

**BY-LAWS
OF
Pendleton Christian Church, Inc.
Pendleton, Indiana**

Preamble

We, the members of Pendleton Christian Church, Inc., a congregationally governed body, in order to promote the work of the Church in the spirit of Christ and thus advance His Kingdom, do hereby adopt these By-laws.

Article I. Name, Purpose and Powers

Section A. Name

The name of this organization shall be PENDLETON CHRISTIAN CHURCH of Pendleton, Indiana a non-denominational independent Christian Church.

The incorporation of the congregation shall be in accordance with the articles of incorporation dated April 13, 1974, and recorded in book 174 pages 565-569 in the Office of the Recorder of Madison County.

Section B. Purpose

The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. More particularly, the purposes of this Corporation are: As revealed in the New Testament, to bring people to faith in Jesus Christ and commit them actively to the Church, to help them grow together in the grace and knowledge of Christ that increasingly they may know and do His will, and to go out in Jesus' name for the unity of all Christians and with them engage in the common task of building the Kingdom of God.

Section C. Powers

The Corporation shall have all powers and rights existing under Indiana law, including without limitation the Act, common law, and all statues, regulations, ordinances, and rulings, and may do all things necessary or convenient not inconsistent with civil law, the Code, and the purposes of the Corporation, including without limitation, the power to:

(a) Cease its activities and to dissolve and surrender its corporate franchise.

(b) Indemnify a member of the Board of Elders against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law or, if not permitted, then to any extent not prohibited by such law.

Article II. Membership

Section A. Membership

The membership of this congregation shall consist of all persons who have accepted the conditions of membership by a verbal and written agreement and are listed as “member” in the Pendleton Christian Church (“PCC”) database. Members will be classified as:

- Active Members: all members who participate in PCC’s ministry areas or who are currently active attenders, givers, or servants in the Church; or
- Inactive Members: All members who do not participate within the PCC ministry area and who do not have a membership in another church.

Every Active Member shall be a voting member in the church and will be entitled to one vote. Voting by proxy is prohibited.

To properly maintain a current member database, each year the Board of Elders shall be provided a list of Inactive Members and the facts supporting the determination that the member is inactive. The Board of Elders will make a determination of inactivity and will direct the removal of such members from the database.

Section B. Membership Conditions

Membership in PCC requires the following:

- Participation in the “Next Steps” process, PCC’s new member orientation class outlining the Church’s beliefs, core mission, vision and values, and opportunities to serve;
- Profession of faith and commitment to Jesus Christ as personal Lord and Savior; and
- Dedication to PCC as “Home Church” in which God has called the individual to worship, contribute, and serve.

Section C. Declaration of Membership

Members are given the opportunity to participate in a New Member Recognition held during a PCC worship service during which each new member will be recognized by the congregation as to have made a profession of faith, as outlined in the Next Steps Process, and be welcomed as new members of PCC.

Declaration

I profess that I have accepted Jesus Christ as my personal Lord and Savior. I have asked Him to forgive me of my sins, and I will follow Him and serve Him as my King. (Romans 10:9-10)

I declare that Pendleton Christian Church is where God has called me to worship and serve Him; therefore, I declare it now to be my “Church Home.” I will embrace PCC’s vision and mission and will support its ministries as long as they hold true to biblical teachings

It is my belief that Jesus has called me to be a disciple who makes disciples, and it is my mission to help my neighbors find and follow Jesus. In supporting PCC’s vision, mission, and various ministries:

- I believe that ***Growing People Always Change***, so I commit to attend worship services and other various church events on a regular basis. (Acts 2:42; Hebrews 10:25)
- I believe that ***We Can’t Out-Give God***, so I commit to supporting the mission and the ministries of the church by giving of my time, talent, and treasure to build up God’s Kingdom instead of my own. (2 Cor. 8:7)
- I believe that ***Saved People Serve People***, so I commit to serving PCC by actively seeking out and using the spiritual gifts God has given me to serve and help the Body of Christ. (1 Cor. 12:4-5; 12:7; 12:12)
- I believe that ***We Can’t Do Life Alone***, so I commit to connecting to the church community through a Life Group, service group, or other gathering of believers. (Romans 12:6-7; 1 Cor. 12:27)
- I believe that ***Found People Find People***, so I commit to helping my neighbors find and follow Jesus by sharing my story and finding ways to connect others to Christ. (Luke 15:4-7)

Section D. Termination & Restoration of Membership

Members shall be removed from PCC for the following reasons:

- Death
- Transfer of membership to another church
- By personal request of the member
- Dismissal by the congregation or its Board of Elders according to the following condition:

- The member's life and conduct are not in accordance with the Declaration of Membership in such a way that the member hinders the ministry influence of PCC, and which causes discord or strife among the Church Body.

