



# **CONDUIT CHURCH**

## **BY-LAWS**

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## PREAMBLE

The membership of this church accepts Jesus Christ and the Bible as its final authority.

The Bylaws are intended to apply Biblical concepts to the establishment of the structure and function of this church body. These Bylaws establish Conduit Church's interpretation of these Biblical concepts.

*All Scripture is inspired by God and is profitable for teaching, for rebuking, for correcting, for training in righteousness, so that the man of God may be complete, equipped for every good work. – 2 Timothy 3:16-17 (CSB)*

## ARTICLE 1 | NAME & INCORPORATION

### A. Name of Conduit Church

This congregation shall be legally known as Conduit Church, Inc., incorporated under the laws of the State of North Carolina. Any references in this document to "Conduit Church", "the church," or the "Corporation" shall refer to Conduit Church, Inc.

### B. Organization Purpose

Conduit Church shall be organized and operated exclusively for religious 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 Internal Revenue law in order to:

1. Minister the Word of God
2. Conduct regular religious worship services through various forms of ministries.
3. Promote and encourage, through ministries of the organization, cooperation with other organizations ministering within the community.
4. Spread the word of the Gospel by ministering to all through seminars, electronic media, and other forms of mass media.
5. Conduct a local and international church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all the provisions as set forth in the Bible.
6. Maintain local church and missionary facilities to propagate the gospel of Jesus Christ both locally and in foreign lands and to support and send missionaries throughout the world.
7. To have the right to own, hold in trust, use, possess, sell, convey, mortgage, lease or dispose of such property, real or chattel, as may be needed for the execution of its work.
8. To collect and disburse all necessary funds for the maintenance of the Church and the accomplishment of its purpose in the state of North Carolina and elsewhere around the world.
9. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

Conduit Church is not organized, nor shall it operate, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for non-profit purposes. The property, assets, profits and net income of this church are irrevocably dedicated to charitable, educational, and religious purposes and no part of the profits or net income of this church shall ever inure to the benefit of any individual. On the dissolution of this church, its assets remaining after payment, or provision or payment of all debts and liabilities of this church shall be distributed to a non profit fund, foundation, or corporation that is organized and operated for charitable, educational, ecclesiastical, or religious purposes and that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

### **C. Term**

The term in which Conduit Church is to exist is perpetual.

## **ARTICLE 2 | STATEMENT OF FAITH**

### **A. The Scriptures**

We believe that only the sixty-six books of the Bible, in their original languages, are the inspired and, therefore, inerrant Word of God. The Bible is the final authority for all we believe and how we are to live.

(Mat. 5:18; Jhn. 10:35; 17:17; 2 Tim. 3:16–17; 2 Pet. 1:20–21)

### **B. God**

We believe that the one true God exists eternally in three persons—Father, Son, and Holy Spirit—and that these, being one God, are equal in deity, power, and glory. God is infinite in love, perfect in judgments, and unchanging in righteousness and mercy.

We believe that God not only created the world, but also now upholds, sustains, governs, and providentially directs all that exists, and that He will bring all things to their proper consummation in Christ Jesus, to the glory of His name.

(Psa. 104:1–35, 139:1–24; Mat. 10:29–31, 28:19; Acts 17:24–28; 2 Cor. 13:14; Eph. 1:9–12, 4:4–6; Col. 1:16–17; Heb. 1:1–3; Rev. 1:4–6)

#### **1. God the Father**

We believe God the Father is eternal, omniscient, omnipresent, and omnipotent. We believe the heavenly Father is the source of all that exists, whether of matter or spirit. With the Son and the Holy Spirit, He made man, male and female, in His image. By intention He relates to people as Father, thereby forever declaring His goodwill toward them. In love He both seeks and receives penitent sinners.

(Psa. 68:5; Isa. 64:8; Mat. 5:45; 7:11; Jhn. 3:17; Rom. 8:15; 1 Pet. 1:17)

## 2. God the Son

We believe that Jesus of Nazareth is the Christ (Messiah), the Son of God; that He is God incarnate, fully God and fully man; that He was eternally preexistent with the Father and the Holy Spirit; and that He was conceived and born of a virgin, lived a sinless life, and offered Himself as a penal, substitutionary sacrifice for sinners. By His blood shed at the cross, He obtained for us eternal redemption, the forgiveness of sins and life everlasting. He was raised bodily on the third day and ascended to the right hand of the Father, there to make intercession for the saints forever. He will return to earth again to reign in righteousness.

