

FAITH BIBLE CHURCH OF SPEARFISH

BY LAWS

TABLE OF CONTENTS

PREAMBLE	1
ARTICLE I: NAME	1
ARTICLE II: DURATION	1
ARTICLE III: PURPOSE	1
ARTICLE IV: STATEMENT OF FAITH	1
ARTICLE V: MEMBERSHIP	2
Section 1. Purpose of the Fellowship	2
Section 2. Active Membership	2
Section 3. Voting Privileges	2
Section 4. Applications for Membership	2
Section 5. Denial of Membership	2
Section 6. Admission of Applicants	3
Section 7. Conduct of Members	3
Section 8. Church Discipline	4
Section 9. Regular Meetings	6
Section 10. Special Meetings	6
Section 11. Notice of Meetings	6
Section 12. Quorum	7
Section 13. Voting Rights	7

ARTICLE VI: ELDERS	7
Section 1. General	7
Section 2. Equality of Elders	7
Section 3. Duties and Powers	7
Section 4. Number of Elders	8
Section 5. Qualifications	9
Section 6. Nomination and Selection of Elders	9
Section 7. Vacancies	10
Section 8. Removal of Elders	11
Section 9. Place of Meetings	11
Section 10. Board Meetings	11
Section 11. Quorum	11
Section 12. Rights of Inspection	11
Section 13. Decisions of the Elders	11
Section 14. Leadership of the Elders	12
Section 15. Pulpit Supply	12
Section 16. Fees and Compensation	12
ARTICLE VII: VOCATIONAL ELDERS	13
Section 1. General Statement	13
Section 2. Calling and Selection	13
Section 3. Duties	13
ARTICLE VIII: DEACONS	14
Section 1. General	14
Section 2. Qualifications	14
Section 3. Nomination and Selection	14
Section 4. Duties	14
Section 5. Term of Office	14

Section 6. Vacancies	15
ARTICLE IX: TEACHERS.....	15
Section 1. Qualifications	15
Section 2. Policies	15
ARTICLE X: OTHER COUNCILS AND COMMITTEES	16
Section 1. Councils and Committees	16
Section 2. Minister of Finance	16
ARTICLE XI: INDEMNIFICATION	17
Section 1. Indemnification of Elders	17
Section 2. Indemnification Against Liability to Church.....	17
Section 3. Indemnification in Criminal Actions	17
Section 4. Other Indemnification	18
Section 5. Period of Indemnification	18
Section 6. Insurance	18
Section 7. Right to Impose Conditions to Indemnification	18
Section 8. Limitation on Indemnification	19
ARTICLE XII: ORDINATION, LICENSING, AND COMMISSIONING	19
Section 1. Ordination.....	19
Section 2. Licensing	19
Section 3. Commissioning	19
Section 4. Marriages and Weddings.....	19
ARTICLE XIII: SETTLEMENT OF DISPUTES	20
ARTICLE XIV: CONTRACTS AND CONFLICTS OF INTEREST	20
Section 1. Contracts	20
Section 2. Purpose of Conflict of Interest Policy.....	20
Section 3. Definitions	20
Section 4. Procedures	21

Section 5. Records of Proceedings	22
Section 6. Compensation	22
ARTICLE XV: CONTRIBUTIONS	22
Section 1. Reception of Contributions	22
Section 2. Designated Contributions	22
ARTICLE XVI: CHURCH RECORDS AND REPORTS	23
Section 1. Records	23
Section 2. Inspection of Books and Records	23
ARTICLE XVIII: TAX-EXEMPT PROVISIONS	23
Section 1. Private Inurement	23
Section 2. Political Involvement	23
Section 3. Dissolution	24
Section 4. Racial Nondiscrimination	24
Section 5. Limitation of Activities	24
ARTICLE XVIII: AMENDMENTS	24

PREAMBLE

We, the members of Faith Bible Church of Spearfish establish the following Bylaws in order that we might more efficiently carryout the commission given by Jesus Christ to His Church, to which we voluntarily submit ourselves.

ARTICLE I: NAME

The name of this church shall be Faith Bible Church of Spearfish.

ARTICLE II: DURATION

The period of duration of the association is perpetual.

ARTICLE III: PURPOSE

This congregation is organized as a church exclusively for charitable, religious, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), including, but not limited to, for such purposes, the establishing and maintaining of exaltation of Jesus Christ in religious worship; the edification of God’s people for the work of service; and the evangelization of the unsaved through the proclamation of the gospel of Jesus Christ.

ARTICLE IV: STATEMENT OF FAITH

We hereby adopt the “Faith Bible Church of Spearfish Statement of Faith” as a sufficient expression of our faith. We understand that this Statement of Faith doesn’t exhaust the full extent of our faith; however, we believe that it is an accurate and helpful expression of the systemized teachings of Scripture.

ARTICLE V: MEMBERSHIP

Section 1. Purpose of the Fellowship

The congregation of Christian believers who have applied for membership and have been duly accepted shall constitute a spiritual body, united for the spiritual purposes set forth in Article III.

Section 2. Active Membership

Active membership in Faith Bible Church of Spearfish shall be open to all persons who confess Jesus Christ as their Lord and Savior; and who endeavor to live a consecrated life wholly unto the Lord; and who have been baptized as believers.

