

SECOND AMENDED BYLAWS OF HIGH POINTE COMMUNITY CHURCH

A Washington Nonprofit Corporation

ARTICLE I

Name and Principal Office

Section 1.01 Name

The name of this Corporation is HIGH POINTE COMMUNITY CHURCH. This Corporation will be further referred to in these Bylaws as the “Church.” The Church will locally do business as HIGH POINTE COMMUNITY CHURCH and/or HIGH POINTE CHURCH.

Section 1.02 Location of Principal Office

The principal office for the transaction of the business of the Church is at 11803 101st Avenue Court East, Suite 103, Puyallup, Washington 98373.

Section 1.03 Change of Principal Office Location

The Ministry Directors of the Church shall have full power and authority to change the principal office from one location to another. Any change of location of the principal office shall be recorded by the Secretary on these Bylaws opposite Section 1.02, or Section 1.02 may be amended to state the new location.

Section 1.04 Locations of Other Offices

The Ministry Directors of the Church shall have full power and authority to establish other offices at any place or places where the Church is qualified under applicable law to conduct its business.

ARTICLE II

Purposes

Section 2.01 General

The principal purpose of the Church is to glorify God by fulfilling five subordinate purposes summarized by the Great Commandment (Matthew 22:36-40) and the Great Commission (Matthew 28:18-20).

Section 2.02 Worship

The Church exists to participate in public worship services together and to promote and maintain family and personal worship (John 4:24; Hebrews 10:25; 1 Timothy 4:13).

Section 2.03 Evangelism/Mission

The Church exists to communicate the Good News of Jesus Christ to as many people as possible in our community and throughout the world (Matthew 28:18-20; Acts 1:8; 2 Peter 3:9).

Section 2.04 Discipleship

The Church exists to communicate the whole will of God as recorded in the Bible to promote the personal and communal spiritual growth of Christians, to teach Christians to obey all that Christ commanded, and to train Christians for effective ministry and service to our Church, our community, and our world (Ephesians 4:11-13; Matthew 18:20; 2 Timothy 2:2).

Section 2.05 Ministry/Service

The Church exists to serve unselfishly to meet the physical, emotional and spiritual needs of those in our Church, our community and our world (1 Peter 4:10-11; Matthew 25:34-40; 1 Thessalonians 5:11; Galatians 5:13; 1 Timothy 6:17-18).

Section 2.06

The Church exists to share life together, to encourage, support, discipline, and pray for the Members of the Church, and to engage in Christian fellowship with members of the larger family of God in our community and around the world (1 John 1:7; Acts 2:44-47; Hebrew 10:23-25; Romans 15:5-7; John 13:34-35; Matthew 18:15-17; Galatians 6:1-2).

ARTICLE III

Statement of Basic Beliefs

We believe these statements to be truths which God has revealed to mankind so that man may know God.

Section 3.01 The Bible

We believe the Bible to be the inspired word of God written by men. The Bible is infallible and inerrant. It is authoritative in revealing God's character, His salvation for

mankind, the principles by which God directs men to live, and any other subject which it addresses.

Section 3.02 Sovereign God

We believe in the only living and true God. He is the Creator of the entire Universe and is person, spiritual, infinitely Holy, absolute and exists in the three persons of the Father, the Son and the Holy Spirit. All three persons are eternal and equal in power and glory, having the same attributes, yet separate, but without division of nature or essence. God the Father is all-loving and wise. God the Son laid aside the glory of His divinity to take the form of a sinless man to be all mankind's substitute for sin. God the Holy Spirit convicts men of sin, righteousness and judgment, indwells believers in Jesus Christ, and bestows spiritual gifts for the equipping of the saints.

Section 3.03 Man and Salvation

We believe all men have sinned in failing to do all that God desires. Prior to Jesus' return, a person cannot exist in this world without sin, because it is a spiritual characteristic of the entire human race. No effort by man can produce righteousness before God. Through faith man, drawn by the Holy Spirit, may accept the grace of God provided through the redemptive death of Christ. Christ came as both God and man, and as such, was Mediator, Sacrifice and Redeemer to bring to God those who believe. Salvation involves justification by faith, experiential sanctification, and future glorification. Justification occurs at the time one trusts Christ as personal Savior, and the Holy Spirit causes spiritual rebirth and indwells the believer. Experiential sanctification is the process in which the believer grows in grace toward conformity with Jesus Christ. Glorification is the final redemptive experience occurring when the believer comes into the presence of God in Heaven.