(Mat. 1:18–25; Jhn. 1:1–18; Rom. 8:34; 1 Cor. 15:1–28; 2 Cor. 5:21; Gal. 3:10–14; Eph. 1:7; Php. 2:6–11; Col. 1:15–23; Heb. 7:25; 9:13–15; 10:19; 1 Pet. 2:21–25; 1 Jhn. 2:1–2)

## 3. God the Holy Spirit

We believe that the Lord Jesus Christ baptizes believers in the Holy Spirit, in whom we are also sealed for the day of redemption. The Holy Spirit regenerates, forever indwells, and graciously equips the Christian for godly living and service. Subsequent to conversion, the Spirit fills, empowers, and anoints believers for ministry and witness. We also believe that signs and wonders, as well as all the gifts of the Spirit described in the New Testament, are operative today and are designed to testify to the presence of the kingdom of God and to empower and edify the Church to fulfill its calling and mission.

(Mat. 3:11; Jhn. 1:12–13; 3:1–15; Acts 4:29–30; Rom. 8:9; 12:3–8; 1 Cor. 12:12–13; 2 Cor. 1:21–22; Gal. 3:1–5; Eph. 1:13–14, 5:18)

## C. **Salvation**

We believe that salvation is by grace alone, through faith alone, in Christ alone. No ordinance, ritual, work or any other activity on the part of man is required or accepted for his salvation. This saving grace of God, through the power of the Holy Spirit, also sanctifies us by enabling us to do what is pleasing in God's sight, that we might be progressively conformed to the image of Christ.

(Jhn. 1:12–13, 6:37–44, 10:25–30; Acts 16:30–31; Rom. 3:1–4:23, 8:1–17, 31–39, 10:8–10; Eph. 2:8–10; Php. 2:12–13; Titus 3:3–7; 1 Jhn. 1:7, 9)

## D. **Evil**

We believe that Satan, originally a great and good angel, rebelled against God, taking a multitude of angels with him. He was cast out of God's presence and is at work with his demonic hosts to establish his counter-kingdom of darkness, evil, and unrest on earth. Satan was judged and defeated at the cross of Christ and will be cast forever into the lake of fire which has been prepared for him and his angels.

(Isa. 14:10–17; Eze. 28:11–19; Mat. 12:25–29, 25:41; Jhn. 12:31, 16:11; Eph. 6:10–20; Col. 2:15; 2 Pet. 2:4; Jud 6; Rev. 12:7–9, 20:10)

## **E. Humanity**

We believe that humanity, intentionally and exclusively male and female, was originally created in the image of God, righteous and without sin. As a consequence of disobedience, all persons are sinners by both nature and choice, and are, therefore, spiritually dead and justly condemned as children of wrath in the sight of God, wholly unable to save themselves.

(Gen. 1:1–3:22; Psa. 51:5; Isa. 53:5; Rom. 3:9–18, 5:12–21; Eph. 2:1–3)

## **F. Sanctity of Life**

We believe that all human life begins at conception and regardless of race, ethnicity, social class, age, capability, or stage of development, is precious to God. Therefore, we believe that God has called the Church to minister to all individuals.

We will teach and uphold God's value of life as found in the Scriptures, and we also seek to minister to those who suffer the consequences of planned or unplanned loss of unborn life.

(Psa. 139:13–16; Jer. 1:4–5; Luk. 1:39–45)

## **G. Human Sexuality**

We believe a sexual relationship is only appropriate in a monogamous, heterosexual marriage covenant, and therefore should only be practiced in such a covenant. We believe that any sexual practice outside of the previously described marriage covenant is sin.

We believe that God created humankind in His image, intentionally and exclusively male and female, with each bringing unique qualities to sexuality and relationships. Sex is a wonderful gift from God to be expressed in marriage for procreation, union, and mutual delight or in celibacy in devotion to God. We believe that marriage is the union of one biological man (husband) and one biological woman (wife) through a sacred covenant designed by God to be a lifelong relationship and commitment between a husband and a wife.

We will teach and uphold God's marriage design as found in the Scriptures, but we also seek to minister to those who suffer the consequences of sexual and marital brokenness. We also affirm that we are called to minister to all who fall short of God's standards with love and compassion.

(Gen. 1:27; Heb. 13:4; 1 Cor. 7:35; Mat. 19:4–6)

## **F. The Church**

The church is a community of redeemed people worldwide under the Lordship of Jesus who meet regularly to worship, be discipled, partake of the sacraments, fellowship, and carry out the great commission together.



### 1. Established by Christ

Jesus established the local church to function with ordained leaders and a form of governance that protects, guides and releases people in their gifts to minister. The church functions under the theocratic rule of God with clearly defined elders.