Section 3. Voting Privileges

Membership in this church shall not vest in any member any proprietary rights, but shall only entitle the member to vote at a meeting of the members on those matters that the Board of Elders chooses to submit to the church membership for affirmation. In such cases, voting privileges are restricted to members who are in good standing, who are not under any disciplinary action, and who have passed their sixteenth birthday. Members must be present in order to vote. There shall be no proxy or absentee voting. Members may not vote to initiate any church action, rather the vote of a member is to confirm and ratify the direction of the church as determined by the Board of Elders. The method of voting will be determined by the Board of Elders.

Section 4. Applications for Membership

All requests for membership shall be made to an Elder or Deacon. Upon making such a request, the person shall be given an application for membership, along with a copy of the Statement of Faith. An Elder or Deacon shall meet with the applicant following receipt of the application. Each applicant shall assent to the Statement of Faith, subscribe to these Bylaws, and shall testify publicly before the church assembly at a worship service designated by the Board of Elders. Any questions about or disagreements with the Statement of Faith or Bylaws must be indicated on the membership application. The Board of Elders will evaluate these questions or disagreements to determine whether the request for membership will be approved.

Section 5. Denial of Membership

If, upon review of an application for membership or after meeting with a prospective member, the Board of Elders determines that the applicant does not confess Jesus Christ as his or her Lord and Savior, or that there is a lack of evidence of a godly lifestyle, or has not been baptized and refuses to be baptized, membership shall be denied. The decision made by the Board shall be final and there shall be no appeal to any court from that decision.

Section 6. Admission of Applicants

Applicants admitted to membership shall, if possible, present themselves at a worship service designated by the Board of Elders, at which service such applicants shall publicly affirm their membership commitment and be publicly acknowledged as members.

Section 7. Conduct of Members

- a) **Edification of the Church and the Individual:** Members shall be urged and encouraged (1) to attend church services regularly (Heb. 10.25), (2) to read the Bible daily, and (3) have private and family prayer time.
- b) **Life in the Home:** The church expects its members to follow the Scriptures in their conduct within the home. God requires that godliness in the home have a high priority in every life. The home holds a central attention in God's law and is the object of frequent exhortation in the New Testament. Men are expected to lead their homes with gentleness and firmness loving their wives and children as Christ loves the church (Eph. 5). Women must be subject to their husbands as unto the Lord (Eph. 5). Parents should train up their children in the nurture and admonition of the Lord (Eph. 6.4) by holy example, teaching them the Word of God, and through discipline, as required. Children must reverently obey their parents as unto the Lord (Eph. 6.1). These primary responsibilities, prayerfully executed, will honor the name of Christ in the community and strengthen the cause of Christ in generations to come.
- c) **Missions and Witnessing:** It is the duty of every Christian and of every church of Christ to seek to extend the Gospel to the ends of the earth. Missionary efforts are the natural consequences of regeneration (Ps. 51. 10-14; Acts 1.6-8). It is the duty of every child of God to witness by life and word. Personal efforts at witnessing for Christ are expected of every member. Beyond this, we are committed to common efforts for sending the gospel to the ends of the earth.
- d) **Principles of Giving:** We also assert our conviction that Christians are to support the work of the Lord by offerings made to the local church (2Cor. 9:6-7, 1Tim. 5: 17-18); hence, we pledge ourselves to systematic contribution of the support of this church from our income according to the principles in 1 Cor. 16.2 and 2 Cor. 9:6-8.
- e) **Christian Liberty:** We shall require of each other in our daily walk and conversation loyal obedience to all those moral precepts established in the Word of God (Heb. 10.24-25); however, where God has not prohibited certain practices in His Word, the Christian has liberty to participate in them. The following principles must always guide the Christian's exercise of liberty.
- f) **Fear of God-** As the servant of Christ, all action must be motivated by love to God. The term "liberty" is often used as a cloak of malicious self-indulgence, which is sin (1 Cor. 10.31; 1 Tim. 4.4; 1 Pet. 2.15-16).
- g) **Love of the Brethren-** Though no believer may dictate to another Christian's conscience, the welfare of fellow saints must always deeply affect a Christian's decisions. In a spirit of

serving the brethren, a Christian must do that which he or she judges will edify them and prevent their stumbling (Gal. 5.13; 1 Cor. 10. 23; 1 Cor. 8.9; Rom. 14.21-23).

- h) Compassion for the Unconverted- Use of liberty must always be regulated by its effect upon the lost, and behavior chosen which is likely to win some to Christ being mindful of our brethren first (1 Cor. 9.19-22; 10:27-32).
- i) Watchfulness over the Soul- Though free in conscience to use all of God's creation, carefulness in practice is demanded because of remaining lusts. Where the Christian judges himself weak through lust, he must abstain in order to Scripturally persevere (1 Cor. 9.23-27).
- j) Support of the Church Leaders: It is the duty of every member to respect the God-appointed Elders of the church. The duties of church members toward their leaders are as follows:
 - (1) To pray for them, that God would open give them opportunity to unfold the mysteries of the Gospel to others (Eph. 6.18-20).
 - (2) To obey the Elders in the Lord, in whatsoever they admonish them, according to the Word of God as unto the Lord (Heb. 13.17-22; 3 John 3,4).
 - (3) To follow their example and footsteps, as far as warranted by the Word of God (1 Cor. 4.16, 11.1; Phil. 3.17; Heb. 13.7).
 - (4) To stand by them, in all their trials and afflictions, and to defend them in all good causes, as far as each member is able. In 2 Tim. 1.5 those of Asia are blamed for turning away or not standing by the Apostle.
 - (5) In the event of the necessity of exposing the transgressions of the officers, let it be done according to the principles of Matt. 18:15-21 and 1 Tim.5.19-20, with soberness and charity for the sake of the Gospel.
 - (6) To support the Elders financially. In view of the fact that the responsibilities of the eldership are numerous and great, Scripture makes provision for the financial support of Elders. Scripture encourages the support of "elders who rule well" (oversight) but "especially those who work hard at preaching and teaching" (1 Tim. 5:17).