Section 3.04 Further Statements

- A. We believe that God's perfect intent for marriage is for the union of one man and one woman, for as long as they live. Accordingly, marriages performed by and in the Church are reserved for people of the opposite sex. Because the Bible states that the practice of homosexuality is a sin (Leviticus 18:22; Romans 1:26-28; 1 Corinthians 6:9-10; 1 Timothy 1:8-11), the Church cannot recognize same-sex marriages as valid before God or among the members of the Church. The Church's ministry staff will not perform or officiate at any marriage between individuals of the same gender, nor may the Church's facilities, property or resources be utilized in connection with such a marriage. The practice of our faith and religion necessitates this position.
- B. All people are welcome to attend High Pointe Church and we believe all people are created in the image of God and deserving of respect. Nothing in Section 3.04(A) above shall be construed to diminish the Church's belief in the

transforming power of an authentic relationship with Jesus Christ available to all, as expressed in Section 3.03 above. The Church is committed to working with all persons in a spirit of love, grace and compassion.

These statements are not exhaustive, but are given in order to emphasize the foundations of our faith. The Bible will be the final authority in all matters of doctrine.

ARTICLE IV

Affiliation

Section 4.01 Church Autonomy and Voluntary Affiliation

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in the fulfillment of its purposes, the Church voluntarily affiliates with the *Puget Sound Baptist Association*, the *Northwest Baptist Convention*, and the *Southern Baptist Convention*.

Section 4.02 Tax-Exempt Status

As an affiliate of the *Northwest Baptist Convention* through the *Puget Sound Baptist Association*, the Church shall maintain tax-exempt status under the Northwest Baptist Convention's "blanket" group exemption ruling by the Internal Revenue Service, so long as such ruling remains valid and applicable to the Church. The group exemption number is 1675. The exemption is granted under Internal Revenue Code 501(c)(3).

ARTICLE V

Membership

Section 5.01 General

The Church shall have one class of Membership. Members of the Church shall consist of all persons who have met the minimum qualifications for Membership, have been approved for Membership by two-thirds of the Ministry Directors, and are listed on the *Active Membership Roll*.

Section 5.02 Acceptance of Candidates into Membership

A person who has met the minimum requirements for Membership shall be considered a Candidate for Membership (Candidate). If the Candidate is not a member of another church of like faith and order, the Candidate shall be presented to the Ministry Directors for approval. If the Candidate is a member of another church of like faith and order, then the additional qualification of Section 5.04 shall be met before the Candidate is presented to the Ministry Directors for approval. The Ministry Directors shall have full

power and authority to approve or to disapprove, with or without cause, a Candidate's application for Membership. After approval, the new Member shall enjoy all the rights, privileges, and responsibilities of a Member of the Church. The Ministry Directors shall have full power and authority to adopt and to amend application procedures for Membership in the Church.

Section 5.03 Minimum Qualifications for Membership

The following are Minimum Qualifications for Membership in the Church:

- A. A Member shall have made a statement of his or her personal repentance from sin and faith in our Lord Jesus Christ;
- B. A Member shall have been baptized by immersion following personal repentance from sin and faith in our Lord Jesus Christ;
- C. A Member shall have completed the Church's membership class;
- D. A Member shall agree with the Church's statements, strategy and structure as explained in the Church's Membership Class; and,
- E. A Member shall have made a commitment to abide by our Church's *Membership Covenant*.

Section 5.04 Additional Qualification for Those Transferring from Other Churches

A Candidate who is currently a member of a church of like faith and order shall provide the Ministry Directors with the name of the Candidate's church along with permission for the Ministry Directors to contact the Candidate's church to give the Candidate's church the opportunity to affirm or to disaffirm with explanation the Candidate's application for Membership in the Church. If the Candidate's church affirms the Candidate's request, the Candidate shall be presented to the Ministry Directors for approval. If the Candidate's church disaffirms the Candidate's request, the Ministry Directors may contact the Candidate and/or the Candidate's church to seek clarification, reconciliation, repentance, and/or resolution of issues before approving the Candidate's application for Membership. For the purposes of fulfilling this qualification, the Ministry Directors shall have full power and authority to determine whether or not a Candidate's church is a church of like faith and order. The additional qualification of Section 5.04 of these Bylaws shall be dropped if the Candidate's church does not respond to the Ministry Directors' contact within sixty (60) days.

Section 5.05 References to associated Persons as "members"

Nothing in Article V shall be construed as limiting the right of the Church to refer informally to persons associated with it as "members." No such reference, however, shall

constitute any such person as a Member of the corporation within the meaning of Section 24.03.065 of the Washington Nonprofit Corporation Act. The corporation may confer, by amendment of the Bylaws, some or all of the rights of a member as set forth in the Washington Nonprofit Corporation Act upon any such person or persons. References in the Bylaws to “Members” are not references to such associated persons.

