Conflicts of Interest policy — proposed redline

Removed or replaced • **Added or revised** • Complete policy text shown

EXISTING LANGUAGE

Conflicts of Interest. No contract or transaction between the Church and one or more of its directors, officers, Elders, Evangelists, and employees, or between the Church and any other Church, partnership, association, or other organization in which one or more of the Church's directors, officers, Elders, Evangelists, and employees are directors ~~or~~ officers, Elders, Evangelists, or employees of the second organization, or have a financial or other interest in the second organization, shall be void or voidable solely for this reason, or solely because such director, officer, Elder, Evangelist, or employee is present at or participates in the meeting of the Board of Directors~~,~~ which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, nor shall any director or officer be under any liability to the Church on account of any such contract or transaction if:

- the material facts as to his or her relationship or interest as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the board or committee authorized the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or
- the contract or transaction is fair as to the Church as of the time it is authorized, approved or ratified, by the Board of Directors or otherwise by the Church.

~~**The Board of Directors shall adopt a conflict of interest policy covering the Church's directors, officers, and other Church employees and ministry leadership as may be specified in the policy.**~~

PROPOSED LANGUAGE

3.6 Conflicts of Interest. No contract or transaction between the Church and one or more of its directors, officers, Elders, Evangelists, and employees, or between the Church and any other Church, partnership, association, or other organization in which one or more of the Church's directors, officers, Elders, Evangelists, and employees are **directors, officers**, Elders, Evangelists, or employees of the second organization, or have a financial or other interest in the second organization, shall be void or voidable solely for this reason, or solely because such director, officer, Elder, Evangelist, or employee is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, nor shall any director or officer be under any liability to the Church on account of any such contract or transaction if:

- the material facts as to his or her relationship or interest as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the board or committee authorized the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or
- the contract or transaction is fair as to the Church as of the time it is authorized, **approved, or ratified**, by the Board of Directors or otherwise by the Church.

All directors, officers, and other Church employees and ministry leadership as specified in the Church's Conflicts of Interest Policy shall be bound by and comply with the Church's Conflicts of Interest Policy. Each such individual shall annually review the Conflicts of Interest Policy and execute a signed disclosure form affirming their compliance with and adherence to the policy at the commencement of each fiscal year or upon joining the Board of Directors or assuming a covered role, whichever occurs first. Executed disclosure forms shall be retained by the Clerk as part of the Church's corporate records.

Terms of Office policy — proposed redline

Removed or replaced • **Added or revised** • Complete policy text shown

EXISTING LANGUAGE

Terms of Office. Each director shall hold office for a term of three years ~~**and is eligible for reelection for successive terms.**~~

To ensure continuity in board knowledge, experience and leadership, the ~~**board**~~ shall stagger directors' terms.

PROPOSED LANGUAGE

4.3 Terms of Office. Each director shall hold office for a term of three years.

A director may be re-elected for one additional consecutive three-year term, for a maximum of six consecutive years of service on the Board of Directors. Upon completing two consecutive terms, a director shall not be eligible for re-election until at least one full year has elapsed since the conclusion of their most recent term of service.

To ensure continuity in board knowledge, experience, and leadership, the **Board** shall stagger directors' terms **so that not all terms expire in the same year.**

A director elected to fill a vacancy pursuant to Section 4.6 shall serve only the remainder of the unexpired term of their predecessor and, for purposes of this Section, such partial term service shall not count as a full term unless the director serves more than half of the original three-year term.

Quorum policy — proposed redline

Removed or replaced • **Added or revised** • Complete policy text shown

EXISTING LANGUAGE

Quorum. At any meeting of the directors, a majority of the directors then in office shall constitute a quorum.

PROPOSED LANGUAGE

5.6 Quorum. At any meeting of the directors, a majority of the directors then in office shall constitute a quorum, **provided that a quorum shall never be fewer than four directors.**

In the event the number of directors falls below seven, the remaining directors shall make reasonable efforts to fill any vacancies pursuant to Section 4.6 as promptly as practicable.

Board Action by Writing or Email — proposed redline

Removed or replaced • **Added or revised** • Complete policy text shown

EXISTING LANGUAGE

Board Action by Writing or Email. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if **all ~~the~~ directors** consent to the action in writing ~~**and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting. Such consents may be provided by electronic communication, including email.**~~

PROPOSED LANGUAGE

5.9 Board Action by Writing or Email. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if **all directors then in office** consent to the action in writing. **Such written consents, including consents provided by electronic communication such as email, shall be filed with the records of the meetings of the directors and treated for all purposes as a vote at a meeting.**

To be effective, all written consents must be received by the Clerk within ten (10) business days of the date the proposed action is first circulated to the directors. The Clerk shall confirm in writing to all directors when all required consents have been received and the action is deemed approved. Any action approved by written consent shall be recorded in the minutes of the next regular meeting of the Board of Directors.

