimbursement of reasonable expenses for attendance, if any, at a meeting of the Board or Committee or other travel or other activities undertaken at the request of the Church.

(h) *Term of Office.*

(i) *Termination and Vacancies.* The term of any Board or Committee Member may terminate earlier if the Member becomes incapacitated or dies, ceases to qualify, resigns, or is removed as a Member of the Church. A vacancy on a Committee may be filled by an appointment made in the same manner as the original appointment. A person appointed to fill a vacancy on a

Committee shall serve for the unexpired portion of the terminated Committee member's term.

- (ii) *Resignation.* Any Board or Committee Member may resign at any time by giving written notice to their Board or Committee Chairman or the Executive Committee. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- (iii) *Involuntary removal.* A Board or Committee member may be removed by a Consensus decision of the relevant Board or Committee or by a Consensus decision of the Elder Board or the Executive Committee acting on the Elder Board's behalf, if the Board or Committee believes an individual:
 - (A) is violating the Policy that governs the conduct of Board Members at Harvest Bible Chapel;
 - (B) fails to maintain the qualifications of the Board or Committee;
 - (C) instigates strife in the Board or Committee by failing to yield to the Consensus of the Board or Committee after he has been offered the opportunity to appropriately present his reason for disagreement with a Consensus decision of the Board or Committee; or
 - (D) violates the Conflict of Interest Policy in these Bylaws.

Any such removal shall take effect on the date of communication to the Board or Committee Member being removed, or at any later time as determined by the Board or Committee. Removal of Board or Committee members shall be effective whether or not accepted by such member.

The Senior Pastor may be removed solely in accordance with the procedures set forth in Section 8.04(b).

(i) *Chairman and Vice-Chairman.* Unless otherwise expressly stated herein, one member of each Board or Committee shall be designated as the chairman. Boards shall designate another member the vice chairman. The chairman and vice chairman of each Board and Committee shall be approved by the Executive Committee, on behalf of the Elder Board, with consultation from the outgoing chairman. The chairman shall call and facilitate all meetings. The role of chairman is for the purpose of facilitation and does not carry a greater level of authority than other Board or Committee members. When a Board chairman is absent, or is unable to perform, the vice chairman of that Board or Committee shall perform the duties of the chairman. When a vice chairman acts in place of the chairman, the vice chairman shall have all the responsibilities of and be subject to all the restrictions upon the chairman.

7.06 Role of Pastors, Former Elder Board Members and Staff. According to 1 Peter 5:1-5 the terms, “Elder,” and “Pastor” are used interchangeably to describe the same people. At Harvest Bible Chapel the term “Pastor” describes “elder-qualified” men who are employed by the Church in full-time vocational ministry. In keeping with 1 Timothy 5:17-18 and Romans 13:1, the pastors of the Church shall be accorded the same honor and respect as Elders when conducting their ministry on behalf of the Church, even though they do not have the same role in Church governance.

Throughout its history, Harvest Bible Chapel has been “led by the Staff,” meaning that under the governance of the Elders the Pastors of the Church, as well as its Staff, are responsible for ministry initiatives, day-to-day responsibility for all ministry operations, and other matters delegated to them by the Elder Board. The Elders will give intentional deference and supportive conduct to the Senior Pastor and Executive Staff as they lead the ministries of the Church. Similarly, the Senior Pastor and Executive Staff will ensure they and the entire Staff serve in glad submission to the final authority of the Elder Board and the Executive Committee including all parameters, Policies and, accountability structures set forth in these bylaws.

ARTICLE 8: OFFICERS

8.01 Officer Positions. The officers of the Church shall be the Senior Pastor, Elder Board Chairman, Executive Committee Chairman, Former Board Chairman, and Treasurer. The Executive Committee may recommend additional officer positions, define the authority and duties of each office position, and suggest persons to fill officer positions. The Elder Board must approve all recommendations and suggestions.

8.02 Election and Term of Office. All officers of the Church, except the Senior Pastor, shall be recommended by the Executive Committee and approved by the Elder Board. The term of office of all offices other than that of Senior Pastor shall be up to six (6) years (two 3-year terms).

8.03 Independent Officers.

(a) *Executive Committee Chairman.* The Executive Committee Chairman shall be a man who is qualified defined in Section 7.01(b)(i) herein, and who is a member of the Elder Board.

(b) *Elder Board Chairman.* The Elder Board Chairman shall be an Elder qualified and pursuant to Section 7.01(b)(i) herein, and otherwise qualified to serve as a chairman of the Elder Board. The Elder Board Chairman will act as the Vice-Chairman of the Executive Committee and be a *de-facto* member of the Executive Committee.