Section 5.06 Designation of Membership

In an effort to properly reflect Membership in the Church, the following membership roll shall be maintained:

Active Membership Roll: This roll shall list all members who reside within the Church’s ministry area and are currently active in the Church.

Section 5.07 Responsibilities of Membership

The responsibilities of Membership are described in the *Membership Covenant* and explained in detail in the Membership Class Booklet.

Section 5.08 Voting Rights of Membership

Every Member aged eighteen (18) years or over shall be entitled to one vote in the following matters:

- A. Adoption of the annual budget of the Church;
- B. Dissolution of the Church;
- C. Purchase and/or sale of land or buildings;
- D. Approval of Elder Team Members;
- E. Amendments to the Articles of Incorporation or the Bylaws of the Church; and,
- F. The calling or removing of the Senior Pastor.

Voting absentee or by proxy is prohibited.

Section 5.09 Termination of Membership

Members shall be removed from the Church’s *Active Membership Roll* for the following reasons:

- A. Death;

- B. Transfer of membership to another church;
- C. Inactivity in Church programs for a period of two years;
- D. Movement of primary residency outside of the Church's ministry area;
- E. By Personal request of the Member; or,
- F. Dismissal by a majority vote of the Elder Team according to the following conditions.
 - 1. The Member's life and conduct are not in accordance with the *Membership Covenant* as detailed in the Membership Class Booklet in such a way that the member hinders the ministry influence of the Church in the community.
 - 2. The procedure for dismissal should be carried out in the spirit of Christian love and for the purpose of redemption according to Matthew 18:15-17.

Section 5.10 Restoration of Members

Members dismissed by the Elder Team shall be restored by a majority vote of the Elder Team in accordance with the spirit of 2 Corinthians 2:7-8, when their life and conduct are adjudged by the Elder Team to be in accordance with the *Membership Covenant* as detailed in the Membership Class Booklet.

Section 5.11 Records of Members Removed from the Active Membership Roll

Members removed from the *Active Membership Roll* according to the provisions of Section 5.09(C)(D)(E) or (F) of these Bylaws shall be recorded on an *Inactive Roll* for a minimum of one year following removal to facilitate restoration to the Church or transfer of Membership to another church.

ARTICLE VI

Meetings of Members

Section 6.01 Place

Business meetings of the Members shall be held at a place or places within or outside Washington as may be designated from time to time by the Ministry Directors.

Section 6.02 Annual Business Meeting

A general business meeting of the Members shall be held at least annually at such time as determined by the Ministry Directors. This general business meeting shall be the Annual Business Meeting. The purpose of the Annual Business Meeting shall be to adopt an annual budget, approve Elder Team Members if necessary, and to conduct any other proper business subject to Section 6.04 of this Article. The day-to-day business of the Church shall be conducted by or under the supervision of the Senior Pastor in accordance with Section 10.02 of these Bylaws.

Section 6.03 Special Meetings

The Ministry Directors or the Senior Pastor may call special meetings at any time for any purpose by giving notice to the Members and Senior Pastor in accordance with Section 6.04. The Elder Team also may call a special meeting under the specific provisions of Section 1.01(B)(7) of the *Elder Team Policy Document* by giving notice to the Members and Senior Pastor in accordance with section 6.04.

Section 6.04 Notice Requirements for Membership Meetings

- A. General Requirements. Written or printed notice stating the place, day and hour of the Annual Membership Meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, *except in the case of notice given at regular weekend services*. Notice may be given personally, *by announcement at regular weekend services*, or by mail, by or at the direction of the Senior Pastor, the Secretary, or the Ministry Directors. *If given at regular weekend services, notice shall be deemed delivered if distributed for two (2) consecutive weeks*. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the Active Membership Roll, with postage thereon prepaid.
- B. Specific Requirement for Notification of Senior Pastor. Notice stating the place, day, hour and purpose of any meeting at which Members are required or permitted to take any action shall be given in person or by person-to-person telephone conversation to the Senior Pastor no less than (15) days nor more than fifty (50) days prior to such meeting.

Section 6.05 Quorum

No specific percentage of Members shall be required to constitute a quorum; those Members present and voting at a meeting duly noticed and called shall constitute a quorum of the Membership for the transaction of business. Votes shall be cast by secret ballot unless otherwise specified. Unless otherwise dictated by applicable bylaws, every action taken or decision made by a majority of the Members present at a meeting duly

noticed and called shall be the act of the Members, subject to the provisions of the Washington Nonprofit Corporation Act.