### 2. Primary Instrument

We believe that the Church is God's primary instrument, through which He is fulfilling His redemptive purposes in the earth. To equip the saints for the work of ministry, God has given the Church apostles, prophets, evangelists, pastors, and teachers.

### 3. Priesthood of All Believers

We also affirm the priesthood of all believers and the importance of every Christian being joined with and actively involved in a local community of the saints.

(Mat. 16:17–19; Acts 2:17–18, 42; Eph. 3:14–21, 4:11–16; 1 Tim. 2:11–15; Heb. 10:23–25; 1 Pet. 2:4–5, 9–10)

## **G. Sacraments**

We believe these two symbolic ordinances of the Church are to be observed until the time of Christ's return.

### 1. Water Baptism

A pledge of a believer's covenant with God. It identifies them with the death, burial, and resurrection of Christ. It is a sign of their cleansing and freedom from sin, and their commitment to walk in the ways of Jesus Christ through the power of the Holy Spirit. Full immersion is our primary mode of baptism.

(Mat. 28:19; Acts 2:22–24, 36–41, 8:26–39; Rom. 6:1–6; Gal. 3:26–29; Col. 2:10–15)

### 2. Holy Communion

Communion bread represents Christ's body and the fruit of the vine, either grape juice or wine, represents Christ's blood given sacrificially to redeem us from sin. Through communion, we proclaim the life and death of Jesus Christ until he comes.

(Jer. 31: 31-34; Lk. 22:15-30; 1 Cor. 11:23-32, 10:16–17)

## **H. Missions and Service**

We believe that God has called the Church to work together in unity and honor in preaching the gospel to all nations, in making disciples according to the teachings of Jesus Christ and His apostles, and in remembering the poor and ministering to their needs through sacrificial giving and practical service.

(Isa. 58:6–12, 61:1; Mat. 5:1–7:28, 28:18–20; Luk. 4:18, 21:1–4; Gal. 2:10; 1 Tim. 6:8)

## **I. Last Things**

We believe in the literal second coming of Christ at the end of this age, when He will return to earth personally and visibly to reign over the nations in His millennial kingdom. No one can know with certainty the timing of the Lord's return.

We also believe in and are praying for a great end-time harvest of souls and the emergence of a victorious Church that will experience unprecedented unity, purity, and power in the Holy Spirit.

(Psa. 2:7–9, 22:27–28; Mat. 24:36; Jhn. 14:12, 17:20–26; Rom. 11:25–32; 1 Cor. 15:20–28, 50–58; Eph. 4:11–16; Php. 3:20–21; 1 Thes. 4:13–5:11; 2 Thes. 1:3–12; Rev. 7:9–14)

## **J. Eternal Reward and Punishment**

We believe that when Christians die, they pass immediately into the blessed presence of Christ, there to enjoy conscious fellowship with the Savior until the day of the resurrection and the glorious transformation of their bodies. The saved will receive eternal rewards and forever dwell in blissful fellowship with their great triune God.

We also believe that when unbelievers die, they are consigned to hell, there to await the Day of Judgment when they shall be punished in the lake of fire separated from the presence of God.

(Dan. 12:2; Mat. 25:46; Luk. 16:19–31; Jhn. 5:25–29; 1 Cor. 15:35–58; 2 Cor. 5:1–10; Php. 1:19–26, 3:20–21; 2 Thes. 1:5–10; Rev. 20:11–15, 21:1–22:15)

# **ARTICLE 3 | MEMBERS**

## **A. Definition**

The members of Conduit Church are those who have recognized that Conduit Church is where God has placed them in order to express their commitment to Him as His followers in the context of Christian family and community. They have accepted the responsibilities of church commitment and willingly submit to the authority of the elders in all things pertaining to the church and its activities.

## **B. Recognition of Members**

Any practicing Christian who desires to be recognized as a member of Conduit Church will be welcomed into membership after completing the designated membership process, submitting the membership application, and agreeing to the commitments outlined within the application.

## **C. Expectations of Members**

Members are expected to contribute to Conduit Church through serving on one of its volunteer service teams and ongoing financial support. The Elders shall be responsible to oversee an annual review of church membership. Should it be determined that one (1) year has passed where a member has not contributed to Conduit Church, that member's membership may be terminated.

## **D. Privileges of Membership**

Members have the privilege of being associated and partnering with this work of God and the ministries of the church. Members may serve in various volunteer positions, have priority use of facilities over non-members, and will be invited to participate in activities exclusive to members such as but not limited to in-person Members Meetings, members specific electronic communications, and nominating elders. Members are permitted to serve in leadership roles, whereas non-members may not. Having said that, non-members may serve on volunteer teams if they desire.

