

BYLAWS FOR Aulne Church

PREAMBLE

For the purpose of establishing and maintaining a place for the worship of Almighty God, our Heavenly Father; to provide for Christian fellowship for those of like precious faith where the Holy Spirit may be honored according to our distinctive testimony; to assume our share of responsibility and the privilege of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands; we, the congregation and Administrative Board, do hereby recognize ourselves as a sovereign church of God as defined in Article VII of the Bylaws of the Aulne Church, and declare that we hereby adopt the following articles of church order and submit ourselves to be governed by them.

ARTICLE I. NAME

The name of this corporation (hereinafter referred to as "church," "this church" or "the church") is Aulne Church, of rural Marion County, State of Kansas.

ARTICLE II. PURPOSE AND PREROGATIVES

The purpose of this church shall be to:

- a. Encourage and promote the evangelization of the world.
- b. Establish and maintain the worship of God the Father, God the Son, and God the Holy Spirit.
- c. Provide a basis of fellowship among fellow believers.
- d. Encourage and promote the spiritual growth and discipleship of believers.
- e. To respond to human need with ministries of service and compassion.
- f. Own, hold in trust, use, sell, convey, mortgage, lease, or otherwise acquire or dispose of such property (real or chattel) as may be needed for accomplishing the mission of the church.

ARTICLE III. AFFILIATION AND RELATIONSHIP

This church recognizes that it is an independent church, and not affiliated as a member of any ministry network or denomination.

ARTICLE IV. PRINCIPLES FOR FELLOWSHIP

This church shall as nearly as possible represent the body of Christ as described in the New Testament, recognizing the principles inherent in that body as also inherent in this fellowship, particularly the principles of unity, fellowship, cooperation, and equality.

ARTICLE V. TENETS OF FAITH

This church accepts the Bible as our all-sufficient rule for faith and practice. This church adopts as its tenets of faith that which will be defined, approved and recorded by the Administrative Board of Aulne Church.

ARTICLE VI. MEETINGS

Section 1. Order of Business:

In order to expedite the work of the church business meetings and the Official Board meetings and to avoid confusion in deliberations, all meetings shall be governed by the accepted rules of parliamentary procedure in keeping with the spirit of Christian love and fellowship under the guidance of the Holy Spirit. The parliamentary authority shall be *Robert's Rules of Order, (any current edition)*, and it shall apply when it is not inconsistent with the Bylaws or any special rules of order that this church may adopt in the future.

Section 2. Membership Meetings:

- a. Annual: The annual meeting of the members (partners) of this corporation shall be held no later than the 31st day of December, in each year. Notice of said meeting shall be provided in printed or electronic format and made available to the partners not less than ten (10) nor more than fifty (50) days before the date of said annual meeting.
- b. Special: Special meetings of the partners of this corporation may be called from time to time at the discretion of the Pastor, the Administrative Board, or by petition listing twenty percent (20%) of the active partnership of this church. Notice of all special meetings shall be given by the Secretary (officer on the Administrative Board) and shall state the purpose or purposes for which the meeting is to be called. Notice of said meeting shall be provided in printed or electronic format and made available to the partners not less than ten (10) nor more than fifty (50) days before the date of said business meeting. No other business shall be considered at any special meeting other than that described in said notice.
- c. Voting Rights: Each member (partner) shall be entitled to one vote. Voting by proxy or absentee ballot shall not be allowed. Members shall vote on matters listed in Article VII., Section 2.
- d. Quorum: The members present at any duly called business meeting shall constitute a quorum.
- e. Adoption: The vote of a majority of those votes entitled to be cast by the members present shall be necessary for adoption of any matter voted upon by the members unless a greater proportion is required by laws, the Articles of Incorporation, or the Bylaws.

Section 3. Administrative Board

- a. Regular: The Official Board of this corporation shall hold regular monthly board meetings and such special meetings as they shall deem necessary for the competent management of the affairs of the corporation.
- b. Special: Special meetings may be called as needed by the lead pastor, the chairman or vice-chairman of the Administrative Board, providing at least one day's notice to all directors. This period may be shortened by mutual consent. Meetings may be conducted in person or by conference call, or electronic means. Neither the business to be transacted at, nor the purpose of, any regular meeting need be specified.
- c. Quorum: One-half of the members of the Administrative Board shall constitute a quorum.
- d. Notice and Consent: The Administrative Board shall not meet without notification to the lead pastor.
- e. Nomenclature: The Administrative Board shall be referred to as the official board, and individual members as board members at Aulne Church.