Section 8. Church Discipline

- a) The threefold purpose of church discipline is to glorify God by maintaining purity in the local church (1 Corinthians 5:6), to edify believers by deterring sin (1 Timothy 5:20), and to promote the spiritual welfare of the offending believer by calling him or her to return to a biblical standard of doctrine and conduct (Galatians 6:1).
- b) Members of this church and all other professing Christians who regularly attend or fellowship with this church who err in doctrine, or who engage in conduct that violates Scripture as determined by the Board of Elders, shall be subject to church discipline, including dismissal according to Matthew 18:15-18. Before such dismissal, however,

- (1) it shall be the duty of any member of this church who has knowledge of the erring individual's heresy or misconduct to warn and correct such erring individual in private, seeking his or her repentance and restoration. If the erring individual does not heed this warning, then
 - (2) the warning member shall again go to the erring individual, seeking his or her repentance, but accompanied by one or two individuals who shall confirm that the sin has occurred or is continuing to occur, and/or that the erring individual has been appropriately confronted and has refused to repent. The first and second warnings may occur with no specified time interval. If the erring individual still refuses to heed this warning, then
 - (3) it shall be brought to the attention of the Board of Elders (or a duly appointed Committee of the Board, per Article X, Section 1 of these Bylaws, at the sole discretion of the Board). If the Board of Elders (or a duly appointed Committee of the Board, per Article X, Section 1 of these Bylaws, at the sole discretion of the Board) determines--after thorough investigation in accord with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18 and 1 Timothy 5:19--that there is corroborating evidence that the erring individual has sinned or is continuing to sin, that he or she has been appropriately confronted, and that he or she has refused to repent, then the Elders shall inform the church and the congregation thereof at a regularly scheduled worship service in order that the church may call the erring individual to repentance. If the erring individual demonstrates repentance, then notice to that effect shall be given at a regularly-scheduled worship service. If, however, the erring individual does not repent in response to the church in its collective call to repentance, then
 - (4) he or she shall be publicly dismissed from the fellowship and/or membership of the church and the congregation thereof at a regularly scheduled worship service. If the erring individual, after such dismissal, heeds the warning, demonstrates repentance, and requests reinstatement before the Board of Elders (or a duly appointed Committee of the Board, per Article X, Section 1 of these Bylaws, at the sole discretion of the Board), then he or she shall be publicly restored to all the rights, duties, privileges, and responsibilities of fellowship and/or membership.
- c) Notwithstanding the foregoing, the elders in the exercise of their discretion may proceed directly to the third stage of church discipline, (i.e. the informing of the church and the congregation thereof at a regularly scheduled worship service in order that the church may call the erring individual to repentance) or to the fourth stage of church discipline, (i.e. the dismissal from the fellowship and/or membership of the church) when one or more of the following have occurred;
- (1) Where the transgression and the refusal to repent have been public, i.e. openly and to the offense of the whole Church (1 Cor. 5:1-5);

- (2) Where the disciplined party has taught or otherwise disseminated doctrine deemed false or erroneous by the elders, then chosen to disregard the direction and reproof of the elders (Romans 16:17); or
 - (3) Where the disciplined party has been warned twice to cease from factious and divisive conduct and has chosen to disregard that warning (Titus 3:10-11).
- d) The members of this church, and all other professing Christians who regularly attend or fellowship with this church, agree that there shall be no appeal to any court because of the dismissal or because of public statements to the congregation at the third or fourth stages of church discipline. Members, who are under discipline by the church, as defined in the previous paragraphs, forfeit and waive the right to resign from this church. Resignations from membership are possible only by members who are in good standing and who are not under any disciplinary action.
- e) Separate and apart from the process of church discipline, but subject to the discretion and approval of the elders (or a duly constituted subcommittee thereof), a member, non-member regular attendee, or other individual may be notified that he or she is not to be present upon church premises for such a period of time as is deemed necessary for the safety and well-being of others on church premises. Such required absence may, but need not, be concurrent with church discipline of that person.
- f) Separate and apart from the process of church discipline, but subject to the discretion and approval of the elders (or a duly constituted subcommittee thereof), the names of any members who have not attended a worship service for fifty percent of the year or longer may be removed from the membership rolls.

Section 9. Regular Meetings

A regular annual meeting of the church members shall be held at the principal office of the church in January of each year. At such regular annual meeting, the members shall consider reports of the affairs of the Church, and transact such other business as the Elders determine shall be brought before the meeting, including but not limited to affirmation of the appointments made by the Elders of those who shall serve as Elders for the ensuing year and the election of those qualified in the office of Deacon.

Section 10. Special Meetings

Special meetings of the members may be called at any time by order of the Board of Elders. If an individual member or group of members desires to call a meeting the suggestion should be submitted to the elders.

Section 11. Notice of Meetings

Notice of regular meetings shall be given from the pulpit by an elder for two successive Sundays prior to the meeting.

Section 12. Quorum

At all meetings of the members, whether regular or, special or adjourned, the members present shall constitute a quorum for the transaction of business.

Section 13. Voting Rights

Those admitted to church membership do not constitute a legislative body, and they cannot vote, pass resolutions binding upon the church, nor shall they have any equity in the real property of the church, or rights to vote on its disposal. Said property of the church is dedicated to religious and charitable purposes as outlined in these Bylaws.