(c) *Former Board Chairman.* As a general matter, the Former Chairman shall be the man who held the office of Elder Board Chairman immediately preceding the current Elder Board Chairman. In the event the Former Elder Board Chairman is unable or unwilling to assume this role the Elder Board will seek an individual with similar Elder Board tenure, including even an individual who held this office once before, for the Former Chairman office.

(d) *Treasurer.* The Treasurer of the Church shall be an Elder who will work with the Church's CFO and shall provide oversight of those volunteers and Staff who: (i) have charge and custody of and are responsible for all funds and securities of the Church; (ii) receive and give receipts for moneys due and payable to the Church from any source; (iii) 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 Executive Committee; (iv) write checks and disburse funds to discharge obligations of the Church; (v) maintain the financial books and records of the Church; (vi) prepare financial reports at least annually; (vii) perform other duties as assigned by the Executive Committee; (viii) if required by the Executive Committee, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Executive Committee; and (ix) perform all of the duties incident to the office of treasurer.

(e) *Officer Removal, Resignations and Vacancies.*

(i) *Removal.* All Church officers, other than the Senior Pastor may be removed, with or without cause, by unanimous agreement of the other members of the Executive Committee or the Consensus of the Elder Board. In accordance with these Bylaws and all biblical mandates qualifying a person for local church governance, the Senior Pastor may act in an emergency to suspend any Elder Board member, such action being subject to earliest possible ratification by the Executive Committee.

(ii) *Resignation.* Any Officer may resign at any time by giving written notice to the Executive Committee Chairman or the Elder Board Chairman. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(iii) *Vacancies.* A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment to that office.

8.04 Senior Pastor.

(a) *Roles and Responsibilities.* The Senior Pastor shall hold office until he resigns or is removed pursuant to Section 8.04(b). The Senior Pastor of the Church is a Member of the Elder Board, a *de-facto* member of the Executive Committee and responsible for leading the Church in accordance with biblical principles as set forth in Scripture.

(b) *Removal of Senior Pastor.* Subject to the rights, if any, under any contract or covenants of employment with the Church, the Senior Pastor shall only be removed, by unanimous recommendation of the Executive Committee and by the consensus of the Elder Board at any general or special meeting duly noticed pursuant to Section 7.05 of these Bylaws. The Senior Pastor shall only be removed from office, subject to the terms of any employment agreement or covenants, for any of the following reasons: (i) disqualifies himself as a result of a violation of the Sexual Immorality Policy; (ii) engaging in conduct that is in opposition to the best interest of the Church; (iii) teaching doctrines inconsistent with the Bible; (iv) neglect of duties; (v) resignation; or (vi) death, long-term disability or incapacity.

(c) *Senior Pastor Vacancies.* In the event of a vacancy, for any reason, in the office of Senior Pastor, the Executive Committee shall oversee the process of filling the vacancy. Specifically:

- (i) The Executive Committee shall act as a Senior Pastor Selection Committee and shall select a Senior Pastor candidate and present the candidate to Executive Staff and the Elder Board as a nomination for Senior Pastor. The nomination must be a unanimous decision of the Executive Committee.
- (ii) The candidate will be presented to the Elder Board for consensus approval.
- (iii) The Elder Board will then present the candidate to the Congregation for prayer and feedback.
- (iv) The Elder Board will then make a final consensus decision on the candidate and if approved shall then direct the Executive Committee to proceed with hiring the nominee as the new Senior Pastor.

ARTICLE 9: TRANSACTIONS OF THE CHURCH

9.01 Contracts and Legal Instruments. Subject to Article 12 of these Bylaws, the Executive Committee may authorize an individual officer 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.

9.02 Deposits. All funds of the Church shall be deposited for the credit of the Church in banks, trust companies, or other depositories that the Executive Committee approves.

9.03 Gifts. The Executive Committee, acting on behalf of the Elder Board, 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 Executive Committee may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Articles, state law, or any requirements for maintaining the Church's federal and state tax status.

9.04 Ownership and Distribution of Property.

(a) 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.

(b) "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: (i) all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore; (ii) 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; (iii) 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 Code, and are engaged in activities substantially similar to those of the Church; any such distribution shall be done pursuant to a plan adopted by the Executive Committee, acting on behalf of the Elder Board; and (iv) 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 such court shall determine, provided such organizations are in agreement with the Church's Statement of Faith and basic form of Government.