Conduit Church shall have only non-voting members. The members shall be prohibited from participating in the governance of the church or any voting that is binding on the church in any way.

## **E. Termination of Membership**

Termination of membership shall be accomplished in one of the following ways:

1. At the member's request;
2. By transfer of member to another church;
3. By determination of the Board of Elders for good and sufficient cause, which may include misconduct;
4. By failure to continue to meet the requirements of Membership outlined in this document; or
5. By death.

## **F. Dissemination of Information to Members**

Conduit Church shall make available information to members, including financial reports, a report of the prior year's activities, annual budget, presentation of Elder candidates to the congregation for discernment and comments, and updates to the members on any spiritual or business matters that the Elders decide. This information may be presented in the form of an in-person Members Meeting, or through electronic communication, or by any other method at the date and time designated by the Elders.

## **G. Mutual Interest**

The behavior of anyone in fellowship with this church is of common interest to the Pastors, Elders, and membership. (Gal. 6:1) This church requires every Board member and Congregational member to adhere to a lifestyle that is consistent with the doctrines of this church as taught in the Holy Scriptures. Therefore, this church reserves the right to refuse service to any individual, whether member or not, that is not submitting their lifestyle to this Scriptural mode of conduct. This refusal would include services, benefits, and any use of church assets.

## **H. Prohibited Activities**

This church is prohibited from engaging in activities that violate its Statement of Faith and written doctrines. This church is also prohibited from condoning, promoting or allowing any of its assets to be used for activities that violate its Statement of Faith and written doctrines.

## **I. Privacy**

This church shall make its best effort to keep private all records concerning polity, doctrine, counseling and information on individuals in fellowship with this church. This church must not disclose any records that may compromise information about a member's attendance, membership status, giving and counseling records.

## **ARTICLE 4 | CHURCH GOVERNMENT & CORPORATE OFFICES**

Conduit Church comprises both a spiritual body and a legal body. Because of this, the Elders act as the spiritual leaders of the congregation and also serve as the Board of Directors of Conduit Church to oversee all major financial and business matters of Conduit Church. Conduit Church shall not have a separate trustee position, but instead, all responsibilities traditionally assigned to a trustee in a church body shall be overseen by the Elders.

Conduit Church seeks to be led by the Holy Spirit in all its decisions. The Lead Pastor, the Overseers, the Elders, and the members all have a role in leadership. The Lead Pastor's office is responsible for developing and communicating the vision, overseeing the day-to-day ministry of the church, and general care for the congregation. The Overseers are to protect the church through counsel, prayer, and if required, the discipline of the Lead Pastor, if necessary. The Elders are to serve as the governing body of the church as described herein. The members influence the spiritual tone, operational strength, and direction of the church.

The Elders will govern Biblically with an emphasis on (a) outward vision rather than an internal preoccupation, (b) collective rather than individual decisions while permitting the expression of individual viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of Elder Board and staff roles, (e) future rather than past or present, and pro-activity rather than reactivity.

The Lead Pastor, in consultation with the Elders, may authorize any officer or officers, agent or agents of Conduit Church, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of Conduit Church. Such authority may be general or confined to specific instances as the Elders see fit.

### **A. Authority of the Elders / Board of Directors**

The Lord Jesus Christ is recognized as the Head of the Church. The oversight and authority of the church is vested in the Elders who will comprise the ruling body of the church and as the ruling body shall have the power and authority to act on behalf of the church. The Lead Pastor shall always be a member of the Elders / Board of Directors.

## **B. Chairman of the Elders / Board of Directors**

An Elder, who is not the Lead Pastor, selected from the Board of Directors shall be the chairman of the Elders / Board of Directors. The term of office shall be one year and shall be reviewed annually. The Chairman of the Elders / Board of Directors is responsible for discharging the duties of the office in a manner consistent with the governance process and Bylaws, with the requirements for membership, and in the best interests of the congregation.

If the office of Chairman is vacant, the Elders / Board of Directors shall select another Chairman.

## **C. Secretary of Elders / Board of Directors**

The Secretary of the Elders / Board of Directors shall be an Elder appointed by the Elders as its representative. The term of office shall be one year and shall be reviewed annually. The Secretary of the Elders / Board of Directors is responsible:

1. To attend all meetings of the Elders;
2. To maintain the minutes of Elders meetings and congregational members meetings;
3. To maintain the Board of Directors self-governing documents;

## **D. Treasurer of the Church**

The Lead Pastor and Elders shall appoint the Treasurer of the Church. The term of office shall be three years and shall automatically renew for successive three-year terms until terminated as provided in this document. The Treasurer of the Church is accountable to the Lead Pastor and Elders to assure that the following duties are properly discharged.