ARTICLE VI: ELDERS

Section 1. General

We acknowledge no ecclesiastical authority other than our Lord Jesus Christ, who is Head of the Church and who directs the affairs of the Church through Elders called and chosen to the precepts of Scripture (Acts 20:17-32; Ephesians 4:1 1-16; Titus 1:5; etc.). The Elders themselves stand under the authority of the Scriptures. The Board of Elders shall be responsible for the governing of the church, and shall submit to the Scriptures and the Holy Spirit in such governing (Titus 1:9). The Elders will be responsible for the final decisions (I Timothy 5:17; Hebrews 13:17; I Peter 5:1-3).

Section 2. Equality of Elders

Scripturally all Elders, by calling, desire, responsibility, and accountability before the Lord, are to be recognized and respected equally as Elders-overseers-pastors-teachers even though they may be specialized in function. Generally, Elders as such shall not receive any stated salaries for their services, except that certain Vocational Elders (See Article VII) may be paid salaries and receive housing and other allowances as the non-vocational members of the Elder Board shall determine (1 Timothy 5:17-18). This freeing of certain Elders to serve the Church on a salaried basis shall in no way be construed as interfering with the equity of office shared among all the under-shepherds, i.e. Elders.

Section 3. Duties and Powers

Subject to the limitations of these Bylaws, all the activities and affairs of the Church shall be exercised by or under the direction of the Elders. The Elders are responsible for the total operation of the church, including various organizations, physical properties, finances, and other temporal matters. Their decision-making process shall always be guided by clearly discerned Scriptural principles (I Peter 5:2-6). All decisions will be made in a manner which preserves the principle of unity (Acts 15:25; Philippians 2:1-5). Disregarding the opinion of an Elder who is in the process of church discipline (I Timothy 5:19, 20) does not violate this principle. The Elders shall be responsible to:

- Be an example of humility, godliness, and service
- Care for the spiritual needs of the church family
- Guard the purity of doctrine and life of the church
- Direct the administration of the church ordinances, baptism and communion
- Discipline in accordance with the Word of God
- Share the ministry of pastoral care
- Approve all leadership positions

Without prejudice to such general responsibilities and powers, but subject to these same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated by these Bylaws:

- a) To select and remove all the officers, agents, pastors, staff, and employees of the Church; prescribe such duties for them consistent with the Scriptures, with law, with these Bylaws; and fix the terms of their offices and their compensation.
- b) To make such disbursements from the funds and properties of the Church as are required to fulfill the purposes of this Church as are more fully set out in these Bylaws, thereof and generally to conduct, manage, and control the activities and affairs of the Church and to make such rules and regulations consistent with the Scriptures, with law, with the Bylaws, as they may deem best.
- c) To establish policies and practices for the church consistent with the purposes of this Church and Scripture.
- d) To borrow money and incur indebtedness for the purposes of the Church and to cause to be executed and delivered, in the church name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.
- e) To carry on a business and apply any such profit that results from the business activity in which it may legally engage.

Section 4. Number of Elders

The number of elders will be in accordance with the needs and size of the church.

Section 5. Qualifications

Each member of the Board of Elders must be an active member of this church and possess the qualifications described in 1 Timothy 3:1-7 and Titus 1:6-9. He shall be:

- a) Blameless as a steward of God; above reproach (1 Timothy 3:2; Titus 1:6-7)
- b) A one-woman man – a man faithful to his wife (1 Timothy 3:2; Titus 1:6)
- c) Temperate, sober, vigilant (1 Timothy 3:2)
- d) Sober-minded, prudent (1 Timothy 3:2; Titus 1:8)
- e) Of good behavior; orderly, respectable (1 Timothy 3:2)
- f) Given to hospitality (1 Timothy 3:2; Titus 1:8)
- g) Apt to teach; able to teach; he can exhort believers and refute false teaching (1 Timothy 3:2; Titus 1:9)
- h) Not given to wine (1 Timothy 3:3; Titus 1:7)
- i) Not violent; not pugnacious (1 Timothy 3:3, Titus 1:7)
- j) Patient, moderate, forbearing, gentle (1 Timothy 3:3)
- k) Not a brawler; uncontentious; not soon angry or quick-tempered (1 Timothy 3:3; Titus 1:7)
- l) Not covetous; not a lover of money; not greedy of base gain (1 Timothy 3:3, Titus 1:7)
- m) Rules well his own house; his children are faithful, not accused of rebellion to God (1 Timothy 3:4; Titus 1:7)
- n) Not a novice; not a new convert (1 Timothy 3:6)
- o) Has a good report or reputation with outsiders (1 Timothy 3:7)
- p) Not self-willed (Titus 1:7)
- q) A lover of good men and things (Titus 1:8)
- r) Just, fair (Titus 1:8)
- s) Holy, devout (Titus 1:8)
- t) Self-controlled (Titus 1:8)

Section 6. Nomination and Selection of Elders

Since it is really God who makes men overseers by maturing them and burdening them with such a ministry, it is the responsibility of the Church to recognize the men whom the Holy Spirit is appointing for pastoral function. Elders shall be added to the Board based upon the Spirit-led recognition of a man's fulfillment of the Scriptural qualifications (I Timothy 3; Titus 1; I Peter 5) and his awareness of the call of the Holy Spirit to serve. The process of recognition will be as follows:

