

CONSTITUTION AND BYLAWS OF BELLEVUE CHURCH

1. Name

The name by which this organization shall be known in law shall be "Bellevue Church," referred to herein as "the church."

2. Constitution

The Constitution of the church, which is subordinate to the Scriptures of the Old and New Testaments, consists of the Lausanne Covenant Statement of Faith and the church doctrinal statements. Whenever possible, these Bylaws shall be interpreted so as to be consistent with the Constitution; should any bylaw be found to contradict a provision of the Constitution, the Constitution shall control.

3. Organization and Incorporation

The organization shall be organized as a nonprofit corporation under the laws of the State of Washington.

4. Purpose and Limitations

The purposes of the church are:

- a. To make disciples of Jesus Christ;
- b. To operate exclusively for religious, charitable, and educational purposes within the classification of legal charities; and no part of the net earnings of the organization shall inure to the benefit of any private stockholder or individual; and no substantial part of the activities of the organization, or any receipt of its funds, shall be utilized for any other purpose except those purposes mentioned above;
- c. To handle affairs pertaining to property and other temporal matters as required by the civil authorities.
- d. The church shall not have or issue shares of stock, and no dividends shall be paid. No part of the income or assets of the church shall be distributed to any member or officer without full consideration. The church is prohibited from lending money to guarantee the obligation of a member or officer of the church. No member or officer of the church has any vested right, interest or privilege in or to the assets, property, functions, or activities of the church. The church may contract in due course, for reasonable consideration, with its members or officers without violating this provision.

5. Location of Office

The registered office of the church shall be located within Washington State at the address of the church's registered agent. The Board of Directors (which shall be the Board of Elders) may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the Secretary of State.

6. Membership

- a. The membership shall have the privilege of pastoral oversight, instruction, and government by the church. Members are those who have been baptized, have made a credible profession of faith in Christ, and have been received into membership as provided in section 6.b.
- b. In order to be received into membership, a person must complete the membership process prescribed by the Board of Elders.
- c. All members who are in good standing in the church shall be voting members. ("Good standing" means that a member is not presently under church discipline and is fulfilling the obligations of the Membership Covenant.) Any voting member in attendance at a duly called meeting shall be entitled to one vote on matters brought before the congregation. Voting by proxy shall not be permitted.
- d. Members may be removed from membership at their own request by informing the Board of Elders of their intention to withdraw and the reasons therefore. If a member requests to withdraw because of specific problems or disappointments with the church, the Board of Elders shall attempt to resolve those matters so that the member may remain in the church and enjoy greater fruitfulness and personal spiritual growth. If the Board of Elders is unable to resolve those matters, it shall offer to assist the member in locating a church of like faith and practice that can respond more effectively to his gifts and needs. If it appears to the Board of Elders that a member has requested removal to avoid church discipline, that request shall not be given effect until the disciplinary process has been properly concluded (see Matt. 18:12-20; Bylaw 12; Guidelines on Church Discipline).
- e. Members may also be removed from membership by the Board of Elders when they: persistently, over an extended period of time, and without adequate reason absent themselves from the stated services of the church; become a member of another church; cannot be found for a period greater than two years; or are removed under church discipline.

7. Elders and Deacons

- a. Elders, and deacons comprise the leadership of the church and as such must be voting members. In order to be eligible to serve in a position of leadership, a member shall have been in good standing in the church, shall have received appropriate training under the direction or with the approval of the Board of Elders, and shall have served the church in functions requiring responsible leadership.
- b. Elders, are to lead the church in the service of Christ. They are to watch diligently over the people committed to their charge to be a reflection of Jesus Christ to the world. Persistent sin that they cannot correct by private admonition they should bring to the notice of the Board of Elders. They should pray for the sick, instruct in sound doctrine, comfort the mourning, and teach the Word of God. They should pray with and for the people. They should have particular concern for the doctrine and conduct of their fellow elders and help each other in their labors.

- c. Deacons, shall serve and minister to the needs of the church as directed and in support of the work of ministry of the elders of the church. Deacons shall meet the biblical qualifications of a deacon and shall be appointed by the Board of Elders.
- d. The Board of Elders shall determine a process to assess a nominee for eldership to ensure he possesses the necessary qualifications for office of elder outlined in scripture. A special meeting of the Board of Elders shall be called to vote on the nominee using rules determined by the Board. Once approved by the Board the nominee shall be considered an elder in the church and a member of the Board of Elders. An elder who has been previously assessed but who resigned from or was divested of the office must be re-assessed.
- e. An elder may be divested of his office for disqualifying sin by a majority vote of the board of elders. An elder or deacon also may resign from his office.