ARTICLE 10: BOOKS AND RECORDS

10.01 Required Books and Records. The Church shall keep correct and complete books and records of account. No Member or other person shall have the right to examine any personnel, financial, medical or other information that would in the determination of the Executive Committee invade the personal privacy of the Staff, Members, contributors, attendees or guests.

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

10.03 Audited Financial Statements. The Church shall have each annual financial statement of the Church audited by a certified public accounting firm selected by the Audit Committee. Upon completion, this audit will be made available to the congregation via web site or other appropriate means consistent with other similar organizations, as determined by the Finance Committee.

ARTICLE 11: INDEMNIFICATION; STANDARD OF CARE

11.01 Indemnification. The Church may provide a trust fund, insurance, or other arrangement to effectuate this Article. As described herein, requests for indemnification shall not be unreasonably withheld.

(a) *Mandatory Indemnification.* To the maximum extent permitted by the Act (provided, however, that if an amendment to the Act 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 Section which occur subsequent to the effective date of such amendment), the Church shall indemnify and advance expenses to any person who is or was an Executive Committee member, Elder, Pastor, ministry director ("Director"), Deacon, Officer, ministry leader or Staff of the Church, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include

counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

(1) The Proceeding was instituted by reason of the fact that such person is or was an Executive Committee member, Elder, Pastor, Director, Deacon, Officer, ministry leader or Staff of the Church; and

(2) The Executive Committee member, Elder, Pastor, Director, Deacon, Officer, ministry leader or Staff conducted himself in good faith, and he reasonably believed (A) in the case of conduct in his official capacity with the Church, that his conduct was in its best interest; (B) in all other cases, that his conduct was at least not opposed to the best interests of the Church; and (C) in the case of any criminal proceeding, that he had no reasonable cause to believe his conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Executive Committee member or officer did not meet the standard of conduct herein described.

(b) *Permissive Indemnification.* The Church may, to the maximum extent permitted by the Act (provided, however, that if an amendment to the Act 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 Section 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 Executive Committee member, Elder, Pastor, Director, Deacon, Officer, ministry leader or Staff or volunteer of the Church, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in Section 11.01(a), provided that the Proceeding was instituted by reason of the fact (or allegation) that such person is or was an employee or agent of the Church and met the standards of conduct set forth in Section 11.01(a). The Church may also indemnify and advance expenses in a Proceeding to any person who is or was an Executive Committee member, Elder, Pastor, Director, Deacon, Officer, ministry leader, Staff or volunteer of the Church to the extent doing so is consistent with public policy or as may be provided by the Church's Constitution, by these Bylaws, by contract, or by general or specific action of the Executive Committee.

(c) *Good Faith Reliance.* The Elders and Executive Committee members may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including Staff of the Church, professional advisors or experts such as accountants or legal counsel. An Elder Board or Executive Committee member is not relying in good faith if he has knowledge concerning a matter in question that renders reliance unwarranted. No Elder Board or Executive Committee member shall have personal liability for actions taken or omitted by an advisor if the advisor was selected in good faith and with ordinary care.

(d) *No Duties as Trustees.* No Elder Board and Executive Committee members shall be deemed to have the duties of a trustee of a trust with respect to the Church or with respect to any Property held or administered by the Church, including property that may be subject to

restrictions imposed by the donor or transferor of the property.

ARTICLE 12: CONFLICT OF INTEREST

12.01 Purpose. The Church seeks to operate, at all times and wherever possible, in its own fiduciary interest and in the best interest of its Members. The Church's Elder and Deacon Conflict of Interest Policy is intended to allow the Church to operate in a manner that is free from both real and perceived conflicts of interest, and where such conflicts cannot be avoided or are desirable, to protect the Church by assuring a mechanism for maintaining the Church's interest above the interests of those serving in leadership roles. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest, or fiduciary responsibility applicable to nonprofit and charitable organizations.

12.02 Definitions.

(a) *Interested Person.* Any non-Staff individual who has a potential direct or indirect financial interest, as defined below, is an Interested Person.

(b) *Potential Conflict of Interest.* A person has a potential direct or indirect conflict of interest if the person or their immediate family has or receives, directly or indirectly, through business investment, any of the following:

- (i) An ownership or investment interest in any entity with which the Church has or is considering a business relationship or transaction;
- (ii) A financial compensation, including direct or indirect remuneration, as well as any gifts or favors that are not insubstantial, from any entity or individual with which the Church has or is considering a business relationship or transaction;
- (iii) Is a member of the board or senior executive in any entity which has a like or similar religious mission; or
- (iv) Is a member of the board or senior executive in any entity with which the Church has or is considering a partnering or ministry relationship or transaction.