If the Clerk does not receive unanimous written consent within the ten (10) business day window, the Board may make one additional attempt by re-circulating the proposed action to all directors, with a new ten (10) business day window commencing from the date of re-circulation. If unanimous written consent is not received within the second window, the proposed action shall be null and void and must be brought before the full Board at a duly noticed meeting pursuant to Section 5.3 for deliberation and vote.

Election of Officers — proposed redline

Removed or replaced • **Added or revised** • Complete policy text shown

EXISTING LANGUAGE

Election of Officers. Officers shall be elected to a one-year term by the Board of Directors at the annual meeting of the directors.

PROPOSED LANGUAGE

6.2 Election of Officers. Officers shall be elected to a one-year term by the Board of Directors at the annual meeting of the directors.

Each officer shall continue to serve until a successor is duly elected and qualified, or until the officer's earlier resignation, removal, or disqualification.

If no election of officers occurs at the annual meeting, the Board of Directors shall call a special meeting for that purpose as soon as practicable thereafter.

Chairman of the Board — proposed new provision

No existing provision • Entire proposed section is new • Complete policy text shown

EXISTING LANGUAGE

No corresponding provision in the current bylaws.

PROPOSED LANGUAGE

6.8 Chairman of the Board. The Board of Directors shall elect from among its members a Chairman of the Board, who shall serve as the presiding officer and principal leader of the Board of Directors.

6.8.1 Election and Term. The Chairman shall be elected by a majority vote of the directors then in office at the annual meeting of the Board of Directors and shall serve a one-year term, concurrent with the terms of other officers elected under Section 6.2. The Chairman shall be eligible for re-election for successive terms, provided that no individual shall serve as Chairman for more than [three] consecutive terms without a minimum interval of one year before re-election to the role. The Chairman must at all times be a sitting director; if the Chairman ceases to serve as a director for any reason, the Chairman's role shall simultaneously become vacant.

6.8.2 Powers and Duties. The Chairman shall:

(a) Board Leadership. Preside over all meetings of the Board of Directors and all meetings of the members of the Church. Establish and communicate a vision for the Board's work, develop and maintain an annual agenda of Board priorities, and coordinate with the President and Clerk to schedule regular and special meetings of the Board in accordance with these Bylaws.

(b) Interface with Church Administration. Serve as the primary point of contact and liaison between the Board of Directors and the Church's administrative staff, including the Church's lead business administrator. The Chairman shall ensure that the administrative staff understand and can execute on the priorities and directives of the Board, and shall communicate Board decisions to administrative leadership in a timely manner.

(c) Interface with the Elders. Serve as the primary representative of the Board of Directors in its relationship with the Church Elders. The Chairman shall coordinate regularly with the Elders to ensure alignment between the Board's temporal and business oversight and the Elders' ecclesiastical and ministry authority, consistent with Section 3.1 of these Bylaws, and shall bring matters of shared concern between the Board and the Elders to the attention of both bodies.

(d) Board Development and Integrity. Oversee the orientation of newly elected directors, support ongoing director development, and ensure the Board operates in accordance with these Bylaws and applicable law. The Chairman may, in coordination with the Board, lead or facilitate the annual self-evaluation of the Board's performance.

(e) External Representation. Represent the Board of Directors in its official capacity in communications with external parties, regulators, and legal counsel, as authorized by the Board, and sign documents on behalf of the Board where such authority has been granted by a vote of the directors.

6.8.3 Vacancy. In the event the Chairman's role becomes vacant due to resignation, removal, death, or disqualification, the Board of Directors shall elect a successor Chairman from among the directors then in office. Any director in good standing may be nominated by any other director, and the successor Chairman shall be elected by majority vote of the directors then in office at a special or regular meeting of the Board called for that purpose, with notice provided in accordance with Section 5.5. The successor Chairman shall serve the remainder of the unexpired term. Pending such election, the President shall assume the responsibilities of the Chairman on an interim basis.

6.8.4 Removal. The Chairman may be removed from the role of Chairman, with or without cause, by a two-thirds vote of the directors then in office at a meeting called expressly for that purpose. Removal as Chairman shall not automatically constitute removal as a director; the former Chairman shall retain their seat on the Board unless separately removed pursuant to Section 4.5.