Section 6.06 Waiver of Notice

The transaction of any meeting of the Members of the Church, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if either before or after the meeting, each of the Members not present signs a waiver of notice, a consent to holding the meeting, or approves the minutes. The waiver of notice or consent shall specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Member who attends the meeting without protesting before or at its commencement about the lack of notice.

ARTICLE VII

Ministry Directors

Section 7.01 Number and Term

The authorized number of members of the Ministry Directors shall be, until changed by amendment of the Articles of Incorporation or by a Bylaw duly adopted by the Members, such number as may from time to time be authorized by resolution of the Ministry Directors, provided that such number shall not be less than three (3), nor more than fifteen (15). The Ministry Directors shall consist of the Senior Pastor and such number of additional members as may, from time to time, be needed. Each member of the Ministry Directors may serve successive terms and shall hold office until a successor has been designated and qualified or until earlier resignation or removal. Other than the Senior Pastor, each Director serves at the pleasure of the Senior Pastor.

Section 7.02 Qualifications

The Ministry Directors, with the advice and consent of the Senior Pastor, may adopt, amend and repeal resolutions establishing minimum qualifications for members of the Ministry Directors. Ministry Directors shall be Members of the Church and may be male or female.

Section 7.03 Powers

- A. General Corporate Powers. The members of the Ministry Directors are hereby designated as the Directors of this Corporation as the term is defined and used in the Washington Nonprofit Corporation Act. Subject to the provisions and limitations of the Washington Nonprofit Corporation Act and any limitations in

the Articles of Incorporation and these Bylaws, all corporate powers shall be exercised by or under the direction of the Ministry Directors.

B. Specific Powers. Without prejudice to the general powers set forth above, and subject to the same limitations, the Ministry Directors shall have the power:

1. To select and to remove officers, agents, employees and Members of the Church, except for the Senior Pastor and Elder Team Members, and to ascribe to them any powers and duties that are consistent with law, the Articles of Incorporation, and these Bylaws. This power is subject to the advice and consent of the Senior Pastor.
2. To advise as to the selection of Ministry Directors members and to remove Ministry Directors members, except for the Senior Pastor.
3. To develop a proposed annual budget and to recommend such budget to the Church for adoption at the Annual Membership Meeting and to see that the annual budget of the Church is properly administered.
4. To borrow money and to incur indebtedness on behalf of the Church and to cause to be executed and delivered for the Church's purposes and in the Church's name, promissory notes and other evidences of debt and securities. This power is subject to the limitation of Section 5.08(C) and the advice and consent of the Senior Pastor.
5. To change the principal business office of the Church in the State of Washington from one location to another, and to designate any place within or outside the State of Washington for the holding of any meeting or meetings of the Ministry Directors.
6. To adopt, to make, and to use a corporate seal and alter the form of the seal.
7. To exercise all other powers conferred by the Washington Nonprofit Corporation Act or other applicable laws.

Section 7.04 Discharge of Duties

Members of the Ministry Directors 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. Ministry Directors members may in good faith rely on information, opinions, reports and/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.

Section 7.05 Delegation of Duties

Members of Ministry Directors may delegate duties that are delegable by law to employees, agents, or advisors and ascribe to them full power and authority to perform such duties. Ministry Directors members shall have no liability for actions taken or omitted by such employees, agents, or advisors if the Ministry Directors act in good faith and with ordinary care in selecting the employees, agents, or advisors.

Section 7.06 Reimbursement

The Ministry Directors may authorize reimbursement to persons for purchases made or services contracted on behalf of the Church or the reasonable expenses incurred in the performance of official Church business. The Ministry Directors shall have full power and authority to adopt and to amend procedures for requesting reimbursement so long as such procedures conform to law and Internal Revenue Service requirements.

Section 7.07 Selection

The Senior Pastor, with the advice of the Ministry Directors, shall select persons to serve as Ministry Directors. The Ministry Directors may appoint a Selection Advisory Team to report to the Ministry Directors regarding suitable candidates. The Ministry Directors may also entertain recommendations from the Members regarding suitable candidates. Persons recommended to serve as Ministry Directors shall be presented to the Ministry Directors for consideration.

Section 7.08 Removal

A member of the ministry Directors may be removed, with or without cause, by the Senior Pastor. The Senior Pastor's accountability to the Elder Team for his staff decisions is set forth in Article II, Section 2.01(D) of the *Elder Team Policy Document*.

Section 7.09 Vacancies

A vacancy in the Ministry Directors because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office. Such vacancies may be filled as they occur.

