

Constitution of Waypoint Church

Article 1: Preamble

We the members of Waypoint Church (the “Church”) adopt, declare and establish this constitution in order to exalt our divine Lord and Savior, Jesus Christ; set forth the principles of our faith and beliefs; exemplify the standard of Christian living portrayed by our Savior; preserve the autonomy and govern the affairs of the Church; and provide for the honorable and diligent execution of the responsibilities of the members.

Article 2: Name and Location

The name of the church is Waypoint Church. The founding campus and principal office are located in St. Charles County, Missouri.

Waypoint Church was duly incorporated under Chapter 352, R.S.Mo., on September 26, 1963, by Pro Forma Decree of Incorporation, in the Circuit Court of St. Charles County, MO, under the name First Baptist Church of Harvester. The Articles of Association were approved by the Court on September 26, 1963 and were certified by the Secretary of State on October 3, 1963. The name Waypoint Church was adopted on May 2, 2018, and the First Amendment to the Articles of Association was approved by the Circuit Court on November 19, 2018, Cause No. 1811-CC00947. The Corporate Record is recorded in St. Charles County Recorder’s office at Book DE7013, Page 191, as Instrument No. 20181211000691370.

Article 3: Church Governance

3.1 Overview - Under the Lordship of Jesus Christ and the authority of God’s Word, the Congregation has the right of self-government and has final decision-making authority in this church. Such authority is entrusted to and exercised by the Lead Pastor, the Pastoral Council, the Church Council, and the Board of Trustees, according to the organization structure and decision-making process set forth in this Constitution and the Church Bylaws. The Church is led and shepherded by the Pastors, supported by the Church Council, and served by the Deacons, with the Church membership affirming decisions which will significantly impact the integrity, viability, and mission of the Church as the local Body of Christ.

3.2 Ecclesiastical Independence and Church Autonomy – The Church is a local assembly of baptized believers, associated by covenant in the faith and fellowship of the Gospel of Jesus Christ. This local church is independent, autonomous, and not subject to the authority or control of any other ecclesiastical body or entity, nor does it recognize any hierarchical authority over faith and practice higher than that vested in this local congregation.

3.3 Denominational Relationships – The Church is affiliated with the Southern Baptist Convention. Insofar as is practical, the Church will voluntarily cooperate with and support the St. Louis Metro Baptist Association and the Missouri Baptist Convention, which are affiliated with the Southern Baptist Convention. In addition, this Church recognizes and affirms an obligation of mutual counsel and cooperation among like-minded Christian churches, as we are guided by God’s Word and the Holy Spirit.

Article 4: Statement of Faith

4.1 The Bible - We believe that the Bible is God's inspired and inerrant word. It tells us how to know God in a personal way, how to live a life pleasing to Him, and how to treat our fellow man. The Bible is our sole and final authority in all matters relating to what we believe and how we are to live, both in the Church and in our personal lives. For purposes of the Church's faith, doctrine, practice, policy, polity, and discipline, the Pastoral Council has final authority on the Bible's meaning and application, using the New American Standard translation of the Bible for these purposes.

4.2 God – We believe that there is only one true God, who is sovereign, eternal, personal, ever-present, all-powerful and all-knowing. God reveals Himself to us in Holy Scripture as three distinct Persons: God the Father, God the Son, and God the Holy Spirit; but these three are without division of nature, essence, or being, and are equal in power, authority, and majesty. God is perfect, holy, gracious, and unchangeable in every way. He is the Creator and Sustainer of all things, the Redeemer of His church, and the Preserver of the believer. God works in and through His creation to bring about His perfect purposes. God is necessary, self-sufficient, and supreme over everything. God alone is worthy of all worship, praise, obedience, and trust.

4.3 Jesus Christ - We believe that Jesus Christ is the eternal Son of God, fully divine, the second person of the Trinity. He was conceived of the Holy Spirit and born of a virgin. Living a sinless life, He perfectly fulfilled the law and perfectly revealed the love of God through His miraculous ministry. He died on the cross, making atonement for the sins of His people, was buried, and rose from the dead on the third day. He ascended into heaven and is now seated at the right hand of God the Father, where He acts as the only Mediator between man and God. He will one day return to the earth in power and glory, to judge the world.

4.4 The Holy Spirit - We believe that the Holy Spirit is the eternal Spirit of God, fully divine, the third person of the Trinity. Men carried along by the Holy Spirit wrote the Holy Scriptures, without error. Through illumination of the Bible as it is studied, the Holy Spirit enables Christians to understand truth, and exalts Jesus Christ. The Holy Spirit convicts people of their sin, of their need for God's righteousness, and of the coming judgment. He calls people to Jesus Christ the Savior, and effects regeneration (the new birth) of those who respond in faith, that faith being the gift of God. He cultivates Christian character, comforts believers, and bestows the spiritual gifts by which they serve God through His church. The Holy Spirit seals the believer unto the day of final redemption. His presence in the Christian is the guarantee that God will ultimately bring the believer into the fullness of the stature of Christ. He enlightens and empowers the believer and the church in worship, evangelism, and service.

4.5 Man - We believe that man is the special creation of God, made in His own image, in order to glorify God and enjoy Him forever. God created Adam and Eve male and female as the crowning work of His creation, and thus the gift of gender is part of the goodness of God's creation. In the beginning man was innocent of sin and was endowed by his Creator with the moral ability to obey God. But by his free choice, Adam rebelled against God and brought sin into the human race, whereby all Adam's posterity inherits a nature of sin. Therefore, our spiritual condition is that all people are born spiritually dead, enslaved to sin, and unwilling and incapable of coming to God. Only the grace of God can bring men into reconciliation and peace with God and enable them to fulfill the creative purpose of God.

4.6 Salvation – When one places their faith in Jesus' perfect life, sacrificial death, and victorious resurrection, their sins are forgiven, they are indwelt with the Holy Spirit, and reconciled into right relationship with God. They are no longer objects of God's wrath, but are given eternal life to be lived out with God in His eternal kingdom. God, being merciful and gracious, has eternally purposed to save a people for Himself from every tribe, tongue, and people group of the world. The three Persons of God are active together in the salvation of every believer whom God has chosen in eternity past. Salvation is only in and through the Person and perfect work of Jesus Christ. Salvation is by God's grace alone, through faith alone, and in Christ alone. Man can never do anything to earn salvation, save himself, or be deserving of salvation.

4.7 God's Purpose of Grace – We believe that election is the gracious purpose of God, according to which He regenerates, justifies, sanctifies, and glorifies sinners. It is a glorious display of God's sovereign goodness, and is infinitely wise, holy, and unchangeable. It excludes boasting by man and promotes humility. Those whom God has adopted in Christ and sanctified by His Spirit, will never fall away from the state of grace, but will persevere to the end. Believers may fall into sin through neglect and temptation, whereby they grieve the Spirit, impair their graces and comforts, and bring reproach on the cause of Christ and temporal judgments on themselves; yet they will be kept by the power of God through faith unto salvation.

4.8 The Church - We believe that a local church is to be a body of baptized believers who have made a covenant to serve and worship God together, obey His commands as found in the Bible, observe the two ordinances of Christian baptism and the Lord's Supper, and share the good news of the gospel with all the world. Our church is an autonomous body, led by pastors and served by deacons. The task of the church is to make, mature, and multiply disciples of Jesus Christ. The church's scriptural officers are pastors and deacons. While both men and women are gifted for service in the church, the office of pastor is limited to men, as qualified by Holy Scripture. The New Testament also speaks of the church as the Body of Christ, which includes the redeemed of all the ages, believers from every tribe, and tongue, and people, and nation.

4.9 Ordinances of the Church

4.9.1 We believe that baptism and the Lord's Supper are ordinances of Christ's church, and, as such, do not convey saving grace.