- a) Any member of Faith Bible Church of Spearfish may present one of the male members for consideration as an Elder via a letter of nomination at any time throughout the year. This communication should focus on the nominee's apparent conformity with the aforementioned Scriptural qualifications and a brief history of his service among the Church or any prior service at another church of like-mindedness. This letter of recommendation is to be submitted to the existing Elder Board, and each person so presented will be considered seriously.
- b) The Elder Board, by unanimous consent will decide whether the man suggested should be regarded as a true candidate for the office of Elder. In determining this, the Elders will contact the man himself in order to determine his assessment of God's will in this matter. If the man, under the Lord's conviction, desires the office (1 Tim. 3:1), the Elder Board will then take reasonable time to get to know and examine the candidate's qualifications.
- c) Following this time for spiritual evaluation, the Elder Board, by unanimous consent, may present the name of the candidate to the whole congregation. Any members who are privy to disqualifying factors pertaining to the potential candidate under consideration should bring the matter before the Board of Elders for thorough investigation. Scriptural complaints must be the basis for disqualification (1 Tim. 3:1-7; 8-13; Tit. 1:5-9). Therefore, the entire Body will be given at least two weeks to express concerns or needed input to the Elders either personally or by letter. Letters must be signed by the addressor. Anonymous letters will not be accepted.
- d) After the Elders have acted upon the input of the congregation (if necessary), and if the Elders are in unanimous agreement that the individual has indeed been qualified by the grace of God for leadership within the Church, the Elders will affirm what God has already done in the man's life by setting him apart as an under-shepherd at Faith Bible Church of Spearfish. The Board of Elders shall present the qualified man to the congregation at a regular worship service.
- e) In the case that the church no longer has qualified officers, the membership may invite another like-minded congregation to oversee the church until such time that qualified officers are raised up from within the church or outside the church (see Article VII). If the church cannot agree as to the decision to invite outside ministries to govern Faith Bible Church of Spearfish, or agree on a qualified officer from inside or outside of the church, dissolution may be considered. (see Article XIV Section 3).

Section 7. Vacancies

Any Elder may resign effective upon giving written notice to the Board of Elders, unless the notice specifies a later time for the effectiveness of such resignation.

Section 8. Removal of Elders

Elders may serve an indefinite time. However, any Elder may be removed from office at any regular or special meeting of the Board if he is found to be physically or mentally incapacitated or spiritually unqualified (according to pertinent Scripture, including 1 Timothy 3:1-7 and Titus 1:5-9), after thorough corroborating investigation by the Elders (or a duly appointed Committee of the Board), in accord with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18 and 1 Timothy 5:19. When an Elder is removed because of sin that is deemed sufficient to disqualify him from shepherding, and if he refuses to repent from that sin, the removal shall be accompanied by a public rebuke, and notice shall be made before the church and the congregation thereof at a regularly-scheduled worship service as prescribed in 1 Timothy 5:20.

Section 9. Place of Meetings

Notwithstanding anything to the contrary provided in these Bylaws, any meeting of the Board of Elders of the Church may be held at any place.

Section 10. Board Meetings

Meetings of the Board of Elders shall be called at any time by the Lead-Elder or when any two Elders determine a need to do so. Elders will meet a minimum of once a month.

Section 11. Quorum

A quorum of the board of elders shall be two-thirds of the total number of the board. However, whenever the matter to be considered concerns calling or dismissing an elder or deacon, or buying or selling real estate, a quorum shall consist of all (100%) the Board of Elders.

Section 12. Rights of Inspection

Every Elder shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Church of which such person is an Elder, for a purpose reasonably related to such person's interest as an Elder.

Section 13. Decisions of the Elders

Decisions shall be reached after prayerful consideration only by the unanimous or majority vote of the Board of Elders, as differentiated below, in a spirit of humility, each Elder regarding one another before himself. Therefore in essence, whether the decision is one that necessitates a unanimous vote or a majority vote, the net result after all discussions are terminated and binding decisions have been made, the board must have a spirit of unanimity as to the direction the Church should take. Any violation of this spirit of unanimity must be considered a serious breach of Elder qualifications. If it should occur more than once, without genuine repentance, this Elder must seek the re-approval of the Elder Board to continue in the office of Elder (Titus 3:10).

- a) Unanimity of all Elders required: Whenever the matter to be considered concerns calling a Vocational Elder, Elder, Deacon or Missionary (to be supported), an amendment to or modification of the Bylaws or a modification to indebtedness limitations, a quorum as it pertains to the vote shall consist of all of the Board of Elders whether voting in person, or by telephone, to be later confirmed in writing and must be unanimous.
- b) Majority of all Elders required: All other decisions (other than those listed under the preceding unanimity paragraph), will be made on the basis of simple majority of all Elders. Those Elders in the minority position, after given an opportunity to defend their minority view from Scripture, will yield to the majority position of the Elder Board in the spirit of Philippians 2:3, thereby preserving the spirit of unanimity that the Elder Board must maintain to the Church congregation and the public, in general. Therefore the minority Elder/s must publicly support the decision of the majority of the Elder Board, in every situation. Any violation to this spirit of unanimity will be dealt with as outlined in the opening paragraph of this section.
- c) Voting exclusions: Decisions by the Elder Board that pertain directly to any of the Elders, themselves (such as Church discipline or salary review, etc.), may be made (at the discretion of the majority of the other Elders) without the participation of the Elder in question (other than input required of him by the other Elders), in the discussions or the final decision of the Elders. Under no circumstances is any Elder allowed to influence other Elders or vote upon any issue involving him in a conflict of interest.

Section 14. Leadership of the Elders

The Board of Elders will, by majority vote, appoint a Lead-Elder of the Elder Board who will provide leadership as it pertains to Elder Board meetings, and will represent the Board of Elders to the congregation in public meetings.