Section 7.10 "Deadlock"

In the case where the Ministry Directors shall, by reason of deadlock (whether because an even number of Ministry Directors is seated, or because certain Ministry Directors are absent even though a quorum is present, or because of abstention, or for any other reason) be unable to reach a conclusive vote on any issue before the Team, then, in such instance, the Senior Pastor shall cast a ballot which shall be known as a "majority

ballot,” so that an official act or decision may be taken by the Team. The majority ballot shall be cast in addition to the regular Ministry Director’s vote cast by the Senior Pastor.

ARTICLE VIII

Meetings of the Ministry Directors

Section 8.01 Place

Regular or special meetings of the Ministry Directors may be held at any place within or outside the State of Washington that has been designated from time to time by the resolution of the Ministry Directors. In the absence of such designation, meetings shall be held at the principal office of the Church. Notwithstanding the above provision of this section, a regular or special meeting of the Ministry Directors may be held at any place consented to in writing by all the members of the Ministry Directors, either before or after meeting. Any meeting, regular or special, may be held by telephone conference or similar communication equipment, as long as all Ministry Directors members participating in the meeting can hear one another. All such members of the Ministry Directors shall be deemed to be present in person at such meeting.

Section 8.02 Regular Meetings

Regular meeting of the Ministry Directors may be held without notice if the time and place of such meeting are fixed by resolution of the Ministry Directors.

Section 8.03 Special Meetings

- A. Authority to Call. The Senior Pastor or any three (3) members of the Ministry Directors may call for any purpose and at any time a special meeting of the Ministry Directors.
- B. Notice.
 - 1. Manner of Giving. Notice of the time and place of special meetings shall be given to each member of the Ministry Directors by one of the following methods: (1) by personal delivery of written notice; (2) by first class mail, postage prepaid; (3) telephone communication, either directly to the Ministry Directors member or to a person at the Ministry Directors member’s office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Ministry Directors member; (4) by fax to the Ministry Directors member’s home or office; or (5) by email.
 - 2. Time Requirement. Notices sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, e-mail, or fax shall be

delivered, telephoned, faxed, or e-mailed to the Ministry Directors member at least twenty-four (24) hours before the time set for the meeting.

3. Notice Contents. The notice shall state the time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. The notice must specify the purpose of the meeting.
4. Specific Requirement for Notification of Senior Pastor. Notice stating the place, day, hour and purpose of any meeting at which Ministry Directors are required or permitted to take any action, shall be given in person or by person-to-person telephone conversation to the Senior Pastor no less than (15) days nor more than fifty (50) days prior to such meeting.

Section 8.04 Quorum

A majority of current members of the Ministry Directors present at a meeting duly called and noticed shall constitute a quorum for the transaction of business. The act of the majority of the Ministry Directors members present at a meeting at which a quorum is present shall be the act of the Ministry Directors, unless the act of a greater number is required by these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Ministry Directors members.

Section 8.05 Waiver of Notice

The transactions of any meeting of the Ministry Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Ministry Directors members not present signs a written waiver of notice, a consent to holding the meeting, or approves the minutes. The waiver of notice or consent shall specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Ministry Directors member who attends the meeting without protesting before or at its commencement about the lack of notice.

Section 8.06 Action Without Meeting

Any action required or permitted to be taken by the Ministry Directors may be taken without a meeting, if all of the Ministry Directors members, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Ministry Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Ministry Directors.

ARTICLE IX

Budget Team

Section 9.01 Number and Term

The authorized number of members of the Budget Team shall be, until changed by amendment of the Articles of Incorporation or by a Bylaw duly adopted by the Members, such number as may from time to time be authorized by the Senior Pastor, provided such number shall not be less than three (3). Each member of the Budget Team may serve successive one year terms and shall hold office until a successor has been designated and qualified or until earlier resignation or removal.

Section 9.02 Qualifications

The Ministry Directors, with the advice and consent of the Senior Pastor, may adopt, amend, and repeal resolutions establishing minimum qualifications for members of the Budget Team.

Section 9.03 Duties

The Budget Team shall have the following duties:

- A. The Budget Team shall review the departmental budgets submitted by the church staff and shall, in consultation and cooperation with the Senior Pastor, set departmental and annual budget totals. The Budget Team shall have no responsibility for setting Personnel Costs as they relate to the Budget. The Budget Team may, in its discretion, make recommendation for individual line items in the departmental budgets. The final line item designations within each department budget will be set by the staff member working with the applicable department budget as approved by the Budget Team. It is intended that the Budget Team function in an impartial, advisory capacity to lend oversight and expertise to the budget process, all to advance the ministries of the Church as they fulfill the purpose, policies and vision set out in these Bylaws and by the Ministry Directors.
- B. The Budget Team may provide financial counsel to the Ministry Directors at the discretion of the Ministry Directors.
- C. The Budget Team shall conduct such other duties and activities as the Ministry Directors may designate from time to time.