Committees and Task Forces — proposed redline

Removed or replaced • Added or revised • Complete policy text shown

EXISTING LANGUAGE

7.1 Committees. ~~The board may elect or appoint one or more committees consisting of three or more directors to serve at the pleasure of the board. Committees of the board shall not have members who are not directors. Committees shall be advisory only and shall not be delegated any authority reserved for the board.~~

7.2 Task Forces. ~~The Board of Directors may designate certain persons or groups of persons as task forces or advisory boards. Such persons shall serve in an advising capacity as directed by the directors on specific areas that would support the Church and the work of the Board of Directors. Individuals serving on a task force need not be directors. Task force members shall have no right to notice of or to vote at any meeting of the board, shall not be considered for purposes of establishing a quorum of the board, and shall have no rights or responsibilities of directors.~~

PROPOSED LANGUAGE

7.1 Standing and Special Committees. The Board of Directors may establish one or more committees of the Board, each consisting of three or more directors. Committees shall be of two types:

(a) Standing Committees are permanently established bodies responsible for ongoing oversight of specific areas of the Church's temporal and business affairs. Standing Committees shall include, at minimum, a Finance Committee. The Board may establish additional Standing Committees as it deems necessary. Each Standing Committee shall have a written charter, approved by the Board, defining its scope, responsibilities, and reporting obligations.

(b) Special Committees may be established by the Board for a defined purpose and duration, dissolving upon completion of their charge or by vote of the Board.

All committees shall be advisory to the full Board of Directors. Committees shall research, evaluate, and develop recommendations within their designated areas, which shall be brought to the full Board for deliberation and vote. No committee shall have authority to act on behalf of the full Board of Directors or to bind the Church without an affirmative vote of the Board. Committee members must be directors of the Church.

7.2 Task Forces. The Board of Directors may designate Task Forces to address specific, time-limited needs of the Church or the Board. Task Forces shall operate similarly to Special Committees and shall bring recommendations to the full Board for deliberation and vote, but may be chaired and staffed by individuals who are not directors, including Church staff, deacons, or members, as the Board deems appropriate. Task Force members who are not directors shall have no right to notice of or to vote at any meeting of the Board, shall not be considered for purposes of establishing a quorum, and shall have no rights or responsibilities of directors. Task Forces shall dissolve upon completion of their charge or by vote of the Board.

Corporate Records — proposed redline

Retained language • Added or revised • Complete policy text shown

EXISTING LANGUAGE

9.1 The Church shall keep correct and complete books and records of account, the Bylaws and Articles of Organization, the names and addresses of members, and the minutes of the Board of Directors meetings at the principal office of the Church or at another place as decided by the Board of Directors.

All books and records of the Church may be inspected by any director at any reasonable time for any proper purpose reasonably related to a person's interests as a director.

These Bylaws, the Articles of Organization, and the record of each member's name and address may be inspected by any member at any reasonable time for any proper purpose reasonably related to a person's interests as a member.

PROPOSED LANGUAGE

9.1 Corporate Records. The Church shall keep correct and complete books and records of account, the Bylaws and Articles of Organization, the names and addresses of members, and the minutes of the Board of Directors meetings at the principal office of the Church or at another place as decided by the Board of Directors.

9.1.1 Responsibility for Records. The Clerk shall serve as the custodian of the Church's corporate records and shall be responsible for maintaining, organizing, and safeguarding all records required by these Bylaws, applicable law, and the Church's Document Retention Policy. In the event of a vacancy in the Clerk position, the President shall assume custodial responsibility for corporate records until a successor Clerk is duly elected or appointed pursuant to Section 6.4.

9.1.2 Document Retention Policy. The Board of Directors shall maintain a Document Retention Policy governing the retention, storage, and destruction of the Church's records. The policy shall, at a minimum, address the following categories of records and their respective retention periods:

(a) Permanent Records: Articles of Organization, Bylaws and all amendments thereto, minutes of all Board of Directors and member meetings, annual financial statements, audit reports, IRS determination letters, tax-exempt status documentation, and real estate records shall be retained permanently.

(b) Long-Term Records: Contracts and legal agreements shall be retained for a minimum of seven (7) years following expiration or termination. Employment records shall be retained for a minimum of seven (7) years following separation. Financial records, including bank statements, ledgers, and receipts, shall be retained for a minimum of seven (7) years.

(c) Short-Term Records: General correspondence and administrative records shall be retained for a minimum of three (3) years, or longer if required by applicable law or regulation.

The Document Retention Policy shall also include provisions for the suspension of record destruction in the event of a pending or reasonably anticipated audit, investigation, or legal proceeding, commonly referred to as a litigation hold. No records subject to a litigation hold shall be destroyed until the hold is lifted by the Board of Directors or legal counsel.

9.1.3 Electronic Records. Electronic records, including emails, digital documents, and electronically stored files, shall be treated equivalently to paper records for all purposes under these Bylaws and the Document Retention Policy, provided that such records are stored in a secure, organized, and retrievable format. The Board of Directors shall ensure that appropriate data security measures are in place to protect the Church's electronic records from unauthorized access, loss, or destruction.

9.1.4 Inspection Rights. All books and records of the Church may be inspected by any director at any reasonable time for any proper purpose reasonably related to a person's interests as a director. These Bylaws, the Articles of Organization, and the record of each member's name and address may be inspected by any member at any reasonable time for any proper purpose reasonably related to a person's interests as a member.