1. To oversee all funds of the congregation and deposit those funds in a reliable banking institution approved by the Elders and Finance Team;
2. To see that all bills are paid by properly authorized means at the request of the Finance Team or Lead Pastor;
3. To see that accurate records are kept of all receipts and disbursements;
4. To prepare a monthly financial report and an annual report.

# **ARTICLE 5 | LEAD PASTOR**

## **A. General Responsibilities of the Lead Pastor**

The Lead Pastor strategically leads Conduit Church to accomplish its ends. Therefore, he is responsible for developing and communicating the vision of the church, overseeing the day-to-day ministry and operation of the church, providing for the general care of the congregation, and effective stewardship of church resources.

## **B. Qualifications of the Lead Pastor**

The Lead Pastor will be considered a member of Conduit Church and at a minimum must qualify for their duties according to Scriptures. The Elder Board will be responsible to evaluate each individual and his qualifications prior to placing a name into nomination.

(1 Tim. 3:1–7; Titus 1:5–9)

## **C. The Lead Pastor's Spiritual Leadership**

The Lead Pastor of this ministry shall by virtue of the office automatically be recognized as an ordained minister.

In his role as Lead Pastor, he may work with Overseers, Elders, or anyone serving in any five-fold ministry offices as outlined in Ephesians 4:11–13 in any way that he determines is Biblical.

In addition, he may budget monies, hire staff, develop projects, and create small groups or other specialized ministries according to his convictions and Biblical understanding, subject to the counsel and direction of the Elders. He shall have the authority to appoint and approve any personnel that are necessary to properly carry on the work of the church.

## **D. The Lead Pastor's Responsibility for Services**

Times, order of services, and the leadership of services are to be determined by the Lead Pastor or by the spiritual church structure that he establishes. No person shall be invited to speak, teach or minister at a service held in Church-owned facilities, or in the name of the church, without the approval of the Lead Pastor or the appropriate member of the established church pastoral ministry team.

## **E. The Lead Pastor as Chief Executive Officer (CEO)**

The Lead Pastor shall serve as the Lead Pastor and CEO of Conduit Church.

The Lead Pastor functioning as CEO shall be responsible for delegating or ensuring that all orders and resolutions of the Elders are put into effect. He shall execute in the name of Conduit Church all deeds, bonds, mortgages, contracts, and other documents authorized by the Elders. He shall have the right to be an ex-officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of the CEO of a corporation.

## **F. The Lead Pastor's Role in Administration**

The Lead Pastor is the senior administrator of the church. He is ultimately responsible for all day-to-day administrative decisions of the church.

## **G. The Lead Pastor's Role with Staff**

The Lead Pastor provides direction for the church staff either directly or through those whom he appoints. All staff hiring and employment termination is done through the Lead Pastor or the process he creates.

## **H. Installation of a New Lead Pastor**

A new Lead Pastor shall be selected by the affirmative vote of one less than the total number of Elders in accordance with the guidance on making a Fundamental Change found later in these Bylaws. The current Lead Pastor, if he is in good standing, will participate in the process of selecting his successor as a member of the board of Elders. If the current Lead Pastor is not in good standing, he will not participate in the process of selecting his successor. The process of selection will be in accordance with the process prescribed in the church's internal governance policy.

# **ARTICLE 6 | OVERSEERS**

## **A. Requirements to be an Overseer**

The members of the Overseers must be licensed or ordained ministers, and they must be leaders of other respected congregations (or they must have been in the past). Overseers must also have wisdom in handling the interests of the church and Lead Pastor and know and love Conduit Church and its Lead Pastor. They may not be active members of Conduit Church. They must agree to make themselves available at their own expense to serve Conduit Church if requested, and they must be willing to provide spiritual protection to the church through prayer and by living an honorable Christian lifestyle.

## **B. Purpose and Power of the Overseers**

The Overseers serve primarily as pre-selected advisors to the board of Elders and provide care for the Lead Pastor and Elders as needed. They are free to speak into the affairs of Conduit Church with any of their observations and wisdom, but their advice is not binding on Conduit or its Elders in any way.

## **C. Selection of Overseers**

Overseers will be selected by the Elders.

## **D. Terms**

Overseers shall serve for terms of three (3) years, and may serve successive terms as seems good to the Elders and the Overseer.

## **E. Engaging the Overseers**

Any current elder may seek out the counsel of any of the Overseers at any time and is free to discuss and disclose anything of concern in the function, ministry, or operation of Conduit. The

Elder Board may also officially seek the counsel of the Overseers as desired for input into the Elder Team or situations that the Elders are facing.