ARTICLE VII. MEMBERSHIP

Membership in this church shall be open to all those who give evidence of their faith in the Lord Jesus Christ and who voluntarily subscribe to its tenets of faith and agree to be governed by its Bylaws as herein set forth. **Members shall also be called partners and agree to a partnership relationship through volunteer service and financial support of the church.**

Section 1. Partners (Voting Members)

All persons who qualify for membership as noted above and whose names appeared on the original Membership Roll of Aulne Church at the time that it was first organized, together with those names that have been added, shall constitute the legal voting membership of the church, providing they are sixteen (16) years of age or over, who are living consistent Christian lives, who are in agreement with our statement of faith, and who regularly attend and financially support the church. **Note:** All pastoral staff automatically receive voting member status.

Section 2. Voting Rights

Partners (voting members) of Aulne Church shall have the right to vote on the following matters:

- a. Real Property Transactions: Partners shall vote on any real property transaction with a purchase or sale price over \$100,000. Upon receiving approval of the transaction via a majority vote of the voting members/partners present at any regular or special called business meeting, the officers of the corporation shall be legally empowered to complete the purchase and or sale.
- b. Election of Lead Pastor: The partners/voting members shall be empowered to vote on the selected lead pastor candidate as specified within these bylaws.
- c. Amendments to These Bylaws: The partners/voting members of this church shall vote on any amendments to these bylaws, with a 60% affirmative majority vote required to approve the amendment(s). Notification of such proposed amendments shall be submitted and made available

to partners at least two weeks prior to the business meeting in which they are considered for adoption.

d. Other Matters of Business: The administrative board may bring any item of business they deem of sufficient weight or portent to the partners for a vote at any regular or specially called business meeting.

Section 3. Non-Voting Partners

Non-voting membership/partnership shall be available for persons under sixteen (16) years of age who give evidence of having received Christ as personal Savior, and who meet the qualifications for membership established by this church. Upon reaching the age of sixteen (16) years, non-voting members shall automatically become voting members.

Section 4. Honorary Partners/Non-Active Partners

Honorary partners shall consist of those who have entered the ministry as pastors, evangelists, missionaries, religious educators, or those serving in the Armed Services, making it impossible to serve as active partners. Honorary partnership recognition shall continue as long as the member maintains a consistent Christian life, remains sound in doctrine, and maintains a cooperative attitude toward the home church. Voting privilege may be granted at the discretion of the official board.

Section 5. Review of Partnership Roster

In order to keep the active partnership roster current, review shall be made during the sixty (60) days prior to the annual business meeting. The Pastor and the Administrative Board shall be authorized to revise the partnership roll of the church annually, and to remove from the list of active members all names of those who have deceased during the year, together with the names of those who may have been removed from membership as noted in the preceding provisions.

Section 6. Transfer of Partnership/Membership

Partners in good standing, who may wish to discontinue their relationship with the church, or who may desire to be transferred to some other congregation, may apply to the Secretary with a letter, which shall be granted on the approval of the Pastor and the Administrative Board. Said letter is to be signed by the Pastor of the church.

Section 7. Inactive Status/Loss of Partnership

Partners who shall, without good cause, absent themselves from the services of this church for twelve (12) consecutive months or more may be automatically placed on inactive partnership status (in other words, become a non-voting partner). Engaging in the disruption of fellowship by sowing discord among the partners; showing a non-cooperative attitude, or creating trouble in general (James 2:2-12, Proverbs 6:19, and Romans 2:1, 3) may be brought to the board for review and potential administrative action.

a. Notice of Inactive Status: Notice of inactive status and the reasons therefore shall be sent via certified mail to the affected partner's last known address as noted in the church files. It shall

be each partner's responsibility to keep the church notified of his/her current address. Receipt of said notice shall be presumed on the third (3rd) day following the letter being posted.

b. Review: Partnership in this church is an ecclesiastical matter and is subject to the biblical mandates reflected in this document and other church policies. An individual may be granted the opportunity to appeal the decision of the board regarding partnership status at the discretion of the board. Such appeal must be made in writing, and within 7 (seven) days of notification by the board. When such an appeal is granted, a review will be conducted by the board. In such cases, the partner whose status is in question must appear and personally present his or her situation or appeal to the board for consideration. The affected partner has no right to legal action or the presence of an attorney during any review of partnership. Following the presentation, the board of directors shall prayerfully consider all the evidence and render a decision. Such decision shall be final.

c. Removal: If reconciliation is not established, the affected person may be removed from partnership in this church and have no further right to appeal or redress in this church, the civil courts, or elsewhere.