Dismissal of Church membership shall require the majority vote of the Board of Elders and adherence to the process put forth in Matthew 18:15-17, if appropriate. Members dismissed by the Church can be restored according to the spirit of 2 Corinthians 2:7-8 by the unanimous vote of the Board of Elders.

ARTICLE III. Spiritual Oversight and Management of the Church

Section A. Board of Elders

(1) Members of the Board of Elders

The Board of Elders shall consist of the Senior/Lead Pastor, and seven (7) to nine (9) additional Members of the church. This number is fluid and may vary dependent upon nominee's completion of the mentoring process.

(2) Responsibilities of the Board of Elders

The Board of Elders is to be in covenant with God, accountable to the requirements for Membership, and set aside for the purpose of following the Spirit's leading.

Elders shall serve as the governing Board of Pendleton Christian Church and will be responsible for the day-to-day operations of the church and for the fundamental purposes of: encouragement, mentoring, shepherding and service. These purposes may be further broken down into twelve key areas of responsibility: the atmosphere (unity) of the congregation; the pastoral care of the congregation; boundary setting; example setting; spiritual expectation; living by faith; companionship; welcoming; mentoring; focusing outward; collegial support; and discernment.

Elders shall discharge their duties, in good faith, with ordinary care, and in a manner, they reasonably believe to be in the best interest of the Church. Board of Elders Members may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church professional advisors or experts such as accountants or legal counsel.

(3) Power of Board of Elders

The Board of Elders is a name used by the church to define the group commonly known as the "Board of Directors". The Board of Elders shall be vested with overall management of the affairs of the church corporation. The grant of these powers to the Board of Elders is authorized by Indiana Code Section 23-17-2-4, a part of the Indiana Not-For-Profit Corporation Act. The

Board of Elders shall have final authority over church affairs. In particular, the Board of Elders shall be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources. The Board of Elders shall have the power to buy, sell, mortgage, pledge or encumber any church property and incur related indebtedness.

(4) Term

Elder shall be selected for a three-year term and may serve successive terms with one year sabbatical between terms. Members shall serve until a successor has completed mentoring process. In no event shall any term exceed four years.

(5) Nomination and Election

The Board of Elders is responsible for the nomination of the candidates for the position of Elder for both scheduled openings as well as unforeseen openings on the Elder Board. Additional recommendations may be made by (1) or more petitions which shall be signed by no less than ten (10) members. Such recommendations shall be considered in accordance with the Elders Nomination Process within this section. Elder nomination is an ongoing process to prepare individuals for his area of service.

Elder Nomination Process

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| Month 1 | Candidates' names provided to and by the Board of Elders for prayer and individual selection of potential candidates.

Notification sent to the selected candidates with Elder Application Form (Rev. 11/6/11) |
| Month 2 | Elder Application Form completed and returned. Elder Reference Forms sent to referrals. (Elder follow-up requesting timely response) |
| Month 3 | Responses reviewed, and accepted candidates and spouses are interviewed in home by Elder Chair & Lead Pastor or their designee.

Decision to approve candidate(s).

Recommendations published to congregation via website and church wide communication. Congregation given opportunity to express any biblical, ethical, or moral concerns about candidate(s) directly to members of the Board of Elders. (Anonymous comments will not be considered.) |

Months 4-6 Approved candidates. Begin mentoring process with the anticipated duration determined by the Elder board.

Candidates approved by Board of Elders based on mentoring process presented to congregation for commissioning as Elder in service. Three-year term begins day of commissioning.

(6) Returning Elders: Returning Elders in good standing, per the decision of the Elder Board, may not have to complete another Elder Application Form but will be presented for approval to the congregation.

(7) Chairperson: The Board of Elders will be led by a Chairperson selected by the Elders. This Chairperson shall be elected for one year term and may be elected for a subsequent term. The Chairperson of the Board of Elders shall facilitate all Elder meetings.

(8) Congruency

Relatives may not serve congruently on the Board of Elders. Staff members (other than Senior Pastor) and relatives of staff members shall not serve on the Board of Elders. Relatives are defined as; Spouses, siblings, parents/child, in laws of parents/child and sister in laws and brother in laws.

(9) Interested Members

The Board of Elders may ask an Elder to abstain from voting and to leave the room during the discussion of a matter where the other Elders perceive an actual or potential conflict of interest.

Contracts or transactions between an Elder, officers, or members of the Church who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because of the Member, officer, or Church member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested parties' votes are counted for the purpose. However, the material facts must be disclosed to or known by the Board of Elders or other group authorizing the transaction, and approval from the disinterested parties must be obtained.

(10) Actions of Board of Elders

The Board of Elders shall try to act by consensus. However, the vote of a majority of the Elders present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Elders unless the act of a greater number is required by law or the bylaws. An Elder who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Elders.