4.9.2 Baptism is an ordinance of the New Testament instituted by Jesus Christ. It is intended to be, to the person baptized, a sign of his fellowship with Christ in His death and resurrection, and of his being grafted into Christ and all of God's promises, and of the remission of sins. It also indicates that the baptized person has given himself up to God, through Jesus Christ, so that he may live and conduct himself "in newness of life." Baptism follows salvation, occurs in water, and represents ceremonial washing. The method that we believe is most biblical, and therefore preferred, is immersion (being fully submersed in water).

4.9.3 We believe that the Lord's Supper is a symbolic act of obedience whereby Christians, through partaking of the bread and the fruit of the vine, memorialize the death of Jesus Christ our Redeemer and anticipate His Second Coming. Believers should examine themselves and confess their sins before the Supper, so that they may partake in a biblical and worthy manner.

4.10 The Christian and Culture - We believe that God established civil government for the benefit of all men. Thus, we are to submit to the civil authorities unless they direct us to disobey God's Word. We believe in a free church, unfettered by governmental intrusion, and in the right and duty of Christians to be involved in the political arena. It is the responsibility of every Christian to demonstrate the love of God to those in his or her sphere of influence, and to act as a preservative force for moral and spiritual values in society. We believe Christians should oppose racism, every form of greed, selfishness, and vice, and all forms of sexual immorality, including adultery, homosexuality, and pornography. We should work to provide for the orphaned, the needy, the abused, the aged, the helpless, and the sick. We believe that all human life is sacred and created by God in His image. Human life is of inestimable worth in all its dimensions, including pre-born babies, the aged, the physically or mentally challenged, and every other stage or condition from conception through natural death. We are therefore called to defend, protect, and value all human life. We believe human life begins at conception, and therefore we oppose abortion at any stage of pregnancy.

4.11 Gender, Marriage, and Sexuality

4.11.1 We believe that God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders together reflect the image and nature of God. Rejection of one's biological sex, determined at birth, is a rejection of the image of God within that person. Since the human body is a creation of God, we believe sexual identity must be solely determined by one's biological sex, determined at birth, and that it is not a choice open to any person – a choice often influenced by fallen human nature in ways contrary to God's design. We believe that efforts to live contrary to birth sex, whether by behavior,

attire, cosmetics, or even medical or surgical therapy, are resisting or rebelling against the gift of God and a central dimension of His will for that person, and therefore such behavior is sinful. We oppose efforts to alter one's bodily identity (e.g., cross-sex hormone therapy, gender reassignment surgery) to bring it into line with one's perceived gender identity. We commit ourselves to make decisions about membership, personnel, and other church matters based on this biblical perspective of human sexuality.

4.11.2 We believe that the term "marriage" has only one meaning: the uniting of one man and one woman in a single, exclusive union for their joint lifetime, as delineated in Holy Scripture as the first divine institution. It is God alone who has the ultimate authority to define marriage. We believe that God intends sexual intimacy to occur only between a man and a woman who are married to each other, and furthermore, that He has commanded that no intimate sexual activity be engaged in outside of marriage between a man and a woman.

4.11.3 We believe that any form of sexual immorality (including, but not limited to, adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest, pedophilia, pornography, representation of one's self as being of the opposite biological sex, and any attempt to change one's biological sex) is sinful and offensive to God.

4.11.4 We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. The Church will provide love, care, and direction for those fighting temptation and repenting of sin.

4.11.5 We believe that every person must be afforded compassion, love, kindness, respect, and dignity. Hateful and harassing attitudes or behavior directed toward any individual are to be repudiated and are not in accord with Scripture nor the doctrines of the Church. Further, we believe that the faithful proclamation of Holy Scripture, including the call to repentance, does not constitute hate speech or hateful and harassing behavior, but rather is a fundamental part of the Christian church's mission to the world.

4.12 Supporting Information – Supporting information and Scripture references may be found in the doctrinal statement entitled, The Baptist Faith and Message, 2000 Revision.

Article 5: Mission and Identity

According to Colossians 1:20, the mission of God is to reconcile all things back to Himself through His Son Jesus Christ. Joining God in His work, Waypoint Church is a gospel-centered church making disciples of Jesus Christ.

Article 6: Dissolution of the Church

6.1 Dissolution of the Church will occur if the Church Council, as directed by the Pastoral Council, adopts a resolution recommending that the Church Corporation be dissolved, and directing that the question of dissolution be submitted to the Church membership. Approval of this recommendation requires approval by vote of three-fourths of the Church members present and voting in a business meeting. Upon such action the president or other officer of the Corporation is authorized to sign all necessary documents to convey the property as herein provided.

6.2 In the event of the dissolution of Waypoint Church, the Church net assets will be distributed as follows:

6.2.1 All debts will be paid in full. Includable as debts may be a severance package for certain employees at time of dissolution. This recommendation comes from the Church Council and is approved by the membership.

6.2.2 All net assets of the Church, real, personal, and mixed, of whatsoever kind and wherever located, will be transferred to another non-profit organization of similar kind and purpose to the Church, as required by Missouri or federal law.

Article 7: Amendment

7.1 Proposal - The Pastoral Council or the Church Council may initiate proposed amendments to this constitution. If approved by both the Pastoral Council and the Church Council, the proposed amendment will be submitted to the membership for its approval. A Church member or group of members may also submit proposed amendments to the Pastoral Council for consideration. The Pastoral Council will be allowed a minimum of thirty days to consider proposals before approving or disapproving them. If approved by the Pastoral Council, the proposed amendment will be presented to the membership for its approval.

7.2 Adoption - Amendments to this constitution will be adopted only by an affirmative vote of the membership at a special-called business meeting. The quorum requirement is twenty percent of the membership roll, and the motion requires a two-thirds majority to pass.

7.3 Effectivity - Any approved change to the Constitution will become part of this constitution after the close of the business meeting at which it is adopted. Amended sections will be made available to all active Church members upon request.

7.4 Authority - Unless the proper amendment procedures outlined above are followed, no individual, council, group, or congregational action may change, supersede, void or otherwise alter the authority of this Constitution, or any of its parts.

Article 8: Changes to the Corporation

Changes in the structure or organization of the Church, such as mergers or acquisitions of other corporations, are the joint responsibility of the Pastoral Council and the Church Council. The Church Council will make a recommendation for such action to the membership, and the proposed action will proceed only if approved by the membership in a special-called business meeting per the requirements in 7.2 above.

Bylaws of Waypoint Church

Introduction

Bylaws are the operating manual for the corporate affairs of the church. The Constitution defines our biblical purpose and philosophy of ministry and declares the basic governing structure of the church. Under the Lordship of Jesus Christ, the members of the church and a plurality of leaders exercise human authority over the affairs of the church and the legal corporation. Final decision-making authority rests with the membership as a whole and not with one or more leaders, or anyone outside the local church (Matthew 18:17).

The Bylaws provide procedural details about how we implement the Constitution to govern the church as we accomplish our mission. Through the Bylaws, the membership delegates authority to the leadership structure of the church and authorizes various internal rules for decision-making and action. The Bylaws provide designated leadership with sufficient authority and flexibility to get things done with efficiency and effectiveness. Efficiency is doing things right. Effectiveness is doing the right things. The Bylaws provide for sufficient checks and balances to entrust strong pastoral leadership while providing accountability to our Constitution, to the congregation, and to the Word of God.

In order to carry out the Constitution, the following Bylaws are adopted by Waypoint Church for the government of the corporation.

Section 1.0: Membership

1.1 General

The membership of Waypoint Church, hereinafter referred to as “the Church,” is composed of individuals who are believers in the Lord Jesus Christ. Members are expected to affirm the tenets of the Constitution and Bylaws, offer evidence by their confession and their conduct that they are living in accord with God’s

call on their lives, and participate in the life of the Church through active service, regular giving, and faithful prayer.

Membership in the Church consists of all persons who have met the requirements for membership and are listed on the membership roll.