ARTICLE VIII. CORPORATE MANAGEMENT

Section 1. Leadership Team

The Leadership Team of this church consists of the Lead Pastor, Associate Pastoral Staff (if any), Administrative Board, and leaders from other ministry teams as may be implemented and active. The Leadership Team shall establish and keep current the purposes, core values, vision, and mission of the church. The Administrative Board may establish Organizational, Operational, or Policy Manuals as needed to provide guidance to the Leadership Team in establishing processes for accomplishing the mission of the church.

Section 2. Board of Directors

This church shall be governed by one Board of Directors which shall be known as the Administrative Board.

a. Composition: The Official Board shall consist of at minimum the Officers, with a maximum of 15, not including the President (Board Chair).

b. Qualifications: Directors (Elders) and Officers shall be persons, male or female, of mature Christian experience and knowledge, who shall be expected to meet the requirements as set forth in I Timothy 3 and Acts 6. Elders shall be at least 21 years old, and voting partners of this church. Directors and Officers are expected to adhere to biblical standards of leadership.

c. Nominations: A nominating committee/team of no less than three persons and no more than five shall be appointed by the administrative board from among the voting partnership and chaired by the Pastor. Said committee shall present to the board of directors one (1) name for any vacant director/officer position at any annual or special board of directors meeting called for this purpose.

d. Election/Terms of Office: The person must receive a majority of votes cast for each vacant office to constitute ratification/election annually.

e. Duties:

(1) The internal business affairs of this corporation shall be managed by its Administrative Board. Individual directors (board members), with the exception of the Pastor, may also be referred to as elders.

(2) The Official Board shall be authorized to transact all business for this church, except for those matters which by their very nature affect the entire church. Matters which by their very nature affect the entire church include, voting on the purchase or sale of real property with a value over \$100,000.00, and the election of the lead pastor, and amendments to these bylaws.

(3) The Official Board shall be specifically responsible for overseeing the business activities of this corporation, including but not limited to the entering into of contracts, owning, holding in trust, using, selling, conveying, mortgaging, leasing, or otherwise acquiring or disposing of such property (both real and chattel) as may be needed for the prosecution of its work. They shall serve as trustees of the corporation and be responsible for maintenance of church buildings and equipment.

(4) The Official Board shall act in an advisory capacity with the pastor in all matters pertaining to the church in its spiritual life. They may assist the pastor in ministry as needed or requested and as their own gifts and abilities allow. They may set policies and determine the means to facilitate ministry and fulfill the church's mission, vision, purposes and values.

(5) The Official Board shall consider applications for church partnership and make decisions with respect to receiving applicants into church partnership.

(6) The Official Board is authorized to appoint such teams or committees as may be necessary for the accomplishing the mission of the church. All teams or committees so appointed shall be amenable to and work under the supervision of the lead pastor or leadership team.

(7) To facilitate the ministry and mission of the church, the Official Board may establish such Organizational, Operational, or Policy Manuals as may be necessary.

f. Vacancy: In the event a vacancy occurs on the Official Board, they shall be empowered to appoint a successor, following the normal nominating committee process as prescribed in c. under this section.

g. Removal: With the exception of the lead pastor, any member of the Official Board (including Officers) may be removed without cause by two-thirds' vote of those directors present constituting a quorum at any annual or special meeting of the board of directors of this church. Any Director so removed shall have no right to appeal.

Section 3. Officers

a. Officers of this corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. Any two or more offices may not be held by the same person.

b. All officers shall be members of the Board of Directors.

Section 4. The Lead Pastor

a. Duties:

(1) The Lead Pastor shall automatically become an Official Member of the Board of Directors for this corporation.

(2) The Lead Pastor may be an ex-officio member of all committees and departments.

(3) The Lead Pastor shall be authorized to perform any functions that may be customary for the offices that he/she holds or as may be directed by the church or the Board of Directors.

(4) In addition to those duties listed above, the Lead Pastor shall be considered as the spiritual overseer of the church, provide vision, and shall facilitate the mission of the church.

(5) The Lead Pastor shall provide for all the services of the church and shall give oversight to all events. No person shall be invited to speak or preach in the church without the Lead Pastor's approval.

b. Qualifications: The pastoral candidate shall affirm a calling into the ministry and comply with the scriptural standards for the ministry (I Timothy 3:2 - 7, Titus 1:6 - 9, and I Peter 5: 2 - 3).

c. Election: A two-thirds' (2/3's) vote of the active voting partners present and voting at any meeting called for the purpose of electing a pastor shall be required for an election.

d. Term of Office: The Lead Pastor shall be elected for an indefinite term of office subject to annual review by the board of directors, or committee so designated that shall provide mutual insight and consideration of the Lead Pastor's work and tenure under the guidance of the Holy Spirit.

e. Vacancy: In the event of a vacancy in the pastorate, a new Lead Pastor shall be selected in the following manner:

(1)The Board of Directors shall function as the Pastoral Search Committee, and may appoint additional voting partners from among the active voting partnership.