(c) *Disclosure of Potential Conflicts of Interest.* An Interested Person is required to make voluntary, proactive, written representation to the Executive Committee, on behalf of the Elder Board, of the full and exact nature of all Potential Conflicts of Interest.

12.03 Procedures.

(a) *Executive Committee and Elder Board Eligibility.* Elder Board members, and for the avoidance of doubt, Executive Committee members, may not be Interested Persons.

(b) *Duty to Disclose.* In connection with any Potential Conflict of Interest, an Interested Person must disclose the existence of the Potential Conflict of Interest and all relevant facts to the Executive Committee, on behalf of the Elder Board, in writing at the time any potential business relationship or transaction is contemplated involving an Interested Person.

(c) *Process for Evaluating Potential Conflicts of Interest and Making Final Determination of Conflicts of Interest.* The Executive Committee, on behalf of the Elder Board, shall be the entity responsible for reviewing disclosure information and determining whether a real or perceived Conflict of Interest exists and if so, whether and how the parties shall work to:

- (i) Wherever possible, eliminate the Conflict of Interest; or,
- (ii) Where in the best interests of the Church, limit the effects of the Conflict of Interest; or,
- (iii) Where necessary, for further consideration and consensus, bring the matter before the Elder Board for resolution.

(d) *Procedures for Appealing a Conflict of Interest Decision.*

- (i) An Interested Person may make a presentation to the Executive Committee or an appropriate standing committee (Finance, Audit Nominating), acting on behalf of the Elder Board, but after the presentation, he or she shall leave the meeting during the discussion of the transaction or arrangement involving the Potential Conflict of Interest
- (ii) The Executive Committee, on behalf of the Elder Board, may, if appropriate, appoint a non-Interested Person or committee to investigate alternatives to the proposed transaction or arrangement and recommend for Elder Board approval a solution in order to accept the conflicted party that mitigates the Conflict of Interest or choose an alternate solution, vendor or course of action.

(e) *Violations of the Conflicts of Interest Policy.* If the Executive Committee has reasonable cause to believe a member of the Elder Board, Executive Committee, Finance Committee, Audit Committee, Nominating Committee or Deacon Board has failed to disclose actual or potential Conflicts of Interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose and the Executive Committee shall take appropriate action, if any, as the circumstances warrant, including up to immediate dismissal from the relevant board or committee.

ARTICLE 13: WHISTLEBLOWER POLICY

13.01 Purpose. The Church requires all of its Elders, Directors, Pastors, Officers, Deacons, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. If a Member or regular attendee observes or has firsthand knowledge that the Church, by and through its Elders, Directors, Pastors, 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 supervisor, the director of human resources, the Executive Committee Chairman or the Elder Board Chairman.

13.02 Procedure.

(a) *Reporting Responsibility.* It is the responsibility of all of the Church's Elders,

Directors, Pastors, Officers, Deacons, employees, and volunteers to report violations or suspected violations in accordance with the Policy.

If an Elder, Executive Committee member, Pastor, Officer, Director, Deacon, 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, procedure of the Church, or action contrary to Scripture then a formal complaint should be filed as outlined herein.

(b) *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 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.

(c) *Reporting Violations.* In most cases, an employee or volunteer's supervisor or the director of human resources 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 the following offices and follow the order of this chain of authority: 1) Campus Pastor, 2) Senior Executive Pastor, 3) Executive Committee Chairman. Elders are required to report suspected violations in the same chain of authority as stated above.

(d) *Accounting and Auditing Matters.* The Finance Committee and Audit Committee shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing.

(f) *Investigation of Complaint.* If the complaint is against a Staff member other than an executive staff member, the chain of authority stated herein shall be responsible and determine whether an investigation is appropriate and the form that it should take. If the complaint is against a person of the executive Staff then the Executive Committee, on behalf of the Elder Board, shall 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 Executive Committee Chairman shall communicate with the Elder Board by delivering a summary report on each complaint and a follow-up report on action taken.

13.03 Safeguards.

(a) *Confidentiality.* Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Concerns expressed anonymously will be investigated, but consideration will be given to:

- The seriousness of the issue raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from documentation and/or other sources.

Anonymity cannot be assured if an external investigation or criminal proceedings relating to the report occur.