1.2 Admission of Members

Prospective members must fulfill the following requirements in order to be admitted as members of Waypoint Church:

1.2.1 Profession of faith in Jesus Christ as Lord and Savior.

1.2.2 Baptism by immersion as a believer, as a symbol of salvation.

1.2.3 Completion of the new members' class curriculum.

1.2.4 Affirmation by signature on the Membership Covenant indicating that the prospective member has read and agrees to abide by the Constitution and Bylaws and commits to meet the expectations and responsibilities of membership.

1.2.5 Interview and recommendation by a member of the Pastoral Council or their designee.

1.3 Membership by Transfer

1.3.1 Membership may be transferred from other churches of similar doctrine.

1.3.2 Transfer members must meet the requirements stated in Section 1.2.

1.4 Voting Rights of Membership

All members of the Church, age eighteen years and older, are eligible to vote on all matters presented to the membership for consideration. Each member is entitled to one vote. Voting by proxy or absentee ballot is not permitted.

1.5 Membership Renewal and Removal

Membership is reviewed and renewed on a periodic basis, but not longer than every five years. Members may be removed from the Church membership roll for the following reasons:

1.5.1 Death.

1.5.2 Request by member. A member in good standing may either transfer or resign membership by submitting a written request to the Church office.

1.5.3 Dismissal by the Pastoral Council due to disciplinary action. Members are prohibited from resigning their membership while subject to a formal disciplinary process.

1.5.4 Failure to renew their membership.

1.6 Church Discipline.

The threefold purpose of church discipline is to glorify God by maintaining purity in the local church (1 Corinthians 5:1-7), to edify believers by deterring sin and promoting purity (1 Timothy 5:20), and to promote the spiritual welfare of the offending believer by calling him or her to repent and return to a biblical standard of doctrine and conduct (Galatians 6:1).

The Lord Jesus Christ has entrusted the local church with the authority and responsibility to discipline members for flagrant sin or serious doctrinal error, with the goal of the restoration of the offender. This discipline is entrusted to the Pastoral Council and will follow the biblical pattern as set forth in Matthew 18:15-20, 1 Corinthians 5:1-13, 2 Corinthians 2:5-11, Galatians 6:1, 2 Thessalonians 3:6, Titus 3:10-11, and 2 John 7-11. Discipline may result in exclusion from participation in fellowship, ministry, and/or communion, or revocation of membership.

1.7 Restoration of Membership

The ultimate goal of all church discipline is to seek spiritual restoration to Church fellowship for any individual who has been disciplined by the Church (2 Corinthians 2:5-11). When repentance has occurred, a former member may seek reinstatement to membership. The Pastoral Council may restore membership upon confirmation that the prospective member seeking reinstatement meets the requirements found in Section 1.2.

1.8 Responsibilities of Membership

Membership within a local church carries both privileges and responsibilities. The responsibilities of membership at Waypoint Church are described in the Membership Covenant. The Membership Covenant must be approved by the Pastoral Council and the Church Council.

Section 2.0: Church Governance

2.1 Overview

Waypoint Church is governed in accordance with Article 3 of the Constitution. All decisions will be bathed in prayer, with careful consideration for unity.

2.1.1 Pastoral Council - Our Church is led by a plurality of pastors and overseen by a Pastoral Council which is chaired by the Lead Pastor. The Pastoral Council provides leadership, pastoral care and oversight of the Church. The Pastoral Council consists of men who are called according to their gifting, trained to be pastor-overseers, and affirmed by the membership. The principal responsibilities of the Pastoral Council are to govern the Church, teach the Word, and shepherd the flock of God in this Church, under the Headship of the Chief Shepherd, Jesus Christ.

2.1.2 Church Council - The Church Council is a committee of Godly men and women representing the membership. It supports, with mutual accountability, the vision set by the Lead Pastor and Pastoral Council. The principal responsibilities of the Church Council are to ensure the financial, legal and fiduciary integrity of the Church and to provide administrative support and accountability to the Lead Pastor and Pastoral Council. The Church Council serves as the Board of Trustees for the Waypoint Church Corporation. The officers of the Church Council will also serve as the officers of the Corporation.

2.1.3 Deacons - The Deacons are comprised of Godly men whose mission is to serve the Church in caring for the physical and spiritual needs of the membership in accordance with Acts 6:1-7 and 1 Timothy 3:8-13.

2.1.4 Membership - The role of the membership is to affirm the truth of the Gospel and carry out the mission of the Church of Jesus Christ. The membership gives final approval to the annual budget and the calling of the Lead Pastor and other members of the Pastoral Council. The Pastoral Council and Church Council may identify other significant matters that must be affirmed by the membership.

2.1.5. Corporation Board of Trustees. The Amended Articles of Association provide that the control, direction and management of the financial and property affairs of the Church Corporation are vested in a Board of Trustees, composed of a minimum of three Church members. The members of the Corporation may from time to time determine who is chosen as Trustee for a term of at least one year. The Bylaws provide that the members have designated the members of the Church Council to also serve as the Trustees, *ex officio*. The Articles also provide that the Officers of the Corporation consist of President, Vice President, Secretary and Treasurer, and such other offices as are created and provided for in these Bylaws. As provided above, the officers of the Church Council are also the officers of the Corporation.

2.2 Lead Pastor

2.2.1 Responsibilities - The Lead Pastor, working in conjunction with the Pastoral Council, is responsible for leading the Church to accomplish its mission (Article 5 of the Constitution).

2.2.1.1 The primary responsibility of the Lead Pastor is to study, teach, and proclaim the Gospel of the Lord Jesus Christ and the doctrines of the Christian faith, as embodied in the Old and New Testaments of the Bible and outlined in the Church's Statement of Faith (Article 4 of the Constitution).

2.2.1.2 The Lead Pastor is responsible for teaching, instructing and guiding the Church concerning Biblical truth and doctrine.

2.2.1.3 The Lead Pastor, led by the Holy Spirit, is responsible for the identification of prospective Pastoral Council members and for their spiritual development.

2.2.1.4 The Lead Pastor is responsible for providing spiritual well-being and strategic direction for the Church.

2.2.1.5 The Lead Pastor, as guided by the Holy Spirit, may engage in kingdom-building work by providing counsel and support in the community.

2.2.2 Qualifications for the Lead Pastor – The Lead Pastor must meet the qualifications for Overseer as given by Scripture in 1 Timothy 3:1-7, Titus 1:5-9, and 1 Peter 5:1-4. He must be a man called of God to be the Lead Pastor of God’s people in this Church, orthodox in theology as defined by the Statement of Faith found in Article 4 of the Church’s Constitution, and committed to living and serving in a manner consistent with the standards set forth in Scripture for Pastor/Overseer.

2.2.3 Term of Service for the Lead Pastor - The call of the Lead Pastor is an indefinite call; i.e., he serves in that capacity until resignation, removal, or death.

2.2.4 Selection of the Lead Pastor

2.2.4.1 The Lead Pastor may propose another member of the Pastoral Council to become the next Lead Pastor of the Church. The Pastoral Council and Church Council, unified through prayer, must vote to affirm the candidate. A unanimous affirmative vote is required for approval. If the vote of the councils does not carry, the process may revert to Section 2.2.4.2 in the event of a vacancy. With an affirmative vote of the Pastoral Council and Church Council, the proposed candidate for Lead Pastor will be recommended to the congregation, and the approval process concerning this candidate will proceed directly to Sections 2.2.4.4 and 2.2.4.5. In this special case, a Pastor Search Committee will not be formed.

2.2.4.2 In the event that the office of Lead Pastor is vacated, the Pastoral Council, the Church Council, and the Chairman of the Deacons will submit names to the Nominating Committee to form a seven-member Pastor Search Committee, affirmed by a vote of the membership, to identify suitable candidates for the position of Lead Pastor.