(a)One candidate shall be selected from those considered and asked to present his/her ministry to the congregation.

(b)Said candidate shall be elected as noted above in this section.

f. Resignation: It is recommended that the Lead Pastor give at least thirty (30) days' notice of intent to resign. Resignations shall be submitted to the official Board of Directors. The resignation becomes effective upon the date agreed to by the Lead Pastor and the board of directors. The Board of Directors shall take official action to receive or accept a letter of resignation and to provide for a smooth transition, providing appropriate compensation to the Lead Pastor for services rendered during his/her tenure.

g. Removal:

(1) Cause: Lead Pastors may be removed only for cause - cause being defined as a failure to maintain the qualifications for office, unscriptural conduct (moral or ethical failure), or departure from the tenets of faith held by this church.

(2) Investigation: In the event charges based on grounds for cause are preferred against the Lead Pastor, a preliminary investigation shall be conducted by the Board of Directors.

(3) Notice: The Board of Directors shall determine the facts as best they can, recording same. If allegations supporting the complaint are determined groundless, it shall be dismissed with *prejudice (no further action will be taken).In the event that facts supporting the complaint have some merit, the Board of Directors may consult with legal counsel, and consider mediation or intervention. If substantive issues are revealed, and such issues could affect the minister's credentials, it becomes the responsibility of the Board of Directors to further investigate, discipline, or resolve. Notice of the outcome of said investigation shall be made to the church.

(4) Dismissal: If the matters affecting the pastor's ability to lead are not based upon moral or ethical charges, but leadership or philosophical issues, the Board of Directors may ask for

the Senior Pastor's resignation following a two-thirds' (2/3's) majority vote of no confidence from the Board of Directors. In the event the Senior Pastor does not resign as requested, and if there is no other apparent solution, the matter shall be referred to a hearing within fourteen (14) days before the active voting partners of this church. A two-thirds' vote of all active partners, present and voting, shall be required to dismiss a Lead Pastor and sustain the action of the Board. Note: Only those members actually present shall be entitled to cast a vote.

**Prejudice refers to the fact that the complaint has been dismissed and will not be considered again in any fashion.*

Section 5. Ministerial Staff/Associates (Pastors):

- a. Qualifications: Qualifications are the same as those required of the Lead Pastor listed in Article VIII., Section 4.
- b. Selection: All ministerial staff/associate pastor(s) shall be recommended by the Lead Pastor and approved by the Board.
- c. Term of Office/Removal: Any ministerial staff/associate pastor(s) may be recommended for removal by the Pastor and subject to approval by the Board.
- d. Resignation: Shall be governed in the same manner as that listed in Article VIII., Section 4. of these Bylaws governing resignation of the Lead Pastor.
- e. Membership/Partnership: As noted in Article VII., Section 1 of these Bylaws, ministerial staff/associate pastor(s) are automatically voting partners of the church.

Section 6. The President and Vice President

- a. Election: The President and Vice President of the Corporation shall be selected annually by consensus from among the members of the Board of Directors during the first Board Meeting following the Annual Business Meeting. His or her term of office shall be for one year.
- b. Duties:
 - (1) The Vice President and any other corporate officer shall act in all business matters pertaining to the corporation and business affairs of the church in the absence of the President.
 - (2) The President shall preside over all Administrative Board of Directors meetings (regular or special).
 - (3) The Vice President shall perform any other functions as may be customary or as may be directed by the church or the Board of Directors.
- c. Removal: The President or Vice President may be removed from office pursuant to the process delineated in Article VIII., Section 2. of these Bylaws.

Section 7. The Corporate Secretary

- a. Election: The manner in which the Corporate Secretary is elected and his/her term of office shall be as delineated in Article VIII., Section 2. of these Bylaws.
- b. Duties:
 - (1) The Corporate Secretary's duties shall include keeping a true and accurate record of all business meetings of the church and the Board of Directors. The Corporate Secretary may personally fulfill the duties or delegate as agreed to by the Board of Directors.

(2) The Corporate Secretary shall be custodian of all legal documents and shall be authorized to sign all official and legal documents, to conduct church correspondence where required, and to perform any other functions as are customary or as may be directed by the church or Board of Directors.

c. **Removal:** The Secretary may be removed from office pursuant to the process delineated in Article VIII., Section 2. of these Bylaws.