9. Board of Elders

- a. The Board of Elders is the governing body (Board of Directors) of the church and consists of the elders of the church. The Board of Elders shall have the power and authority to make rules and regulations not inconsistent with the laws of the State of Washington, the Constitution, and these Bylaws. The Board of Elders shall manage the business affairs of the corporation, oversee all matters concerning the conduct of public worship, and it shall concert the best measures for promoting the spiritual growth and evangelistic witness of the congregation. It shall receive, dismiss, and exercise discipline over the members of the church, supervise the activities of the church staff and deacons, and have final authority over all organizations of the church and the use of the church property.
- b. The Board of Elders shall determine the appropriate size of the board provided the number of non-staff elders exceeds the number of staff elders. The board shall select its own chairman and secretary annually from among its members with the Lead Pastor serving as president. Only the chairman may speak on behalf of the Board of Elders or bind the president as he leads the day-to-day operations of the church.
- c. The Board of Elders shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Elders shall be responsible for the acquisition and disposition of church property, which includes the management of its financial resources. Neither the Board of Elders nor its delegates shall have the power to buy, sell, mortgage, pledge or in any manner encumber any church property worth more than \$100,000, nor to incur any indebtedness exceeding the sum of \$100,000, unless first authorized to do so at a congregational meeting, either through the adoption of the annual budget or by special action of the congregation. The Board of Elders may delegate other members such of these responsibilities as it deems appropriate.
- d. The Board of Elders shall meet regularly and shall convene at the call of the chairman, the president, any two members of the Board of Elders, or upon its own adjournment. Electronic, oral or written notice including the date, time, and place of a meeting, shall be given at least seven days prior to any action taken by the board to remove an elder. Notice may be waived either orally or in writing. An elder's attendance at a meeting waives his right to object to lack of notice or defective notice of the meeting, unless at the beginning of the meeting (or promptly

upon arrival), he objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.

- e. A quorum is more than half of the members of the board. In no case may the Board of Elders conduct its business with fewer than half the elders present who are entitled to vote.
- f. The act of a majority present at a Board of Elders meeting at which a quorum is present (when the vote is taken) shall be the act of the Board of Elders. An elder shall be deemed to have approved of an action taken if he is present at a meeting of the Board of Elders unless: (1) he objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or (2) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he did not approve the action and he delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or immediately after adjournment of the meeting.
- g. The Board of Elders may meet by means of a conference telephone call, video conference, or similar communications services, provided all persons entitled to participate in the meeting received proper notice and access to the meeting, and provided all persons participating in the meeting can hear each other at the same time. A member participating in a meeting via conference telephone call or video conference is deemed present in person at the meeting. The chairman of the meeting may establish reasonable rules as to conducting business via electronic meeting services.
- h. The chairman shall be the chairman of the Board of Directors and the principal executive officer of the corporation. The Lead Pastor shall be a voting member of the Board of Elders and as president shall in general supervise and control, in good faith, all of the business and affairs of the church as led by the Board of Elders. The chairman shall, when present, preside at all meetings of the members and of the Board of Elders, and shall conduct such meetings so as to facilitate free and respectful debate and decision making. The chairman may sign, with the president, secretary or any other proper officer of the church that the Board of Elders has authorized, corporation deeds, mortgages, bonds, contracts, or other Board of Elders authorized instruments.
- i. If the Board of Elders appoints a vice-chairman, he shall perform, in good faith, the chairman's duties if the chairman is absent, dies, is unable or refuses to act. If the vice-chairman acts in the absence of the chairman, the vice-chairman shall have all of the powers of and be subject to all the restrictions upon the chairman. If there is no vice chairman, or the vice chairman is unable to, or refuses to act, then the secretary shall perform the duties of chairman.
- j. The secretary of the Board of Elders shall in good faith: (1) create and maintain records for the minutes of the proceedings of the members and of the Board of Elders; (2) provide that all notices are served in accordance with these Bylaws or as required by law; (3) be custodian of the church and corporate records; (4) subscribe the minutes of all meetings of the members and of the Board of Elders; (5) when requested or required, authenticate any records of the church; and (6) in general perform all duties incident to the office of secretary and any other duties that the chairman or the Board of Elders may assign.
- k. The treasurer shall be appointed by the Board of Elders and (1) have charge and custody of and be responsible for all funds and securities of the church; (2) receive and give receipts for moneys due and payable to the church from any source, and deposit all moneys in the church's name in banks, trust companies, or other depositories that the Board of Elders shall select; (3) submit the books and records to a Certified Public Accountant or other accountant as directed by the Board of Elders; and (4) in general perform all of the duties incident to the office of treasurer and any

other duties that the chairman or Board of Elders may assign to the treasurer. If required by the Board of Elders, the treasurer shall give a bond for the faithful performance of the treasurer's duties and as insurance against the misappropriation of funds. If a bond is required, it shall be in a sum and with the surety or sureties that the Board of Elders shall determine.