2.2.4.3 The Pastor Search Committee will prayerfully solicit names of potential candidates and will consider all candidates whose names are submitted. The Pastoral Council and Church Council must give approval for an interim pastor or an existing staff pastor to be eligible as a candidate for Lead Pastor. When, after much prayer and seeking of God, a suitable candidate is identified, the Pastor Search Committee will announce to the congregation the date(s) on which the candidate will be presented to the congregation for consideration. Opportunities will

be given for the church to meet the candidate (and his family, if applicable), hear him preach God's Word, and interact with him.

2.2.4.4 The membership will be allowed two weeks to present to the Pastoral Council in writing any concerns about the Lead Pastor candidate. The Pastoral Council must expedite their consideration and render their decision within one week.

2.2.4.5 At a duly convened special business meeting announced in advance and held within two weeks of the candidate's last appearance before the Church (unless the process of Section 2.2.4.4 has occurred), the membership will vote on the recommendation to call (employ) the candidate as Lead Pastor. A two-thirds affirmative vote is required for approval.

2.2.5 Removal of the Lead Pastor - Disciplinary action or removal must be handled in a biblical and upright manner (1 Timothy 5:19-21). Any biblically-based charges against the Lead Pastor must be brought forth by at least two witnesses and presented to the Pastoral Council. If the Pastoral Council is unable to bring resolution to the matter, then the charges must be brought before the Church Council and Chairman of the Deacons. If the matter still cannot be resolved, then the charges must be brought before the membership for a vote for resolution or removal.

2.2.6 Vacancy of the Office of Lead Pastor - In the absence of a Lead Pastor, the Pastoral Council assumes the responsibilities of the Lead Pastor, unless, in conjunction with the Church Council, they submit to the Church membership for approval the name of a candidate for interim Lead Pastor. An interim Lead Pastor will only have the responsibility to preach, unless otherwise given the additional duties of a Lead Pastor by the Pastoral Council and Church Council.

2.3 Pastoral Council

2.3.1 Responsibilities - The leadership and governance of the Church is entrusted to the Pastoral Council, led by the Lead Pastor. The Pastoral Council has comprehensive oversight for the day-to-day activities of the Church. The Pastoral Council will take special care to faithfully heed the apostle Paul's charge to the church's shepherds to teach sound doctrine (Titus 1:9) and to guard the flock from false doctrine (Acts 20:28-30). The work of the Pastoral Council is described in Acts 6:2-4, Acts 20:28, Ephesians 4:11-16, James 5:14, 1 Peter 5:1-4, 1 Timothy, 2 Timothy, and Titus.

2.3.1.1 The members of the Pastoral Council have the responsibility, according to their gifting, to teach, equip, and lead the Church membership in order to build up the body of Christ for the work of ministry.

2.3.1.2 The Pastoral Council is responsible for developing ministry leaders who are focused on the Church's mission and vision (Article 5 of the Constitution).

2.3.1.3 The Pastoral Council has the authority and responsibility to write, approve, and/or interpret statements of faith and doctrinal and biblically-related position papers for the Church.

2.3.1.4 The Pastoral Council assists the Lead Pastor in identifying and developing future Pastoral Council members.

2.3.1.5 The Pastoral Council recommends to the Nominating Committee candidates to be considered for the Church Council.

2.3.1.6 The Pastoral Council recommends to the Church Council candidates to be considered for the Nominating Committee.

2.3.1.7 The Pastoral Council assists and supports the Lead Pastor concerning all biblical truth and doctrine.

2.3.1.8 The Pastoral Council prepares, with input from all Church ministries, an annual budget for approval by the Church Council and the membership.

2.3.1.9 The Pastoral Council has final authority in the process of hiring and terminating all paid personnel with the exception of members of the Pastoral Council (See Sections 2.3.4 and 2.3.5). This process includes thorough coordination with the Church Council to ensure the financial, legal and fiduciary integrity of the Church. The Pastoral Council will develop and maintain job descriptions for all paid personnel.

2.3.1.10 The Pastoral Council is a source of accountability for the Lead Pastor.

2.3.1.11 The Pastoral Council affirms nominated officers of the Deacon Ministry Team.

2.3.1.12 The Pastoral Council assumes the responsibilities of the Lead Pastor, as stated in Section 2.2.6, in the event that the office of the Lead Pastor is vacated.

2.3.1.13 The Pastoral Council is responsible for licensing, commissioning and ordaining.

2.3.1.14 The Pastoral Council may require the qualifications of certain job descriptions to be met by pastoral or ministerial staff. The pastoral staff includes those paid personnel who are called as pastors and employed in pastoral positions as provided in their job description.

2.3.2 Qualifications for Members of the Pastoral Council – All members of the Pastoral Council must meet the qualifications for Overseer as given by Scripture in 1 Timothy 3:1-7, Titus 1:5-9, and 1 Peter 5:1-4. They are to be ordained pastors, men called of God and gifted to be overseers of God's people in this Church, orthodox in theology as defined by the Statement of Faith (Article 4 of the Constitution), and committed to living and serving in a manner consistent with the standards set forth in Scripture for Pastor/Overseer. Candidates are to be drawn from the ranks of the pastoral staff of the Church, having been mentored in their spiritual development, teaching ability, and shepherding skills by the Pastoral Council, and having served on staff for a minimum of one year (with exception of the Lead Pastor).

2.3.3 Number and Term of Service for Members of the Pastoral Council - The Pastoral Council consists of a minimum of three and no more than seven members. The call of the members of the Pastoral Council is an indefinite call; i.e., they serve in that capacity until resignation, removal, or death.

2.3.4 Selection of Members of the Pastoral Council – Candidates for selection to the Pastoral Council (with exception of the Lead Pastor) are recommended by the Lead Pastor, affirmed by vote of the Pastoral Council, and affirmed by vote of the Church Council. The Church Council presents the candidate(s) to the Church membership. The membership has two weeks to present any concerns (in writing) to the Lead Pastor. After concerns are resolved, the candidate(s) are affirmed by vote of the membership.

2.3.5 Removal of Members of the Pastoral Council

2.3.5.1 Disciplinary action or removal must be handled in a biblical and upright manner (1 Timothy 5:19-21). Any biblically-based charges against a member of the Pastoral Council must be brought forth by at least two witnesses and presented to the Pastoral Council. If the Pastoral Council is unable to bring resolution to the matter, then the charges must be brought before the Church Council and Chairman of the Deacons. If the matter still cannot be resolved, then the charges must be brought before the membership for a vote for resolution or removal.

2.3.5.2 A Pastoral Council member may be removed for organizational changes or changes in Church vision by vote of the Pastoral Council and an affirmative vote by the Church Council.

2.4 Church Council

The Church Council is to be a committee of Godly men and women, faithful believers who see their role as serving Christ and His flock. Representing the membership, the Church Council works in partnership with the Lead Pastor and the Pastoral Council to steward the assets of the Church and ensure the financial and operational health of the Church. The Church Council is accountable to the Pastoral Council and the Church membership.

2.4.1 Responsibilities - The Church Council ensures the financial, legal, and fiduciary integrity of the Church; provides support and accountability to the Lead Pastor; and provides administrative support to the Pastoral Council. The Church Council serves as the Board of Trustees for the Corporation. The officers of the Church Council also serve as the officers of the Corporation.

2.4.1.1 Ensure Financial, Legal, and Fiduciary Integrity

The Church Council is responsible to monitor, assess, and ensure the financial health of the Church in partnership with the Pastoral Council. The Church Council is authorized to act on behalf of the Church membership in all financial matters, in accordance with the subsections below.

2.4.1.1.1 The Church Council reviews and approves an annual budget as prepared by the Pastoral Council. The Church Council will then recommend the annual budget for approval to the membership.