Section 15. Pulpit Supply

The Elders have complete responsibility for the teaching ministry of the church. It shall be the duty of the Board of Elders to supply the pulpit with men whose ministry in the church shall be consistent with the Doctrinal Statement of this church.

Section 16. Fees and Compensation

Elders (as such) shall not receive any stated or fixed salary for their services; however, nothing herein contained shall be construed to preclude any Elders from serving the Church in any other capacity and receiving compensation. Any person receiving compensation directly or indirectly from Faith Bible Church of Spearfish shall not be in a position to determine the nature or amount of said compensation.

ARTICLE VII: VOCATIONAL ELDERS

Section 1. General Statement

All Elders possess equal authority, but not all elders have gifts warranting full financial support. However, specially gifted Elders who rule well are to be considered worthy of full financial support from the Church, especially those who work hard at preaching and teaching (Gal. 6:6; 1 Ti. 5:17; 1 Co. 9:1-14).

Section 2. Calling and Selection

The normal process for the selection of Vocational Elders is for the Church to first look within the congregation for gifted and qualified men (See Article VI Section 4 and 5.). However, in the event that none of the present elders possess sufficient proficiency to be financially supported to “labor in preaching and teaching” (1 Tim. 5.17), then the Board of Elders may look outside the congregation for such a man.

The Vocational Elder shall be selected by the Board of Elders and confirmed by the members of the church at its annual meeting or at a special business meeting, and such confirmation shall be a three-fourths (3/4) majority of all the votes cast. The Elders will determine the method of voting. He shall remain in office an indefinite period of time subject to the following reservations: The Elders reserve the right to dismiss the Vocational Elder upon giving him one month’s written notice of its intention to dismiss. The Elder must give one month’s notice if he intends to resign. The time limit of a Vocational Elder’s resignation or dismissal is subject to a lesser time if both the Elder and the church by mutual agreement provide otherwise.

At the discretion of the elders and with the prior agreement of the prospective candidate, a confirmation vote may be required in some circumstances after a period of one year’s service in the Church. This procedure is designed to protect the flock in certain cases. This may be required of candidates who are largely unknown to the church beforehand, or who are presently without pastoral charge, or who have limited pastoral experience. In the event that the required seventy-five percent majority is not attained in the confirmation vote, the church will provide sixty days severance support to assist the candidate in his life plans, or less if mutually agreed upon.

Section 3. Duties

The Vocational Elder shall be a member of the Board of Elders fulfilling the aforementioned duties and powers in Article VI Section 3. He shall be accountable to the Board of Elders. In the absence of a Vocational Elder, the Board of Elders (or a duly appointed Committee of the Board, per Article X of these Bylaws, at the sole discretion of the Board), shall be responsible to arrange for the public and regular services of the church.

ARTICLE VIII: DEACONS

Section 1. General

Deacons are an important element of a well functioning church. They free up time for the Elders to minister in prayer and the Word. Deacons help guide and direct the church's overall welfare and ministries of mercy.

Section 2. Qualifications

Deacons shall consist of members possessing the qualifications described in 1 Timothy 3:8-13: Deacons must be men of dignity, not double-tongued, or addicted to much wine or fond of sordid gain, but holding to the mystery of the faith with a clear conscience. These men must also first be tested; then they can serve as deacons if they are beyond reproach. Their wives must likewise be dignified, not malicious gossips, but temperate, faithful in all things. Deacons must be faithful to their wives, and good managers of their children and their own households. Deacons who serve well are worthy of respect and great confidence in the faith that is in Christ.

Section 3. Nomination and Selection

Deacons shall be nominated by members of the church. Any male member of Faith Bible Church of Spearfish who is respected by the Church and thought to be Biblically qualified as a Deacon may be nominated by any Church member via a letter to the Elder Board. The Elder Board will compile, confirm, and determine each nominee's qualifications. Upon approval of the Deacon candidate by the Board of Elders, that man shall be presented to the church body as a Deacon.

Section 4. Duties

The Deacons shall assist the Elders in the shepherding of the saints, assist in Communion (The Lord's Supper) and baptismal services, aid in the general spiritual care of the church, and perform other duties as assigned by the Board of Elders.

Section 5. Term of Office

A Deacon shall serve for an indefinite period of time, subject to that person's continuing desire to do so, his maintenance of the qualifications for office, and the capacity to carry out his responsibilities. In reference to those stipulations, from time to time, Deacons will be reviewed by the Board of Elders, and if any are found to be deficient in any of these areas, he may be asked to relinquish the office. Furthermore, any Deacon may resign upon giving notice to any member of the Board of Elders.

Section 6. Vacancies

In the event any of the above-mentioned offices becomes vacant during the period between annual elections, the Board of Elders may fill such vacancy for the unexpired term.

ARTICLE IX: TEACHERS

Teachers make up an important part of the growth and development of the church (Eph. 4:11). However, teachers of the Word of God bear a greater responsibility in their ministry of God's Word to the people of the church for they will "incur a stricter judgment" (Jam. 3:1). Consequently, the Board of Elders will approve and periodically review all teachers.