## **ARTICLE 7 | ELDERS**

### **I. The Elder Board**

The Elder Board will establish the overall direction, ends, and executive restriction of the church that fulfills the Purpose Statement as outlined in the Statement of Faith. Further, the Elder Board will:

1. Oversee and care for the members with a willing desire and as examples to the church.

(1 Pet. 5:2–3)

2. Be responsible for the Lead Pastor and his performance.
3. Oversee the church's property and fiscal affairs.

### **J. Qualifications of Elders**

Elders must be a member of Conduit Church and at a minimum qualify for their duties according to Scriptures. The Elder Board will be responsible to evaluate each individual and his qualifications prior to placing a name into nomination.

(1 Tim. 3:1–7; Titus 1:5–9)

### **K. General Powers**

The Elder Board will comprise the legal, ruling body of the church. They will have the power and authority, in submission to God, to act on behalf of the church and its spiritual condition, to guard the purity of the doctrine, and to discipline the church members in accordance with the Bible and principles of discipline listed herein.

### **L. Specific Powers**

The Elder Board has the power and authority to, among other things:

1. Create policies that establish the overall direction of the church to fulfill the ends of the Conduit Church while upholding the Statement of Faith.
2. Create policies that guide the decisions and behaviors of the Elder Board, Lead Pastor, and staff of the church.
3. Establish an environment that promotes decisions and behaviors of members and attendees to live in accordance with Biblical principles.
4. Act as trustees for the church, hold title to the property of the church, and represent the church in all matters of civil law. The Elder Board is empowered to authorize the purchase, sale, mortgage, lease, transfer, or other disposition of real estate.



5. Delegate to the Lead Pastor the authority to perform specific responsibilities that may include but will not be limited to matters pertaining to the physical properties and finances of the church.
6. Appoint an independent accountant or accounting firm to perform a review or an audit of the church's financial records annually.
7. Nominate new Elders to serve on the Elder Board. The Board of Elders will accept and consider suggestions of potential nominees for the Elder Board from the members.
8. Create standing committees or committees with limited durations, or special committees, from time to time.
9. License, ordain, and commission individuals for specific ministry service.
10. Elect and remove corporate officers.

### **M. Composition**

Conduit Church will maintain a board of directors of no less than three Elders. In accordance with Biblical examples, a plurality of leaders will be maintained at all times (Acts 14:23). The size of the Elder Board will be established by the Elder Board subject to the same Quorum and Action requirements for a fundamental change as outlined below, subject to the minimum stated above. At no time may an employee of Conduit Church serve as an Elder except the Lead Pastor.

### **N. Election**

Elders are to be elected by the current board of Elders. A new elder will be elected when a current elder resigns during his running term at a regular meeting of the Elders utilizing a process that the presiding board of Elders has determined for election.

### **O. Terms**

There is no predetermined term limit for Elders.

### **P. Resignation**

An Elder may resign at any time by written notice to the Chairman of the Elder Board, unless the Board waives such written notice. The resignation of an Elder will be effective on the date specified in the notice.

### **Q. Removal**

The board of Elders may remove an Elder from office only for cause at any time at a duly convened meeting of the Elder Board. For cause shall be defined as an Elder failing to meet the qualifications as outlined in Board-stated policies.

## **R. Vacancies**

If an Elder dies or resigns, or the Elder Board removes an Elder, the Elder Board may nominate one or more candidates to fill the vacant position. The affirmative vote of one less than the total number of Elders may elect a successor to fill a vacant position.

## **S. Regular Meetings**

The Elder Board may schedule regular meetings as it considers necessary. The Board will schedule no fewer than six regular meetings on an annual basis.

## **T. Special Meetings**

The Chairman, or the Chairman upon request of an Elder, may schedule special meetings of the Elder Board for the general purposes specified by the Chairman or the Elder, as the case may be.

## **U. Meetings: Notice**

The Chairman or Secretary will notify each Elder of each regular or special meeting of the Elder Board prior to the meeting.

## **V. Meetings: Method**

Meetings may be conducted in-person, online through technology tools, or in any manner that the Elders deem helpful to the meeting they are conducting.

## **W. Meetings: Quorum**

1. The presence of one less than the total number of Elders will constitute a quorum for the transaction of church business for purposes of Elder Board meetings called, among other things, to act upon a proposed Fundamental Change as defined as:
  - a. An amendment to the Constitution or By-Laws.
  - b. The selection of a new Lead Pastor
  - c. The merger of the church with, or other consolidation of the church into, another church.
  - d. The sale of a substantial portion of the church's assets.
  - e. Any division of the church into one or more churches.
  - f. The conversion of the church from non-profit to for-profit status.
  - g. The dissolution of the church.
2. The presence of a majority of the Elders will constitute a quorum for the transaction of business for purposes of Elder Board meetings called for reasons other than to act upon a proposed Fundamental Change.