2.4.1.1.2 The Church Council reviews for approval any proposed individual non-budgeted expenditures or budget reallocations ranging between one percent and ten percent of the current annual budget. The Church Council reviews for approval any proposed non-budgeted projects or budget reallocations whose cumulative total ranges between one percent and ten percent of the current annual budget.

2.4.1.1.3 The Church Council reviews and recommends to the membership for approval any proposed individual non-budgeted expenditures or budget reallocations exceeding the total of ten percent of the current annual budget. The Church Council also reviews and recommends to the membership for approval any proposed non-

budgeted projects or budget reallocations whose cumulative total exceeds ten percent of the current annual budget.

2.4.1.1.4 The Church Council ensures that the Church, as a corporation, fulfills all legal requirements for a not-for-profit corporation in the State of Missouri. As safeguards of a public trust, Church Council members are responsible for protecting the Corporation's assets.

2.4.1.2 Provide Support and Accountability - The Church Council is a source of encouragement and accountability for the Lead Pastor. The Church Council provides prayer, counsel, and feedback to the Lead Pastor. The Church Council supports the Lead Pastor as he identifies God's vision for the Church.

2.4.1.3 Provide Administrative Support

2.4.1.3.1 The Church Council, whose members also serve as Trustees of the Corporation, has the responsibility to create policies and procedures related to the Council's fiduciary, financial, and legal responsibilities, bearing in mind the oversight responsibility of the Pastoral Council.

2.4.1.3.2 As requested by the Pastoral Council, the Church Council is a resource in planning, budgeting, and staffing.

2.4.2 Qualifications

2.4.2.1 Those serving on the Church Council must be Church members noted for their commitment to the Lord Jesus Christ, their Godly character, and their significant administrative and leadership gifting (1 Corinthians 12:28). They must have a demonstrable record of service to the Church and must be noted for their support of the Lead Pastor and the Pastoral Council in their leadership of the Church. They must be men or women of evident Christian grace and courtesy in all their dealings. They must have been members of the Church for at least twenty-four months prior to their election to the Church Council.

2.4.2.2 All Church employees, as well as their immediate family members (spouse, parents, children whether by blood or marriage), are not eligible to serve on the Church Council. Immediate family members (spouse, parents, children whether by blood or

marriage) of current members of the Church Council are also not eligible to serve on the Church Council during their term of service.

2.4.3 Number and Term of Service

2.4.3.1 The Church Council is composed of seven individuals from the Church membership. The Lead Pastor is a non-voting ex-officio member of the Church Council, with the exception of votes involving the removal of a Church Council member (see Section 2.4.5 – Vacancy and Removal).

2.4.3.2 Each Church Council member, including officers, initially serves one term of three years. If requested by the Pastoral Council and approved by a majority of the Church Council, a member may continue to serve additional one-year terms, not to exceed eight years. Previous members are eligible to return to service after one year off. Terms begin October 1 and end September 30.

2.4.4 Selection - When vacancies occur on the Church Council, the Pastoral Council recommends to the Nominating Committee two or more candidates for each vacancy. The Nominating Committee presents one candidate for each vacancy, to be affirmed by the Church membership at a duly convened business meeting.

2.4.5 Vacancy and Removal - A Church Council position is declared vacant upon completion of a member's term, their resignation, death, or removal from the position. Any biblically-based charges against a member of the Church Council must be brought forth by at least two witnesses and presented to the Pastoral Council for consideration. If the Pastoral Council recommends removal, the charges are brought to the Church Council for consideration. In the case of removal, the Lead Pastor may cast a vote; the Church Council member under consideration of removal must not vote. If the Church Council votes affirmatively to remove the member, the Church Council will then present the recommendation for removal to the Church membership to be affirmed at a duly convened business meeting.

2.4.6 Officers of the Church Council - The Pastoral Council recommends persons to be officers of the Church Council, who then must be approved by a vote of the Church Council.

2.4.6.1 Chairman - A Church Council member must serve as Chairman. The Chairman is also the President of the Corporation. The Chairman presides over the meetings of the Church Council.

2.4.6.2 Vice-Chairman - A Church Council member must serve as Vice-Chairman. The Vice-Chairman is also the Vice-President of the Corporation. The Vice-Chairman or their designee is responsible for maintaining minutes for all Church Council meetings and Church business meetings.

2.4.6.3 Treasurer - A Church Council member must serve as Treasurer. The Treasurer is also the Secretary and Treasurer of the Corporation (the Church). The Treasurer is responsible for presenting the Church financial statements to the Church Council, the Pastoral Council, and the Church membership.

2.4.7 Committees of the Church Council - The Church Council may establish subcommittees as needed to assist in the performance of their duties. These committees answer to the Church Council unless otherwise noted. Committee members and their chairs are appointed jointly by the Chairman of the Church Council and the Lead Pastor. Committees of the Church Council must be chaired by a Church Council member or a designee of the Church Council.

2.4.8 Meetings of the Church Council - The Church Council meets as necessary, and on such dates, as it shall fix from time to time. At a minimum, the Church Council meets at least eight times each year. For votes on normal business of the Church Council, at least two-thirds of the members must be present (in person or via electronic means) to constitute a quorum. All members must be present (in person or via electronic means) to constitute a quorum for the following actions: selection of officers, consideration of expenditures in excess of ten percent of the annual budget, removal of the Lead Pastor or a member of the Pastoral Council, and any other situations deemed critical by the Chairman. In the case of removal of a Church Council member, the member under consideration for removal may be present to hear the charges against him or her and will be allowed to make a defense, but cannot vote (per Section 2.4.5) and may leave the meeting before a vote is taken if he or she so desires. Unless otherwise specified in this section, all elections and all questions are decided by a simple majority affirmative vote of those members in attendance at a meeting at which a quorum is present.

2.5 Nominating Committee

A Nominating Committee is maintained as a standing committee of the Church Council, and thus is accountable to the Church membership.

2.5.1 Responsibilities

2.5.1.1 The Nominating Committee is responsible for bringing to the Church membership for approval the names of suitable nominees to serve on the Church Council, the Pastor Search Committee, and any additional committees.

2.5.1.2 Each potential position and nominee will be carefully considered, with the Committee's final decisions bathed in prayer. The Nominating Committee serves in a spirit of cooperation with the Pastoral Council and the Church Council in carrying out its assigned responsibilities.

2.5.2 Qualifications - Members of the Nominating Committee must have been members of the Church for at least twelve months prior to their election to the Committee. They must be committed to the Lord Jesus Christ. They must have a demonstrable record of committed, biblical servanthood, are noted for their support of the Church's mission, and for their encouragement of the leadership of the Church. All Church employees, as well as their immediate family members (spouse, parents, children by blood or marriage), are not eligible to serve on the Nominating Committee. Immediate family members (spouse, parents, children by blood or marriage) of current members of the Nominating Committee are also not eligible to serve on the Nominating Committee during their term of service.

2.5.3 Number and Term

2.5.3.1 The Nominating Committee is composed of five members. Each member serves one term of two years. If requested by the Pastoral Council and the Church Council, members may serve one additional term of two years. Upon completing a second term, a member will then be ineligible for re-election to the Committee for a period of one year.

2.5.3.2 Terms begin October 1 and end September 30. A rotation system will be established by the Committee, thus ensuring stability and continuity of leadership.

2.5.4 Selection

2.5.4.1 When a vacancy occurs on the Nominating Committee, the Pastoral Council submits to the Church Council a list of names – at least two names for each vacant position – of potential Nominating Committee members. From that list, the Church Council may choose one name for each vacant position to submit to the Church membership.

2.5.4.2 The Church Council submits to the Church membership, in a duly convened business meeting, their slate of candidates to fill the vacant position(s) on the

Nominating Committee. Only one name per vacant position may be presented. Substitution of individual names on this slate via nominations from the floor is not permitted. The Church Council slate must be voted upon by ballot. Each individual nominee must be approved by the Church membership by a two-thirds affirmative vote. In the event that any nominee is not acceptable to the Church membership, the Church Council, after careful prayer and consultation, selects a new nominee(s) per the process outlined above.