Section 9.04 No Compensation

Budget Team members shall not receive salaries or compensation for their services on the Budget Team. A Budget Team member may serve the church in any other capacity and receive reasonable compensation for those activities.

Section 9.05 Nomination and Election

The Ministry Directors shall select persons to serve on the Budget Team. The Ministry Directors may appoint a Nomination Advisory Team to report to the Ministry Directors regarding suitable nominees. The Ministry Directors may also entertain recommendations from the Members regarding suitable nominees.

Section 9.06 Removal

A member of the Budget Team may be removed, with or without cause, by the Ministry Directors, at any regular or special meeting of the Ministry Directors.

Section 9.07 Vacancies

A vacancy in the Budget Team because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office. Such vacancies may be filled as they occur and for the remainder of the unexpired term.

ARTICLE X

Officers

Section 10.01 Officers

The officers of the Church shall be the Senior Pastor, the Ministry Directors, Elder Team Members, Secretary and other officers that are necessary to maintain the administration and ministry of the Church. With the exception of the Elder Team Members, all officers shall be approved by the Ministry Directors. All officers shall be Members of the Church. The Senior Pastor shall serve as the President of the Church and shall act as the moderator of the Church.

Section 10.02 Senior Pastor-President of the Church

The Senior Pastor shall be responsible for leading the Church to fulfill the purposes of the Church. The office of Senior Pastor shall be held by a man. The Senior Pastor shall be empowered to control and to supervise the day-to-day ministries and business of the Church subject to the powers expressly reserved for the Members of the Church and the Ministry Directors, and subject to the limitations of law, the Washington Nonprofit Corporation Act, and the Bylaws. The Senior Pastor shall supervise, directly or by delegation, all employees of the Church, and may delegate to them any and all duties and responsibilities he deems reasonable, subject to the rights, if any, of a person under contract of employment. The Senior Pastor shall have the authority to hire or terminate any employee.

Section 10.03 Absence of a Senior Pastor

In the temporary absence of the Senior Pastor, the Senior Pastor shall select an existing paid staff member to serve as the interim staff coordinator to give daily direction and supervision to the staff.

Section 10.04 Elder Team

The Church shall, from time to time, elect a group of laymen to serve as the Elder Team. The purpose of the Elder Team is to work, on behalf of the congregation, to ensure that the Church (1) achieves its mission and (2) observes biblical standards. Detailed functions, qualifications, and duties of the Elder Team are set forth in the *Elder Team Policy Document*.

- A. Nomination and Appointment – Prospective Elder Team Members will be nominated by Church Members and evaluated for candidacy by current members of the Team. The Team will ensure that any candidate brought before the Church for appointment meets the Team Members' Qualifications set out in Section 1.04 of the *Elder Team Policy Document*. The Team will, by unanimous vote, determine the list of candidates to be presented to the Church. The Team will place names of approved candidates on a ballot at the Annual Membership Meeting for approval or disapproval by vote of the Church. The vote shall be by secret ballot. Each individual nominee must receive an affirmative vote of at least eighty-five percent (85%) of those Members present in order to be appointed to the Team. Team Members are appointed individually, rather than jointly.
- B. Term – Elder Team Members may serve up to three successive one-year terms. Returning Team Members must be reaffirmed each year by an affirmative vote of at least eighty-five percent (85%) of those Members present at the Annual Meeting. One-year terms will begin July 1st of each year and end June 30th of the following year. After three successive one-year terms, an Elder Team Member must step down for one year before he may be reappointed to serve on the Team. For any interim Team Member appointed under Section 10.04(C) of these Bylaws, his first one-year term will be considered to begin the July 1st after approval by church vote, regardless of the time of year he was appointed as interim.
- C. Number of Members – The Elder Team shall be made up of the Senior Pastor and at least two laymen, such that the number of Elder Team Members may be no less than three. If the termination of an Elder Team Member's service during the period between annual meetings forces the number of Team Members below the authorized minimum, the Elder Team may appoint an interim Team Member to fill the vacation position

until the next annual meeting, at which he must be approved by vote of the Church.

- D. Although the members of the Elder Team must be men, all Ministry Directors may be invited to attend Elder Team meetings for the purpose of input and consultation.
- E. Elder Team Members may not be full time paid staff members or immediate family members of full time paid staff.
- F. Removal – Elder Team Members must adhere to the Team Members' Code of Conduct set out in Section 1.05 of the *Elder Team Policy Document*. Consistent failure to do so may result in removal from the Elder Team. An Elder Team Member may be removed by a simple majority vote of the members of the Elder Team.