Section 1. Qualifications

The following qualifications are for Bible teachers of children, young people, and adults:

- a) All teachers shall be members of Faith Bible Church of Spearfish. This provision shall not apply to visiting missionaries, evangelists, or preachers engaged for the purpose of delivering sermons, or other special meetings on a temporary basis.
- b) Teachers must be spiritually mature living a lifestyle that is consistent with the precepts which they teach, whether in or out of the classroom.
- c) All educational programs, courses of instruction, or bible studies shall be taught and presented in full accord with the Statement of Faith of the church. The church shall not hire, appoint, or retain any employee or volunteer for its educational programs who fails to adhere to or expresses disagreement with the Statement of Faith. Moreover, visiting missionaries, pastors, or evangelists must not teach contrary to the Statement of Faith but in accordance with it.
- d) Teachers must be able to teach, especially in reference to handling the Scriptures accurately.

Section 2. Policies

The following policies based upon either Scriptural mandate or Biblical wisdom must be observed:

- a) Adult classes comprising both men and women will be taught by men (1 Tim 2:11- 12).
- b) Older women will, formally and informally, teach the younger women to be godly ladies, loving wives, and caring mothers (Titus 2:3-5).
- c) All teachers of pre-school age children shall be married couples or adult women.
- d) Youth classes will be taught by men who may be assisted by their wives.

ARTICLE X: OTHER COUNCILS AND COMMITTEES

Section 1. Councils and Committees

To promote efficient handling of Board matters, the Board may appoint various councils and committees from within its membership, the staff, and from the church at large. These councils and committees shall perform tasks solely in accordance with the duties and with powers specifically delegated by the Board. The general functions of councils and committees are:

- a) To bring considered recommendations to the Board concerning ministries.
- b) To provide a wider base of counsel to the Elders having the oversight of specific ministries.

All councils and committees shall exist for the period specified by the Board.

Section 2. Minister of Finance

A Church Treasurer may be appointed by the Board of Elders. He shall ensure the stewardship of the physical and financial resources of the Church, "taking precaution that no one should discredit us in our administration...for we have regard for what is honorable, not only in the sight of the Lord, but also in the sight of men" (2 Corinthians 8:20-21). The Church Treasurer shall be responsible to:

- a) The Treasurer shall ensure that all financial activities and transactions are consistent with these Bylaws.
- b) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Church. The books of account shall at all reasonable times be open to inspection by any Elder.
- c) The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Church with such depositories as may be designated by the

Board of Elders. He shall disburse, or cause to be disbursed, the funds of the Church as may be ordered by the Board of Elders, shall render, or cause to be rendered, to the Lead Elder and the Elders, whenever they request it, an account of all the transactions and of the financial condition of the Church, and shall have such other powers and perform such other duties as may be prescribed by the Board of Elders. He shall make, or cause to be made, the financial reports at each regular Board meeting and at the annual meeting of members.

- d) The Church Treasurer may be asked to relinquish his office at the discretion of the Board of Elders at any time.

ARTICLE XI: INDEMNIFICATION

Section 1. Indemnification of Elders

The Church hereby declares that any person who serves, or has served, at its request as an Elder, officer, employee, member of any committee, or on behalf of the Church as an Elder of another Church, whether for profit or not for profit, shall be deemed the Church's agent for the purposes of this Article and shall be indemnified by the Church against expenses (including attorney's fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of such service, provided such person acted in good faith and such person reasonably believed: (i) in the case of conduct in an official capacity with the Church, that such conduct was in the Church's best interests; and (ii) in all other cases that the conduct was at least not opposed to the Church's best interests; and with respect to any criminal action or proceeding, such persons had no reasonable cause to believe such person's conduct was unlawful. Except as provided in Article XI Section 3, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not meet the standard of conduct described in this section.

Section 2. Indemnification Against Liability to Church

No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Article XI Section 1 shall have been adjudged to be liable (i) for negligence or misconduct in the performance of such person's duty to the Church; or (ii) on the basis that the person derived an improper personal benefit, unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 3. Indemnification in Criminal Actions

No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Article XI Section 1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 4. Other Indemnification

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled by law, or under the Bylaws, any agreement, any other provision of these Bylaws, vote of the disinterested Elders or otherwise, and any procedure provided by any of the foregoing, both as to action in such person's official capacity and as to action in another capacity while holding such office.

Section 5. Period of Indemnification

Any indemnification pursuant to this Article shall

- a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and
- b) continue as to any indemnified party who has ceased to be an Elder, employee or agent of the Church and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these Bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Church to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 6. Insurance

By action of the Elders, notwithstanding any interest of the Elders in such action, the Church may purchase and maintain insurance, in such amounts as the board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against such person and incurred by such person in such person's capacity of or arising out of such person's status as an agent of the Church, whether or not the Church would have the power to indemnify such person against such liability under applicable provisions of law. The Church may also purchase and maintain insurance, in such amounts as the board may deem appropriate, to insure the Church against any liability, including without limitation, any liability for the indemnifications provided in this Article.

Section 7. Right to Impose Conditions to Indemnification

The Elders, representing the Church, shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Elders may deem appropriate in each specific case, including but not limited to any one or more of the following:

- a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the Church;
- b) that the Church shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and
- c) that the Church shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subornation to the Church.

Section 8. Limitation on Indemnification

Notwithstanding any other provision of these Bylaws, the Elders, representing the Church, shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Church as an organization described in section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII: ORDINATION, LICENSING, AND COMMISSIONING

Section 1. Ordination

Ordination refers to the unanimous recognition by the Board of Elders of a man's call to the ministry, preparation as a shepherd, and qualification to serve. Ordination shall be conferred for life, so long as the man continues to manifest the qualifications of the office.

Section 2. Licensing

The license is issued by the Board of Elders and is given in recognition of a man's call to that ministry. Its aim is to allow a man to perform the ecclesiastical duties and functions of the church. Licenses will be evaluated and issued on a yearly basis.