2.5.4.3 It is the responsibility of the Church Council to appoint who shall serve as the Nominating Committee's Chair and Vice-Chair.

2.5.5 Removal - A Nominating Committee position is considered vacant upon the death or resignation of the member, or removal for cause from his/her position by action of the Church Council.

2.6 Resolution of Conflicts

Should conflicts arise over the interpretation or application of these Bylaws or the Constitution, including the authority delegated to individuals, Councils, or committees, the first recourse will be mutual discussion and prayer, bearing in mind the necessity for Christian love and unity. If resolution cannot thus be achieved, the Pastoral Council and the Church Council will jointly assemble a Conflict Resolution Committee consisting of at least the following people: the Lead Pastor or his designee, another member of the Pastoral Council, two members of the Church Council, the Chairman of Deacons, and two at-large members from the Church membership. A majority decision by that committee will stand.

Section 3.0: Ministry Teams

3.1 General

3.1.1 Ministry teams are developed by the pastoral staff to help the Church accomplish its vision. The pastoral staff has primary responsibility for identifying, recruiting, equipping, and leading all Church members to be in ministry (Ephesians 4:11-16).

3.1.2 All ministry team leaders must be members of the Church and must affirm the Church's purpose statement, faith statement, and philosophy of ministry, as presented in Articles 4 and 5 of the Constitution. Each ministry team leader must give testimony of God's call to the ministry he or she will lead.

3.2 Deacon Ministry Team

The office of deacon is identified in the New Testament (Acts 6:1-7); therefore, the Deacon Ministry Team is a standing ministry team of the Church. The Deacon Ministry Team will serve the Church through benevolence work, visiting the sick, promoting unity within the Church, and supporting the pastoral staff in ministering to the physical and spiritual needs of the congregation.

3.2.1 Responsibilities

As servants of the Church, the responsibilities of the deacons are:

3.2.1.1 To assist the Pastoral Council and pastoral staff in the care of the Church.

3.2.1.2 To provide support consistent with their giftedness and calling to ministry, as requested by the Pastoral Council, the Church Council, or the pastoral staff.

3.2.1.3 To assist in the administration of the benevolence funds of the Church, as directed by the pastoral staff.

3.2.1.4 To assist in the ordinances of the Church, preparing and serving the Lord's Supper and assisting in administering believer's baptism.

3.2.1.5 To assist the Pastoral Council in identifying men to serve in the office of deacon.

3.2.2 Qualifications

3.2.2.1 The deacons must be men who meet the qualifications for deacon as given by Scripture in 1 Timothy 3:8-13. Each deacon must be a man called of God to serve God's people in this Church, orthodox in theology as defined by the Statement of Faith (Article 4 of the Constitution), and committed to living and serving in a manner consistent with the standards set forth in Scripture for deacons (Acts 6:1-7 and 1 Timothy 3:8-13).

3.2.2.2 The deacons must be men who are called according to their gifting.

3.2.2.3 To be eligible for nomination and election as a deacon, one must have been an active member of this Church a minimum of one year prior to nomination, except in the case of an ordained deacon who has served in that office for at least one year in a sister church of like faith and order.

3.2.2.4 A deacon must be diligent in his stewardship and service to the Church.

3.2.3 Organization and Term

3.2.3.1 The Deacon Ministry Team determines, with oversight and approval by the Pastoral Council, the organization and rules needed to fulfill their mission and ministry, including the number of deacons required for service. Additional information regarding organizational structure for the Deacon Ministry Team is available in the Deacon Ministry Guide, which serves as the policy and procedures for the Deacon Ministry Team, as required by Section 7.2.1.

3.2.3.2 The call of a deacon is an indefinite call; i.e., he serves in that capacity until resignation, removal by the Church membership, or death.

3.2.3.3 The Deacon Ministry Team nominates such officers as necessary to carry out their duties. The selection of these officers must be affirmed by the Pastoral Council. The term of office for all officers of the Deacon Ministry Team is three years. If requested by the Pastoral Council and approved by a majority vote of the Deacon Ministry Team, an officer may continue, in his current position, to serve additional one-year terms, not to exceed eight years.

3.2.4 Selection

3.2.4.1 The Deacon Ministry Team will initiate the annual process of selecting men to serve in the office of deacon. Men nominated and approved by the Pastoral Council and the Deacon Ministry Team as qualified to be deacons, are affirmed by the membership in a duly convened Church business meeting. Nominations from the floor are not permitted. Each candidate must be confirmed by a majority vote of the Church members present and voting.

3.2.4.2 Newly elected deacons will take office immediately.

3.2.4.3 Men who are elected by the Church to serve as deacons serve a one-year probationary term, at which time the deacon may be ordained by the Church upon recommendation of the Deacon Ordination Council.

3.2.5 Removal - Disciplinary action or removal of a member of the Deacon Ministry Team must be handled in a biblical and upright manner (1 Timothy 5:19, Matthew 18:15-17). Any charges against a member of the Deacon Ministry Team must be brought forth by at least two witnesses and presented to the Chairman of Deacons. If he is not able to resolve the matter it must be presented to the Pastoral Council. If the matter still cannot be resolved, then the charges must be brought before the Church membership for resolution.

Section 4.0: Finance

4.1 General

4.1.1 The fiscal year of the Church is October 1 through September 30.

4.1.2 Three parties share responsibility for the financial concerns of the Church: the Church membership, the Church Council, and the Pastoral Council. These responsibilities are outlined below.

4.2 Financial Responsibilities of the Church Membership

4.2.1 The membership approves the annual budget at the annual business meeting of each year, which will be held in the fourth quarter of the fiscal year.

4.2.2 The membership approves all non-budgeted expenditures or budget reallocations exceeding ten percent of the current annual budget, including proposed non-budgeted projects whose cumulative total exceeds ten percent of the current annual budget.

4.2.3 The membership approves any recommendation from the Church Council regarding the acquisition, purchase, or sale of real property, construction of new buildings, and/or the borrowing of funds.

4.2.4 Approval of the membership for the matters in Sections 4.2.1 through 4.2.3 must be sought in annual business meetings, or in duly convened special business meetings, as appropriate. Approval of matters listed in Sections 4.2.1 and 4.2.2 requires an affirmative vote by a majority of Church members voting at a duly convened meeting at which a quorum is present. Approval of items under Section 4.2.3 requires an affirmative vote by two-thirds of members voting at a duly convened meeting at which a quorum is present. If the membership does not approve any matter submitted to it, the Pastoral Council and the Church Council may revise and resubmit the proposal to the membership.

4.3 Financial Responsibilities of the Church Council

4.3.1 The principal financial responsibility of the Church Council, acting on behalf of the Church membership, is to ensure the financial, legal, and fiduciary integrity of the Church.

4.3.2 The following are specific financial responsibilities of the Church Council:

- 4.3.2.1** Review and approve the proposed annual budget prepared by the Pastoral Council, and recommend it to the Church membership for approval.
- 4.3.2.2** Review and approve all compensation packages for the Church staff.
- 4.3.2.3** Review and approve monthly financial reports.
- 4.3.2.4** Provide the membership with a semi-annual financial report.
- 4.3.2.5** Review for approval any proposed individual non-budgeted expenditures or budget reallocations ranging between one percent and ten percent of the current annual budget.
- 4.3.2.6** Review for approval any proposed non-budgeted projects or budget reallocations whose cumulative total ranges between one percent and ten percent of the current annual budget.
- 4.3.2.7** Review and recommend to the membership for approval any proposed individual non-budgeted expenditures or budget reallocations exceeding the total of ten percent of the current annual budget.
- 4.3.2.8** Review and recommend to the membership for approval any proposed non-budgeted projects or budget reallocations whose cumulative total exceeds ten percent of the current annual budget.
- 4.3.2.9** Select an independent certified public accountant (CPA) for a comprehensive annual audit, review or compilation.
- 4.3.2.10** Review the CPA's report and make it available to the membership.
- 4.3.2.11** Establish and periodically review appropriate internal controls to safeguard organizational assets.
- 4.3.2.12** Establish and periodically review a conflict of interest policy for the Church.
- 4.3.2.13** Develop financial policies for the Church, bearing in mind the oversight responsibility of the Pastoral Council.