Section 10.05 Secretary

The Secretary shall see that all meeting of the Membership and the Ministry Directors are duly noticed and called and that minutes of Membership and Ministry Directors are taken and that all corporate records and the seal of the Church are kept in a secure location. The Secretary shall perform other such duties as assigned by the Senior Pastor or, in the event of the Senior Pastor's absence or inability to act, the Ministry Directors.

Section 10.06 Election of Officers

The Senior Pastor shall be voted on by the Members at a Membership meeting. With the exception of Elder Team Members, all other officers of the Church shall be chosen by the Ministry Directors, subject to the rights, if any, of an officer under any contract of employment.

Section 10.07 Removal of Officers

- A. Removal of Senior Pastor. The Elder Team will evaluate any call for removal of the Senior Pastor according the Section 1.01(B)(7) of the *Elder Team Policy Document*. The Senior Pastor may be removed only by a vote of the Members at a special Membership meeting called by the Elder Team as set out in Section 6.03 of these Bylaws. Voting shall be by secret ballot and an affirmative vote of eighty-five percent (85%) of Members present at such a meeting shall be necessary to effect the removal of the Senior Pastor.
- B. Removal of Officers Other Than Senior Pastor. Subject to the rights, if any, of an officer under any contract of employment, all other officers may be removed, with or without cause, by the Ministry Directors, at any regular or special meeting of the Ministry Directors.

Section 10.08 Vacancies

- A. General. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office. Such vacancies shall be filled as they occur.
- B. Interim President. In the event of a vacancy, for any reason, in the office of Senior Pastor, the Ministry Directors shall elect by majority vote a man to serve as Interim President of the Church. The Interim President shall be one of the Ministry Directors. The Interim President will supervise and control the day-to-day business and ministries of the Church and supervise, directly or by delegation, all employees of the Church until such time as the Church elects a Senior Pastor. The Ministry Directors will seek approval of the Elder Team in the selection of the Interim President. The Interim President will cooperate with the Elder Team and keep the Elder Team appropriately informed regarding the day-to-day business and ministries of the Church. By majority vote, the Ministry Directors may remove and replace the Interim President of the Church with or without cause.
- C. Senior Pastor Search Team. In the event of a vacancy, for any reason, in the office of Senior Pastor, the Elder Team shall form a Senior Pastor Search Team. The Elder Team shall establish for the Senior Pastor Search Team criteria and qualifications, both general and specific, for the position of Senior Pastor.
 - 1. The Senior Pastor Search Team will be comprised of at least one member of the Elder Team, one Ministry Director, and one non-staff Member of the Church appointed by the Elder Team.
 - 2. The Senior Pastor Search Team shall serve at the pleasure of the Elder Team. After eighteen (18) months, if a Senior Pastor has not been presented and approved by the Church, the individual members of the Search Team must be reaffirmed by the Elder Team.
 - 3. The Senior Pastor Search Team shall meet and select its own chairperson. The Senior Pastor Search Team shall recommend to the Elder Team one or more candidates for Church Members to consider.

Section 10.09 Call of Senior Pastor

- A. A Senior Pastor shall be chosen and called by the Church whenever a vacancy occurs. The Elder Team will receive recommendations from the Senior Pastor Search Team.

- B. The Elder Team will select one recommended candidate to present to the Church for election. While it is desirable that the presentation of a candidate to the Church be unanimous, the Elder Team is not prohibited from presenting a candidate if there is only one dissenting vote among the Elder Team.
- C. If a presented candidate is not elected by the Church, then the Elder Team may present another of the candidates recommended by the Senior Pastor Search Team. If necessary, the Senior Pastor Search Team shall continue to recommend, and the Elder Team shall continue to present, candidates for Senior Pastor.
- D. The election of a new Senior Pastor shall take place at a regular or special meeting of the Members, with notice given in accordance with Section 6.04 of these Bylaws.
- E. The election of the Senior Pastor shall be by secret ballot and an affirmative vote of at least eighty-five percent (85%) of those Members present shall be necessary to extend the call.

ARTICLE XI

Dissolution

Section 11.01 Dissolution

In the event of a voluntary dissolution of the Church, the net assets of the Church shall, after payment or provision for payment of all the liabilities of the Church, be distributed to any organization designated by the Elder Team which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c)(3).

ARTICLE XII

Indemnification

Section 12.01 Powers to Indemnify

The Church shall have the following powers:

- A. The Church may indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness in) any actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (hereinafter a "proceeding"), by reason of that fact that he or she is or was a Director, officer, employee or agent of the Church or being or having been such a Director, officer,

employee or agent, he or she is or was serving at the request of the Church as a director, officer, employee, agent, trustee or in any other capacity of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, where the basis of such proceeding is alleged action or omission in any official capacity or in any other capacity while serving as a Director, officer, employee, agent, trustee or in any other capacity, against all expenses, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a Director, officer, employee or agent of the corporation and shall inure to the benefit of his or her heirs and personal representatives.