## **X. Voting**

Each Elder will be entitled to one vote with regard to any proposed action of the Elder Board.

## **Y. Meetings: Action**

The affirmative vote of one less than the total number of Elders will constitute Elder Board action, unless otherwise provided by these By-Laws or applicable law.

## **Z. Action: Written Consent**

All Elders may consent in writing, without meeting, prior notice or vote, to any action required or permitted to be taken at any meeting of the Elder Board. The Secretary will enter it in the church's records. Each written consent will have the same effect as a vote for all purposes.

## **AA. Compensation**

An Elder will not be entitled to any compensation for service in that capacity. An Elder who serves the church in another capacity, however, may be entitled to such compensation as the Elder Board determines.

## **BB. Reimbursement**

The Chairman or the Lead Pastor from time to time may authorize the reimbursement of ordinary and necessary expenses incurred by an Elder in connection with the church's business.

# **ARTICLE 8 | BUDGET & SALARIES**

## **A. Annual Budget**

An annual budget shall be created by the Lead Pastor, or those that the Lead Pastor appoints for such duty. The annual budget shall be based on an objective standard of similar churches of similar size, with input from each ministry team, and presented to the Elders for review and recommendations. The creation and approval of the annual budget shall be conducted according to the internal governance model adopted by the Elders at such time.

## **B. Salaries**

The Elders shall prescribe the compensation of the Lead Pastor, and the Lead Pastor shall prescribe the compensation of each other staff member, unless there is a conflict of interest. There shall be deemed a "conflict of interest" when the Lead Pastor is determining the salary of a spouse or family member. In the event of a conflict of interest, the Lead Pastor shall delegate the determination of salary to a staff team member who does not have a conflict of interest. In the event there is not a staff team member who has the authority or capacity to set salaries in the event of conflicts of interest, then the determination of salary will go to the Elders for decision and approval.

## ARTICLE 9 | DECISION MAKING PROCESS

### A. Elders and Responsibility

The Lead Pastor and the Elders are responsible for congregational decisions. The Lead Pastor and Elders may delegate department level decision making to the appropriate ministry leaders of specific ministries within the church.

### B. Members and Influence

At the sole discretion of the Lead Pastor and the Elders, church matters may be brought before the members for affirmation or for further discernment. When matters are presented to the congregation for discernment, there will be opportunity to respond personally to a pastor, or to a designated person, or through a designated method or process. After a set period of time for responses from members, the Lead Pastor and Elders will discuss the feedback received and make the final decision. The decision will be announced to the congregation or published in some form or method. Some of these matters may include but are not limited to:

1. Lead Pastor and new Elder considerations,
2. Building purchase or expansion.

### C. Final Authority

Final authority in all decision-making rests with the Elders according to the process described herein.

## ARTICLE 10 | CHURCH DISCIPLINE

### A. Disciplining Church Members

All correction of members is intended to restore the sinning member to full fellowship with the Lord and the church. Every member who continues in sin without repentance will be confronted personally and given the opportunity to repent and be restored. If the member refuses to repent, discipline may include removal from church membership.

(Gal. 6:1; Mat. 18:15–17; 1 Cor. 5:5)

### B. Disciplining the Lead Pastor

#### 1. Criteria for Discipline

If the Lead pastor is demonstrating behavior that requires either personal correction or termination of his employment, this is considered criteria for discipline.

#### 2. Process for Investigation

One less than the total number of Elders is required to initiate an investigation, which must include seeking the counsel of the Overseers.

### 3. Disciplinary Action

One less than the total number of Elders is required to take disciplinary action. With such a majority, the Elders shall assume complete authority over the Lead Pastor; they may decide to remove him from his position or to discipline him in any way they deem necessary. The Overseers have no authority in Conduit Church unless contacted by the Elders, and then only insofar as permitted under these Bylaws.

## ARTICLE 11 | BUSINESS PRACTICES

### A. Fiscal Year

The fiscal year of Conduit Church shall be the calendar year.

### B. Contracts

The Elders may authorize any officer or officers, agent or agents of Conduit Church, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the church. Such authority may be general or may be confined to specific instances.