4.4 Financial Responsibilities of the Pastoral Council

4.4.1 The Pastoral Council prepares an annual budget, with input from the ministry team leaders, for approval by the Church Council and the Church membership.

4.4.2 The Pastoral Council prepares monthly financial reports for approval by the Church Council.

4.4.3 The Pastoral Council and the Church Council work together to develop financial policies that will enable the Church Council to meet its fiduciary responsibilities.

4.5 Summary of Financial Responsibilities

All non-budgeted expenditures and budget reallocations require the following approvals:

Pastoral Council approval followed by Church Council notification:	Less than 1% of annual budget;
Church Council approval:	1% to 10% of annual budget;
Church membership approval:	More than 10% of annual budget.

Section 5.0: Business Meetings

5.1 Place

Business meetings are held on the Church property, unless otherwise specified. As approved by the Church Council and with adequate notice of a location change as provided in Section 5.4, a business meeting may be held at an off-site location that can accommodate the membership. As approved by the Church Council, the church may also conduct an online business meeting according to Section 5.6.

5.2 Annual Business Meeting

The annual business meeting will be in the fourth quarter of each fiscal year, with the date to be set by the Church Council. The meeting will be conducted immediately after each worship service or a combined meeting held immediately after the last worship service and livestreamed to all campuses, unless specified otherwise. A quorum consists of those Church members present and voting, provided the number voting at all worship services across all campuses represents at least ten percent of the average adult attendance of all worship services across all campuses of the previous three weeks.

5.3 Special Business Meetings

5.3.1 Special business meetings may be called by the Pastoral Council or Church Council to conduct Church business. No business shall be transacted at a special business meeting other than that stated in the meeting notice.

5.3.2 Duly convened special business meetings may be held after each worship service or a combined meeting held immediately after the last worship service and livestreamed to all campuses, unless specified otherwise. A quorum consists of those Church members present and voting, provided the number voting at all worship services across all campuses represents at least ten percent of the average adult attendance of all worship services across all campuses of the previous three weeks except for the cases noted in Section 5.3.3 below.

5.3.3 A duly convened special business meeting for the purpose of calling or removing a Lead Pastor or other member of the Pastoral Council, amendments to the Constitution or Bylaws, or other important issues as determined by the Pastoral Council or Church Council, may be held as a combined meeting immediately after the last worship service at all campuses, unless specified otherwise. The quorum requirement is twenty percent of the membership roll, and the motion requires a two-thirds majority to pass.

5.4 Notice Requirements

At least two weeks prior to any business meeting, notice will be given to the congregation. Notice of the meeting and its agenda will be provided in the worship service bulletin – in its printed and/or digital form -- for two sequential weeks before the meeting. For a vote to be taken on an issue, it must be on the agenda.

5.5 Meeting Procedures

5.5.1 Voting - All members of the Church ages eighteen years and older are eligible to vote. A simple majority of the quorum is required to pass a motion unless specified elsewhere in these Bylaws. In case of a tie vote, the motion is defeated. Unless specified elsewhere in these Bylaws, voice vote may be utilized. A ballot vote must be used during voting on the annual budget, financial issues, or the selection or removal of members of the Pastoral Council. Neither absentee nor proxy voting is permitted.

5.5.2 General Procedure

5.5.2.1 All Church business meetings are moderated by the Lead Pastor or his designee from the Pastoral Council, or the Church Council. If the office of Lead Pastor is vacant, a senior member of the Pastoral Council or the Church Council will moderate the meeting.

5.5.2.2 All business meetings are conducted, first and foremost, under Christian principles. All business is conducted according to Robert's Rules of Order Newly Revised as needed.

5.5.2.3 If any Church member has an issue for discussion and vote at a special business meeting, he or she must submit it to the Church Council for consideration and possible inclusion in the duly convened special business meeting agenda.

5.6 Online and Emergency Meetings

5.6.1 Online Meeting As approved by the Church Council, the church may conduct an online business meeting. All regular procedures and requirements for business meetings will be applicable to online business meetings with the following noted exceptions. Notice of the meeting must clearly indicate that the meeting will be conducted online and provide the appropriate steps for joining the meeting. The church will utilize a secure digital conferencing method to hold the online meeting. The church will utilize a secure digital voting method during the online meeting to collect votes from church membership.

5.6.2 Emergency Meeting

5.6.2.1 In the event of a declared state disaster or emergency, as provided in R.S. Mo Section 190.275, or comparable emergency situations, when a membership meeting is not reasonably possible, in the discretion of a majority of the Church Council, corporate actions may be approved by simple majority of the council, acting through digital media, in a manner similar to or consistent with R.S. Mo. Section 355.376, such that the Church Council may permit any or all council members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members of the council participating may simultaneously hear each other during the meeting. A member of the Church Council participating in a meeting by this means is deemed to be present in person at the meeting. In the alternative, the Church Council may also act in writing by unanimous consent resolution, in lieu of a meeting, in a manner consistent with R.S. Mo Section 355.381.

5.6.2.2 In an emergency as described in 5.6.2.1, any regular or special called meeting of the membership or meeting of the Church Council may be canceled by vote of a majority of the Church Council, with voting permitted by digital or other reasonable means, in which case the Church Council has authority to extend terms of offices and make other adjustments necessary to comply with corporate formalities, all subject to ratification by the membership at the next available meeting of the membership.

Section 6.0: Church Meetings

6.1 Regular Worship Meetings

The Church holds regular weekly meetings to praise and worship our Lord and Savior Jesus Christ, and to proclaim his Word.

6.2 The Lord's Supper

Not less than once each quarter, the Church holds a worship meeting wherein the Christian ordinance of the Lord's Supper is observed.

6.3 Baptism

The Christian ordinance of baptism is administered when requested by scripturally qualified candidates.

6.4 Facility Use

The Church facilities have been provided through God's benevolence, and by the sacrificial generosity of Church members. The Church, consistent with its faith, moral teachings, and religious practices, which are based upon the Holy Bible, and represented in, among other places, the Church's Constitution, Bylaws and policies, desires that its facilities be used to bring glory to God and to accomplish His Church's mission.

Although the facilities are generally not available to outside organizations or the public, from time-to-time, the Church will approve the use of our facilities for partner organizations, and for certain religious ceremonies and community events as a witness to our faith, in a spirit of Christian charity, and as a means of demonstrating the Gospel of Jesus Christ in practice.

Additionally, the use of our Church facilities will not be permitted to groups or individuals holding or advocating beliefs or practices that conflict with the Church's faith, moral teachings, and religious practices (2 Corinthians 6:14-16, 1 Thessalonians 5:22).

This policy applies to all Church facilities, regardless of whether the facilities are connected to the Church's sanctuary, including, but not limited to, the REALM, the mission house, the parking lots, children's playground, and landscaped areas. The Church sees all its property as set apart for the worship of God, consistent with our faith, moral teachings, and religious practices (Colossians 3:17). Further details are presented in the Waypoint Church Facility Use Policy.

Section 7.0: Church Records, Policies, and Procedures

7.1 Church Records

7.1.1 The Church will maintain, at a minimum, the following records and reports:

7.1.1.1 A system of financial records which will supply accurate and detailed information on contributions, receipts, disbursements, balances, and the financial condition of the Church.