- B. Power to Pay Expenses in Advance of Final Disposition. The Church may pay expenses incurred in defending any proceeding in advance of its final disposition (hereinafter "advancement of expenses"); provided, however, that any advancement of expenses shall be made to or on behalf of a Director, officer, employee or agent only upon delivery to the Church of an undertaking, by or on behalf of such Director, officer, employee or agent, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Director, officer, employee or agent is not entitled to be indemnified under this Article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make repayment.
- C. Power To Enter into Contracts. The Church may enter into contracts with any person who is or was a Director, officer, employee and agent of the Church in furtherance of the provision of this Article and may create a trust fund, grant a security interest in property of the Church, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.
- D. Expansion of Powers. If either the Washington Nonprofit Corporation Act or the Washington Business Corporation act is amended in the future to expand or increase the power of the Church to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the Directors of this Corporation, the powers described in this Article shall be expanded and increase to the fullest extent permitted by the Washington Nonprofit Act and the Washington Business Corporation Act, as so amended.
- E. Limitation of Powers. No indemnification shall be provided under this Article to any such person if the Church is prohibited by the Washington Nonprofit Corporation Act or the Washington Business Corporation Act or other applicable law as then in effect from paying such indemnification. For example, no

indemnification shall be provided to any person in respect of any proceeding, whether or not involving action in his or her official capacity, in which he or she shall have been finally adjudged to be liable on the basis of intentional misconduct or knowing violation of law by the person, or from conduct of a Director in violation of RCW 23B.08.310, or person having received a benefit in money, property or services to which the person was not legally entitled.

Section 12.02 Indemnification of Directors, Officers, Employees, and Agents

- A. Directors. The Church shall indemnify and hold harmless any person who is or was a Director of this Corporation, and pay expenses in advance of final disposition of a proceeding, to the full extent to which the Church is empowered.
- B. Officers, Employees, and Agents. The Church may, by action of the Ministry Directors, indemnify and hold harmless any person who is or was an officer, employee or agent of the Church, and provide advancement of expenses to the full extent to which the Church is empowered, or to any lesser extent that the Ministry Directors may determine.
- C. Character of Rights. The rights of indemnification and advancement of expenses conferred by or pursuant to this Article shall be contract rights.
- D. Right Not Exclusive. The right to indemnification and advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the Church, agreement of disinterested directors, or otherwise.

Section 12.03 Insurance

The Church may purchase and maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the Church or who, while a Director, officer, employee or agent of the Church, is or was a director, officer, partner, trustee employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Church would have the power to indemnify such person against such expense, liability or loss under the Washington Nonprofit Corporation act or the Washington Business Corporation Act.

Section 12.04 Survival of Benefits

Any repeal or modifications of this Article shall not adversely affect any right of any person existing at the time of such repeal or modification.

Section 12.05 Severability

If any provision of this Article or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of this Article, or the application of such provision to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

Section 12.06 Applicable Law

For the purposes of this Article, “applicable law” shall at all times be construed as the applicable law in effect at the date indemnification may be sought, or the law in the effect at the date of the action, omission or other event giving rise to the situation for which indemnification may be sought, whichever is selected by the person seeking indemnification.

ARTICLE XIII

Records and Reports

The Church shall maintain the following records and reports:

- A. Adequate and correct books and records of accounts (financial records);
- B. Written minutes of the proceedings of its Members and Ministry Directors;
- C. A record of the Members of the Church, setting forth the Members’ names and addresses; and,
- D. Individual financial contribution statements that conform to Internal Revenue Service requirements.

All such records shall be kept at the Church’s principal office, either electronically or in paper form.

ARTICLE XIV

Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Washington Nonprofit Corporations act shall govern the construction of these Bylaws.

ARTICLE XV

Amendments to the Bylaws

These Bylaws or any provision of them may be altered, amended, or repealed, and new Bylaws may be adopted by vote of three-fourths of the active members present at any special or regular business meeting. A two (2) weeks published notice of such a meeting must be given.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of High Pointe Community Church, a Washington Nonprofit Corporation, and that these Second Amended Bylaws of High Pointe Community Church, consisting of 24 pages, are the Bylaws of the Church as adopted by a vote of the directors on the 22nd day of June, 2014.

Executed at Puyallup, Washington this 16th day of July, 2014.

Ruth Ann Van Steen, Secretary

Attested:

Kevin E. Sullivan
President, Senior Pastor