### C. Checks, Drafts, or Orders

All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of Conduit Church shall be signed by such officer or officers, agent or agents of the church, and in such manner, as shall from time to time be determined the Elders. In the absence of such determination by the Elders, such instruments may be signed by either the Secretary/Treasurer or the Lead Pastor of Conduit Church in accordance with their duties outlined in these Bylaws.

### D. Deposits

All funds of Conduit Church shall be deposited to the credit of the church in such banks, trust companies, or other depositories as the Elders may select in accordance with these Bylaws.

### E. Gifts

Any agent authorized by Conduit Church may accept on behalf of the church any contribution, gift, bequest or device for any purpose of the church.

### F. Books and Records

Conduit Church shall keep correct and complete books and records and shall also keep minutes of the proceedings of its members, committees having and exercising any of the authority of the Elders, and any other committee, and shall keep at the principal office a record giving the names and addresses of all members. Books and records of Conduit Church may be inspected by any church member for any proper purpose at any reasonable time as approved by a majority of the Board of Elders on a case-by-case basis.

## **ARTICLE 12 | PROPERTY**

This church shall have the right to purchase or acquire by gifts, bequests, or otherwise, either directly or as a trustee, to own, hold in trust, use, sell, convey, mortgage, lease, or otherwise dispose of any real estate or chattels that may be necessary for the furtherance of its purpose. The Lead Pastor and the Secretary of Conduit Church shall certify in such conveyance, deed, lease, or mortgage, or hypothecation that the same has been duly authorized by the Elders. Such certificate shall be held to be conclusive evidence thereof.

## **ARTICLE 13 | LIMITATION OF LIABILITY & INDEMNITY**

### **A. Limitations of Liability**

No person shall be liable to Conduit Church on account of any action taken or omitted to be taken by him in good faith as a director, officer, member of a committee, agent or employee of Conduit Church, if, in respect thereto, he used or exercised the same degree of care and skill as a prudent person would have used or exercised under the circumstances in the conduct of his own affairs. Without limitation on the foregoing, any such person shall be deemed to have used and exercised such degree of care and skill if he took or omitted to take such action in reliance in good faith upon advice of counsel for Conduit Church, or reports or information made or furnished to Conduit Church by any of its officers, accountants, engineers, appraisers or other experts employed by Conduit Church, and selected, with reasonable care by the Board of Directors, an authorized officer, or committee of Conduit Church.

### **B. Indemnity**

Conduit Church shall indemnify and hold harmless each director, officer, member of a committee, agent or employee of Conduit Church and each person who at any time acted in such capacity and his heirs, devisees, personal representatives and assigns, against all liability, loss, damage, judgments, expenses, and cost, including attorney's fees imposed on or incurred by him in connection with any claim asserted against him, by legal proceeding (civil or criminal) or otherwise by reason of his being or having been such director, officer, member of a committee, agent or employee of Conduit Church, except in relation to matters as to which he shall have been adjudged guilty of negligence or misconduct in the performance of his duty; provided, that Conduit Church shall be given reasonable notice of the assertion or institution of such claim or proceeding, and, in the event the same shall be settled, in whole or in part, otherwise than by a judgment, Conduit Church or its counsel shall consent to such settlement and it shall be determined by its counsel or found by a majority of the Board of Directors then in office and not involved in such controversy, that such settlement was to the best interest of Conduit Church, and the person to be indemnified was not guilty of negligence or misconduct in respect to the matter in which indemnity is sought.

If Conduit Church has not theretofore fully indemnified any such person, the court having jurisdiction of any action instituted by such person on his claim for indemnity, may assess indemnity against Conduit Church, or its receiver, trustee or successor, for the amount paid or to be paid by such person in satisfaction of any judgment or in settlement of any such claims (exclusive in either case of any amount paid by Conduit Church) and any expenses and costs

(including attorney's fees) incurred by him in connection therewith to the extent that the court shall deem reasonable and equitable, provided that the person indemnified was not guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

### **C. Right Cumulative**

The provisions of this article shall not be deemed exclusive or in limitation of, but shall be deemed cumulative of and in addition to any other limitation of liability or right of indemnity to which such director, officer, member of a committee, agent, or employee of Conduit Church may be otherwise entitled.

### **D. Insurance**

The church may, as the Board of Directors, direct, purchase and maintain such insurance on behalf of any person who is or at any time has been an officer of the Church, member of the Board of Directors, or Leadership Community, or ministry staff, or other agent of or in a similar capacity with the church, or who is or at any time has been, at the direction or request of the church, a Board of Directors member, officer, administrator, manager, employee, member, advisor, or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan against any liability asserted against or incurred by such person.

## **ARTICLE 14 | AMENDMENTS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the board of Elders at any regular Elders' meeting according to the process described herein.