Section 3. Commissioning

When local-church certification is required for ministry where ordination would be unnecessary or inappropriate, a person is commissioned by the Board of Elders to minister. This

authorization continues as long as the opportunity to minister remains in effect and as long as the person maintains the qualifications for ministry.

Section 4. Marriages and Weddings

All who are ordained, licensed, commissioned or otherwise authorized by this church to solemnize marriages may do so, in the exercise of religious freedom, only where the participants are one man and one woman (Gen. 2:21-24; Matt. 19:4-6; Mark 10:6-9). Church facilities may be used for weddings only where both prospective spouses are church members in good standing; church facilities are not available to the general public for that purpose."

ARTICLE XIII: SETTLEMENT OF DISPUTES

In any dispute arising between church members, pastors, or staff pertaining to any matter of spiritual teaching or practices, church finances, or title to property purchased with church contributions, the dispute shall be resolved by the Elder Board of the church (or a duly appointed Committee of the Board, per Article X, Section 1 of these Bylaws, at the sole discretion of the Board). A decision shall be reached after prayerful consideration, in a spirit of humility, with each Elder regarding one another before himself and striving to preserve the unity of the Spirit in the bond of peace (Ephesians 4:1-3).

ARTICLE XIV: CONTRACTS AND CONFLICTS OF INTEREST

Section 1. Contracts

The Board of Elders, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Elders, no officer, agent or employee shall have any power or authority to bind the Church by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 2. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect the Church's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or trustee of the Church or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state or federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 3. Definitions

- a) Interested Person: Any Elder, Deacon, or member of an appointed committee who has a direct or indirect financial interest.
- b) Financial interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - (1) An ownership or investment interest in any entity with which the Church has a transaction or arrangement,
 - (2) A compensation arrangement with the Church or with any entity or individual with which Church has a transaction or arrangement, or
 - (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Church is negotiating a transaction or arrangement.
 - (4) A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the board decides that a conflict of interest exists.
- a) Compensation: Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 4. Procedures

- a) In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Elders considering the proposed transaction or arrangement.
- b) After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.
- c) An interested person may make a presentation at the board meeting, but after the presentation, he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - (1) The Lead Elder of the board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - (2) After exercising due diligence, the board or committee shall determine whether Church can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - (3) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board shall determine by a majority vote of the disinterested Elders whether the transaction or arrangement is in the best interests of Church, for its own benefit, and whether it is fair and reasonable. In

conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

- d) If the board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- e) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 5. Records of Proceedings

- a) The records of the board shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's decision as to whether a conflict of interest in fact existed.
- b) The records of the board shall also contain the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 6. Compensation

A voting member of the board who receives compensation, directly or indirectly, from Church for services rendered may not vote on matters pertaining to that member's compensation.

ARTICLE XV: CONTRIBUTIONS

Section 1. Reception of Contributions

The Church shall receive all monies or other properties transferred to it for the purposes for which the Church was formed (as shown by the Bylaws). However, nothing contained herein shall require the Board of Elders to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the Church as shown by said Bylaws.

Section 2. Designated Contributions

From time to time the church, in the exercise of its religious, educational, and charitable purposes, may establish various funds to accomplish specific goals. Contributors may suggest uses for their contributions, but all suggestions shall be deemed advisory rather than mandatory

in nature. All contributions made to specific funds or otherwise designated shall remain subject to the exclusive control and discretion of the board of elders. No fiduciary obligation shall be created by any designated contribution made to the church other than to use the contribution for the general furtherance of any of the purposes stated in Article III.

ARTICLE XVI: CHURCH RECORDS AND REPORTS

Section 1. Records

The Church shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records, and accounts shall be kept at its principal place of business in the State of South Dakota, as fixed by the Board of Elders from time to time.

Section 2. Inspection of Books and Records

Every Elder shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Church, and also of its subsidiary organizations, if any. A member may inspect or copy the prepared financial statements of the church and the minutes of the proceedings of church meetings and of board meetings, provided he shall have made a written request upon the church and the church has received the written request at least five business days before the requested inspection date. A member may not, under any circumstances, inspect or copy any record relating to individual contributions to the church, the list of names and addresses of the church members, or the accounting books and financial records of the church. The church may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member before releasing the copies to the member.

ARTICLE XVIII: TAX-EXEMPT PROVISIONS

Section 1. Private Inurement

No part of the net earnings of the church shall inure to the benefit of or be distributable to its members, trustees, elders, deacons, or other private persons, except that the church shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

Section 2. Political Involvement

No substantial part of the activities of the church shall be the carrying on of propaganda or otherwise attempting to influence legislation. The church shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any

candidate for public office.

Section 3. Dissolution

Upon the dissolution of the church, the Elders shall, after paying or making provision for payment of all the liabilities of the church, dispose of all of the assets of the church to such organization or organizations formed and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Elders shall determine. Assets may be distributed only to tax exempt organizations which agree with the church's Statement of Faith.

Section 4. Racial Nondiscrimination

The church shall have a racially nondiscriminatory policy and, therefore, shall not discriminate against members, applicants, students, and others on the basis of race, color, or national or ethnic origin.

Section 5. Limitation of Activities

Notwithstanding any other provision of these bylaws, the church shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes stated in Article III.

ARTICLE XVIII: AMENDMENTS

These Bylaws may be amended and new and additional Bylaws may be made from time to time at any time by the Board of Elders in the exercise of the power granted to the Board of Elders in these Bylaws.