1. The Board of Elders may establish such committees as it deems necessary for the work of the church.

10. Congregational Meetings

- a. An annual meeting of the church shall be held each year at a date, time, and place to be determined by the Board of Elders. At the annual meeting, the voting members shall affirm the elders assessed and appointed by the Board of Elders, affirm an annual budget, provide notice of changes to the church bylaws, and transact any other business as may come before the meeting.
- b. Special meetings of the church shall be called at a date and location to be determined by the Board of Elders whenever the Board of Elders deems it to be in the best interests of the church or when requested in writing to do so by one-fourth (1/4) of the voting members of the church in good standing.
- c. The date, time, and location of all congregational meetings must be announced orally in a public service or by electronic communication at least two (2) Sundays prior to the time set for the meeting.
- d. The purpose of a special business meeting shall be announced in advance if it involves: the removal of elders; the acquisition or disposition of property worth more than \$100,000; or the dissolution of the church.
- e. A member's attendance at a meeting waives the member's right to object to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and, waives the member's right to object to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.
- f. A quorum shall consist of those voting members present at any duly called regular and special business meeting. Unless provided otherwise in these Bylaws, a majority vote of those in attendance is sufficient to decide any matter.
- g. The chairman and the secretary of the Board of Elders shall serve as chairman and secretary respectively in congregational meetings.

11. Church Records

- a. The Board of Elders shall keep the following records: (1) minutes of its business meetings; (2) minutes of the meetings of the congregation; (3) rolls of the members in the congregation, with the dates of their reception; (4) resolutions adopted by the Board of Elders; (5) appropriate

accounting records; (6) its articles or restated articles of incorporation and all amendments to them currently in effect; and (7) its bylaws or restated bylaws and all amendments to them currently in effect.

- b. A member shall be entitled to inspect and copy, at a reasonable time and location specified by the Board of Elders, any of the church records described above, provided the Board of Elders finds that the member has a proper purpose and is acting in good faith. The Board of Elders may limit access to any records that contain confidential information about a particular person or persons.

12. Church Discipline

Church discipline shall be carried out according to biblical guidelines as explained in the Guidelines for Church Discipline developed by the Board of Elders.

13. 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: (1) all liabilities and obligations of the church shall be paid and discharged or adequate provision shall be made therefore; (2) assets held by the church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to another church committed to making disciples of Jesus Christ. This distribution shall be done pursuant to a plan adopted by the Board of Elders, provided that no assets are distributed to any organization governed by a member of the Board of Elders; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are churches who hold the same confessions of faith.

14. Indemnification of Officers

- a. The Board of Elders may choose to indemnify and advance the church-related expenses of any officer, employee, or agent of the church.
- b. Subject to the provisions of paragraph c. of this section, the church shall indemnify any elder or officer or former elder or officer of the church against claims, liabilities, expenses, and costs necessarily incurred by him in connection with the defense, compromise, or settlement of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been an elder or deacon, to the extent not otherwise compensated, indemnified or reimbursed by insurance, if:
 - (1) The conduct of the elder or officer was in good faith;
 - (2) The elder or officer reasonably believed that his conduct was in the best interests of the church, or at least not opposed to its best interests; and

(3) In the case of any criminal proceeding, the elder or officer had no reasonable cause to believe that his conduct was unlawful.

- c. The church may not indemnify an elder or officer in connection with a proceeding brought against him by or in the right of the church, in which he was adjudged liable to the church, or where the elder or officer is charged with receiving an improper personal benefit and he is adjudged liable on that basis.

15. Rules of Order

All meetings of the church, the Board of Elders, and its various boards and committees shall be conducted pursuant to the latest edition of *Robert's Rules of Order*.

16. Amendment of Bylaws

These Bylaws may be amended or repealed only by the affirmative vote of two-thirds (2/3) of the Board of Elders at a special meeting called for such purposes.