(b) *No Retaliation.* No reporting individual who, in good faith, reports a violation shall suffer harassment, retaliation, adverse employment consequence, or adverse membership consequence because of such report.

(c) *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.

(d) *Malicious Allegations.* The safeguards stated in this policy do not apply to individuals who make malicious allegations. Such allegations may result in disciplinary action, including but not limited to termination of employment and/or dismissal of membership.

ARTICLE 14: MISCELLANEOUS PROVISIONS

14.01 Amendments to Bylaws. These Bylaws may only be altered, amended, restated or repealed, and new or restated Bylaws may only be adopted by a Consensus of the Elder Board.

14.02 Construction of Bylaws. These Bylaws shall be construed in accordance with the laws of the State of Illinois. All references in these Bylaws to statutes, regulations, or other sources of legal authority shall 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 shall not affect any other provision and the Bylaws shall 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 shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male, female or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular. Wherever used, the words “include,” “includes” and “including” shall be deemed to be followed by the phrase “without limitation.”

14.03 Power of Attorney / Executive Committee Resolution. A person may execute any instrument related to the Church and with the intent to legally bind the Church by means of a power of attorney or resolution of the Executive Committee, if a copy of the original executed copy of the power of attorney is provided to the secretary of the Church or the Church’s General Counsel to be kept with the Church records.

14.04 Parties Bound. The rights, obligations and duties established by these Bylaws are intended to apply to the Church, as well as its Members, Executive Committee members, Elders, officers, Deacons, pastors, directors, employees, and agents of the Church, as well as to any of their heirs, executors, administrators, legal representatives, successors or assigns.

14.05 Christian Alternative Dispute Resolution. In keeping with 1 Corinthians 6:1-8,

all disputes, other than those which are subject to the jurisdiction of the ecclesiastical tribunal in Section 7.01(a), which may arise between any Member and the Church itself, or between any Member and any Pastor, Executive Committee member, Director, Deacon, officer, employee, volunteer, agent, or other member of this Church, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the ***Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation***, or similar faith-based mediation and arbitration group. In the event that the Institute for Christian Conciliation ceases to exist during the course of this Agreement, arbitration under this Section shall be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

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

14.06 Church Disruptions. Any person deemed by the Elder Board to: (a) be in substantial disagreement with the doctrine and interpretation of the Bible; (b) pose a physical or psychological threat to any person or to the Church; or (c) 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 Executive Committee member, Elder, Pastor, Director, Deacon, officer, volunteer or ministry leader shall incur any liability for acting in good faith in the interests of the Church pursuant to this Section.

ARTICLE 15: EMERGENCY POWERS AND BYLAWS

In the event of an emergency or catastrophic event by which the majority of men who hold the governing offices of the Executive Committee have died or become unavailable including by reason of illness, incapacity, incarceration, kidnapping or an event that permanently separates those men from the Church (such event, an "Emergency"), the Senior Pastor and Executive Committee or if the Senior Pastor is not available then the next-highest-ranking staff member with the Executive Committee may: (x) modify lines of succession to accommodate the incapacity of any Executive Committee member, pastor, Director, Deacon, officer, employee or agent; and/or (y) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an Emergency:

(a) notice of a meeting of the Executive Committee needs to be given only to those Executive Committee members for whom such notice is practicable. The form of such notice may

also include notice by publication (including electronic publication) or broadcast;

(b) one or more officers or Senior Staff members present at a meeting of the Executive Committee may be deemed Executive Committee members for the meeting;

(c) action(s) taken in good faith during such Emergency binds the Church and may not be the basis for imposing liability on any Executive Committee member, officer, Pastor, Director, Deacon, employee or agent of the Church on the ground that the action was not authorized;

(d) the Executive Committee may also adopt emergency bylaws, subject to amendments or repeal by the full Executive Committee, which may include (i) provisions necessary for managing the Church during the Emergency; (ii) procedures for calling a meeting of the Executive Committee; (iii) designation of additional or substitute Executive Committee members. The emergency bylaws shall remain in effect during the Emergency and not after the Emergency ends.

CERTIFICATE OF ACCEPTANCE

I certify that I am the duly selected and acting on behalf and in representation of the Elders of Harvest Bible Chapel and that the foregoing Bylaws constitute the Bylaws of the Church. These Bylaws were duly adopted by the Elder Board of the Church by Consensus on the date set forth below.

DATED: November 17, 2015

By: _____ [signature on file] _____

Name: Stephen D. Huston

Title: Elder Board Chairman