7.1.1.2 Written minutes of all Church business meetings and meetings of the Church Council.

7.1.1.3 A record of the members of the Church, setting forth the names and addresses of the members.

7.1.1.4 Annual contribution records for all contributors.

7.1.1.5 The annual audit, review or compilation of the Church's financial records, after the close of each fiscal year.

7.1.1.6 The Church's Articles of Association (incorporation), the Constitution, and the Bylaws.

7.1.1.7 The Church's annual budget.

7.1.1.8 The reports required by Section 4.0 of these Bylaws.

7.1.2 These records and reports must be retained by the Church office for access by Church members, except those which require confidentiality (e.g., contribution statements) or those that have exceeded a retention schedule in accordance with the laws of the state and federal government.

7.2 Policies and Procedures Manuals.

7.2.1 The Pastoral Council has the responsibility to oversee and approve the preparation of Church policy documents and procedures. The Pastoral Council may delegate the creation and approval process for these items as appropriate while maintaining oversight. For example, the Church Council may draft items with input from Church staff and ministry team leaders. Areas covered must include membership, personnel, finance, ministry teams, use of Church facilities, and any other areas deemed appropriate by the Pastoral Council. All Church policies must, first, be in thorough accordance with Holy Scripture, and secondly, not contradict, overrule, or nullify the content or intent of the Constitution or these Bylaws.

7.2.2 The Church Council, whose members also serve as Trustees of the Corporation, has the responsibility to create policies and procedures related to the Council's fiduciary, financial, and Missouri state and other legal responsibilities, bearing in mind the oversight responsibility of the Pastoral Council.

7.2.3 Any policies, procedures, and manuals in use at the time of the adoption of these Bylaws will continue in force until revised. Copies of all these documents and manuals will be retained by the Church office for review by Church members.

7.2.4 The Personnel Policy manual includes (or incorporates by reference) job descriptions for all Church employee and volunteer positions, including the Pastoral Council and other pastoral staff; administrative and custodial staff; members of the Church Council; deacons; counselors; and leaders, teachers, and workers in children's and student ministries.

7.2.5 Any suggested changes to the policy and procedure documents and manuals must be submitted to the Church Council for review and recommendation, and must be approved by the Pastoral Council.

7.3 Indemnification

7.3.1. Actions Subject to Indemnification - The Church may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action by or in the right of the Church) by reason of the fact that the person is or was a pastor, Pastoral Council member, Church Council member, deacon, trustee, employee, or authorized agent of the Church, against expenses, attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with the action, suit or proceeding; and if that person (a) acted in good faith; (b) acted in a manner he/she reasonably believed to be in or not opposed to the best interests of the Church and (c) with respect to any criminal action or proceeding, had no reasonable cause to believe her/his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he/she reasonably believed to be in or not opposed to the best interest of the Church and, with respect to any criminal action or proceeding, had no reasonable cause to believe that her/his conduct was unlawful.

7.3.2. Expenses Subject to Indemnification - To the extent that a pastor, Pastoral Council member, Church Council member, deacon, trustee, employee, or authorized agent of the Church has been

successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Section 7.3, or in defense of any claim, issue, or matter in that action, suit, or proceeding, she/he shall be indemnified against expenses, attorneys' fees, actually and reasonably incurred by her/him in connection with the action, suit or proceeding.

7.3.3. Limitations of Indemnification - Any indemnification made under this Section 7.3 may be made by the Church only as authorized in the specific case on a determination that indemnification of the pastor, Pastoral Council member, Church Council member, deacon, trustee, employee, or authorized agent of the Church is proper in the circumstances because he/she has met the applicable standards of conduct set forth in Section 7.3.1 or 7.3.2. The determination shall be made (a) by a majority vote of quorum consisting of the Church Council, who were not and are not parties to or threatened with the action, suit or proceeding; (b) by independent legal counsel in a written opinion if the described quorum is not obtainable or if a majority vote of a quorum of disinterested Church Council so directs; or (c) by a majority vote of the members of the Church.

7.3.4. Timing of Indemnification - Expenses of each person seeking indemnification under this Section 7.3, may be paid by the Church as they are incurred, in advance of the final disposition of the action, suit or proceeding, as authorized by the Church Council in the specific case, on receipt of an undertaking by or on behalf of the pastor, Pastoral Council member, Church Council member, deacon, trustee, employee, or authorized agent of the Church, to repay the amount if it is ultimately determined that he/she is not qualified to be indemnified by the Church.

7.3.5. Extent of Indemnification - The indemnification provided by this Section 7.3 shall be deemed to be discretionary unless otherwise required as a matter of law (State of Missouri) or under any agreement or as provided by insurance purchased by the Church, both as to action of each person seeking indemnification under this Section 7.3 in her/his official capacity and as to action in another capacity while holding that office, and may continue as to a person who has ceased to be a pastor, Pastoral Council member, Church Council member, deacon, trustee, employee, or authorized agent of the Church and shall inure to the benefit of the heirs, executors and administrators of that person.

7.3.6. Insurance - The Church may purchase and maintain insurance on behalf of any person who is or was a pastor, Pastoral Council member, Church Council member, deacon, trustee, employee, or authorized agent of the Church against any liability asserted against her/him and incurred by her/him in that capacity or arising out of her/his status in that capacity, whether or not the Church would have the power to indemnify her/him against liability under the provisions of this Section 7.3.

Section 8.0: Amendment of Bylaws

8.1 Amendment

These Bylaws may be amended according to the following rules:

8.1.1 Proposed amendments must be brought to the Church membership for consideration and approval at the annual business meeting or a duly convened special business meeting.

8.1.2 A Church member or group of members may submit proposed amendments to the Pastoral Council or the Church Council for approval, which are allowed a minimum of thirty days to consider proposals before approving or disapproving them. Additionally, the Pastoral Council or the Church Council may initiate proposed amendments. If approved by both the Pastoral Council and the Church Council, the proposals will be submitted to the Church membership for its approval at a business meeting per Section 5.2 or 5.3, with notice of the meeting provided per Section 5.4.

8.1.3 The text of any proposed amendments which will be recommended to the Church membership at a business meeting will be made available to the congregation for their consideration at least thirty days prior to that business meeting.

8.2 Effectivity of Changes

Any change to the Bylaws approved as described above will become part of the Bylaws after the close of the Church business meeting at which it is adopted. The revised section will be made available at the Church office upon request.

8.3 Conflicts

Unless proper amendment procedures outlined above are followed, no action by an individual or group may change, supersede, void or otherwise alter the authority of these Bylaws, or any of their parts, including the authority delegated to individuals, Councils, or committees under the provisions described elsewhere in these Bylaws. Should conflicts arise over the interpretation or application of these Bylaws, the Pastoral Council and the Church Council will jointly assemble a Conflict Resolution Committee consisting of, at a minimum, the following people: the Lead Pastor or his designee, another member of the Pastoral Council, two members of the Church Council, the Chairman of Deacons, and two at-large members from the Church membership. Any majority decision by that committee will stand.

8.4 Transition Period

This section provides for an orderly transition from the organizational structure required by the Church's current Bylaws to that required by these Bylaws. This section (8.4 Transition Period) will be stricken from these Bylaws twelve months from the date of adoption.

8.4.1 The current Executive Team of pastors as defined by the Lead Pastor will constitute the initial membership of the Pastoral Council.

8.4.2 The current members of the Board of Stewards will constitute the initial membership of the Church Council (and thus the Board of Trustees also, per Section 2.4.1).

8.4.3 These Bylaws will not require changes to current staff, committees, or ministry teams.

8.4.4 All Church policy documents, procedures, and manuals, both those previously existing and those required by these Bylaws, must be submitted to the Pastoral Council for review within nine months of the approval of these Bylaws

Section 9.0: Definition

Wherever in these Bylaws the term "men," "man," "he," "him," "male," or "women," "woman," "she," "her," or "female" appears, it refers to the biological sex at birth of the person referenced.