(11) No Compensation

The Board of Elders, including the Senior Pastor, shall not receive salaries or compensation for their services to the Board of Elders.

(12) Removal of an Elder and/or Senior Pastor

The Board of Elders may vote to remove an Elder, including the Senior Pastor. A meeting to consider the removal of the Senior/Lead Pastor or a Board of Elders Member may be called and noticed following the procedures provided in these Bylaws. A Board of Elders Member or Senior/Lead Pastor may be removed by the affirmative vote of the majority of the Board of Elders with no more than two (2) dissenting votes.

Section B. Responsibilities of Senior Pastor

The Senior Pastor is responsible for overall mission, vision, and direction of the church accountable to Board of Elders and Members.

Section C. Meetings

(1) Congregational Meetings. Congregational Meetings are meetings which are open to all members of the congregation but are held separately from Elder meetings. The Board of Elders will hold no less than four congregational meetings a year.

- a. **Notice of Congregational Meetings:** Notice of congregational meetings of the Board of Elders shall be communicated through all church-wide communication methods along with an invitation to all members to attend the meeting at least one week prior to the meeting. The Congregational meeting dates and times shall be set from time to time by the Board of Elders.
- b. **Minutes:** A designee shall be appointed by the Board of Elders for the purpose of keeping minutes of all congregational meetings. The secretary shall keep minutes in proper form and record in the minutes:
 - Call and notice of meeting if it is a special meeting
 - Attendance
 - Quorum
 - Motions and the actions taken upon them.
 - A brief summarization of reports given at the meeting and adjournment

(2) **Special Meetings.** Special Meetings are meetings that are open to all members of the congregation but are not regularly scheduled meetings.

a. Notice of Special Meetings:

- **Manner of Giving.** Notice of time and place shall be given to all congregation members through all church wide communication.
- **Time Requirements.** Notices given to members of a special meeting shall be given at least forty-eight hours before the time set for the meeting.
- **Notice Contents.** The notice shall state the time and place for the meeting and the purpose for which the special meeting is called. Special Meetings may be called by a majority vote of the Board of Elders for the purpose of:
 1. Review and approval or disapproval of major building projects and/or related financing
 2. Review and approval or disapproval of the Board of Elders recommendation for the hiring of a new Senior/Lead Pastor.
 3. Such other subjects as may be proposed by the Board of Elders.

(3) **Elder Meetings.** Elder Meetings are regular meetings of the Board of Elders to manage and oversee the day-to-day business and spiritual leadership of the congregation. These meetings are not open to the public; however, Non-Board Members may attend by invitation or request to attend a portion of the meeting for special consideration. These meetings may be held at PCC or other locations as needed and decided by the Board of Elders.

- a. **Action without Meeting:** Any action required or permitted to be taken by the Board of Elders may be taken without a meeting, if all of the Board of Elders members, consent in writing to the action. It is recognized that email is an efficient way to handle routine matters between meetings. The members of the Board of Elders may communicate among themselves by email and may reach a consensus on routine action by this means. Decisions reached in this manner shall be reported to the next full meeting for ratification.
- b. **Quorum:** A majority of the number of Board of Elders then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Elders.

Article IV. Annual Meetings

Section A. Meetings to be Held

An Annual Members meeting will be held in January of each year for the purpose of:

- Receiving a report on the state of the church by the Senior/Lead Pastor
- Review and approval or disapproval of the new year's budget
- Review and approval or disapproval of major building projects and/or related financing.
- Amending or adding to the By-Laws.

Section B. Voting

Members shall have all the voting privileges.

Article V. Formal Requirements

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, officers, or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation or reimbursement of expenditures) in furtherance of its purposes as set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of Propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (I) a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provisions of these Articles, in the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (I) any act of "self-dealing" as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess building holdings" as defined by Section 4943 (c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws;

or (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

Upon the dissolution of this Corporation, the Board of Elders, shall pay or make provision for the payment of all liabilities of the Corporation, whether direct or indirect, contingent, or otherwise including without limitation, all outstanding loan agreements, credit agreements, bond indenture and similar obligations. All assets of the Corporation remaining after the payment of the Corporations liabilities shall be distributed by the Board of Elders to an organization or organizations organized and operated exclusively for charitable, education and religious purposes consistent with those of the Corporation and which shall at the time qualify as an exempt organization or organizations under Section 50

Article VI. Power to Amend

These bylaws may be amended from time to time by the members of the church at any annual or special meeting. Amendments may be proposed by the Board of Elders, or by a petition signed by at least ten members. Notice of this proposed amendment must be announced at a regular weekend service of church, by web site, through email or through the best efforts of the staff office at least seven days before the meeting at which the amendment is to be voted on. A simple majority is required to adopt an amendment. The Board of Elders shall appoint a committee to review the bylaws and report at the annual meeting no less often than every second year.

Approved 1/23/22