Section 8. The Treasurer:

a. **Election:** The manner in which the Treasurer is elected and his/her term of office shall be as delineated in Article VIII., Section 2. of these Bylaws.

b. **Duties:**

(1) The Treasurer's duties may be delegated to a bookkeeper or accountant and shall include being the overseer and custodian of all church funds which shall be deposited into bank accounts as designated by the Official Board.

(2) The Treasurer shall be authorized to sign checks and make disposition of funds as may be required in the accurate conduct of church business under the supervision of the Board of Directors and consistent with this or any other provision of these Bylaws.

(3) The Treasurer shall give a financial report to the Board of Directors at its monthly meeting and to the church at its annual meeting.

(4) The Treasurer shall perform any other functions that may be customary or as may be directed by the church or the Board of Directors.

(5) All the duties of the Treasurer may be delegated to others following consultation and consensus by the Board of Directors.

c. **Removal:** The Treasurer may be removed from office pursuant to the process delineated in Article VIII., Section 2. of these Bylaws.

ARTICLE IX. DEPARTMENTS, TEAMS, AND COMMITTEES

The Official Board shall appoint such departments, teams, and committees as is necessary to accomplish the mission of the church and manage its affairs. All such entities shall operate under the supervision of and be amenable to the Official Board. Additional guidance may be provided in Organizational, Operational, or Policy Manuals at the discretion of and with the oversight of the Official Board.

ARTICLE X. COMPENSATION/REMUNERATION

The Lead Pastor and other persons who are supported in whole or part by this church shall have such compensation reviewed by the Official Board at least thirty (30) days prior to the commencement of this church's fiscal year.

ARTICLE XI. PROPERTY AND CONTRACTS

All property, real or chattel, shall be held in the name of this corporation.

Section 1. Real Property: No real property of this church shall be purchased, sold, leased, mortgaged (does not apply to re-financing an existing mortgage or extension of lines of credit), or otherwise alienated without same having been authorized by a least a two-thirds' vote of those active voting partners present and voting at any annual or special meeting called for such purpose except those real property transactions amounting to \$100,000.00 or less.

Section 2. Personal Property: The Board of Directors shall have authority for all purchases and sale of all personal property on behalf of the church.

Section 3. Contracts: The Official Board of Directors shall have authority to negotiate and sign all contracts on behalf of this church and may authorize the President or other Directors or Officers to do so in writing.

ARTICLE XII. DISSOLUTION

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE XIII. RECORDS

The Aulne Church shall maintain an open records policy for members. However, members' right to access such records shall not include records containing personal information of a private nature about any specific individual. Such limitations include, but may not be limited to, ministerial, credential and personnel files, disciplinary records, individual giving, or compensation records.

Article XIV: INDEMNIFICATION

The corporation has the power to indemnify (including the power to advance expenses to) its Directors, officers, employees, and agents made a party to a proceeding, as defined in the Kansas Business Corporation Act, without regard to the limitations in RCW 23B.08.510 through 23B.08.550; provided, however, that no such indemnity shall indemnify any such Director, officer, employee, or agent from or on account of: (1) acts or omissions of such Director, officer, employee, or agent finally adjudged to be intentional misconduct or a knowing violation of law; (2) conduct of the Director, officer, employee, or agent finally adjudged to be in violation of RCW 23B.08.310; or (3) any transaction with respect to which it was finally adjudged that such Director, officer, employee, or agent personally received a benefit in money, property, or services to which such person was not legally entitled.

ARTICLE XV. AMENDMENTS

Amendments to these Bylaws may be made at any regular or special meeting of the partners of this church, provided notice of proposed amendments in written or electronic format has been made available to all partners no less than three weeks prior to consideration. Such proposed amendments shall be adopted upon receiving a 2/3 vote of legal ballots cast by partners/voting members present. Note: Only those partners/voting members present shall have the right to cast a vote. Absentee ballots or voting by proxy shall not be accepted.

DATED this 2nd day of MARCH, 2020.

MARCH 2, 2020 was the date of the meeting of the founding members at which these Bylaws were adopted and received a unanimous vote of those members present and entitled to vote. A quorum was present at the meeting.

Aulne Church

By: **Board of Directors**

Dennis Riggs

Doni Inventing

Clara G Cox

George A Diebert

Joyce Olsen

Jeffrey E Lee

Wanda L. Williams

Robert A. Bell

Dawn D. Hett

Steve Archer

Sira Utagne

Timothy
Rod Gust