

Bylaws

The Chapel in Wadsworth

(This local organized body of believers is herein referred-to as the ‘church.’)

As used herein, the term “Bylaws” shall include the same meaning as the term “Regulations” as used in Ohio Revised Code Chapter 1702.

In the event of a conflict between the terms of the Constitution and the terms of the Bylaws, the terms contained in the Constitution shall control.

Article I – Membership

Section 1 – Qualifications for Membership

Members of the church must meet the following qualifications:

1. Profession of personal faith in Jesus Christ as Lord and Savior.
2. After personal faith in Jesus, the person has exemplified this new life by public baptism.
3. Reached the age of 18.
4. Agreement to adhere to the Constitution, Bylaws, Policies, and practices of the church.
5. Acceptance of the Membership Covenant.
6. Completion of the Membership process, concluding with an introduction to the church.

Section 2 – Grandfathered Members

At the time of formation of The Chapel in Wadsworth, all persons who were:

1. Already registered Members of The Chapel and attenders at The Chapel Wadsworth Campus.
2. And are willing to sign the new Membership Covenant will be grandfathered-in and immediately be considered Members of The Chapel in Wadsworth.

Section 3 – Members’ Voting Responsibilities

1. Members of the church shall exercise their power through duly-called church meetings and shall have authority to approve:
 - a. Amendments to the Constitution.
 - b. Amendments to the Bylaws.
 - c. The call of the Lead Pastor.
 - d. The annual recommendation of Oversight Elders and Deacons to serve according to their defined roles.
 - e. The dismissal of an Oversight Elder when and where the Oversight Elder Board (hereafter OEB) has determined that grounds exist for disqualification and the individual chooses not to voluntarily resign.
 - f. The annual presentation of the church’s finances.
 - g. The purchase of land and/or buildings.
 - h. The sale of land and/or buildings that were purchased for ministry. This would not include land and/or buildings bequeathed or donated which are then sold for liquidation of the assets.

- i. The commencing of new building programs.
- j. The initiation of a new financial campaign.
- k. Any other matter in the Constitution or Bylaws that references approval or action of the Members.

2. Unless stated otherwise, the above issues shall require a two-thirds (2/3) affirmative vote for approval. The Members attending the meeting shall constitute a quorum, provided they number no fewer than 50 Members or 30 percent of Members, whichever is less. Unless otherwise stated, all issues requiring a vote of the Members will be published to the church no less than three (3) weeks prior to voting. Balloting procedures and times will be established by the OEB.

3. The Members empower and entrust the spiritual and physical leadership of the church to the OEB, according to the Constitution and Bylaws.

Section 4 – Removal of Members

Members may be removed from the church roll at the discretion of the OEB for the following reasons:

- 1. No longer meeting the Qualifications for Membership (Section 1)
- 2. Request of the Member to be removed from membership
- 3. Death of the Member
- 4. Habitual absence from the fellowship of the church and failure to communicate with the church for a period of one year
- 5. In accordance with the church's policy on Church Discipline and Restoration, for:
 - a. Promoting a false and heretical doctrine
 - b. Habitually living contrary to the faith and lordship of Jesus Christ
 - c. Persistently disrupting the unity and peace of the church

Section 5 – Administration of Membership

The Members have entrusted the OEB or its designees with ensuring prospective Members have met the Qualifications for Membership. The OEB is ultimately responsible for maintaining the church's membership roll in accordance with the parameters outlined in the Constitution and Bylaws, and may delegate necessary maintenance functions.

Section 6 – Church Discipline and Restoration

It shall be the practice of this church to pursue every reasonable measure for peace and reconciliation among its Members (Matt 5:21-26; 18, Gal 6:1-5, Eph 4:25-32). Should one member sin against another member of the church by immoral or unbiblical conduct, biblical heresy, or through persistent disturbing of the unity or peace of the church, the aggrieved Member can petition the Oversight Elders for assistance in accord with the Church Discipline and Restoration policy.

Article II – Oversight Elders

Section 1 – Heart, Character and General Responsibilities

1. The heart of an elder shall be humble, described in 1 Peter 5:1-4 as:

- a. A sober view of oneself in light of sin and great confidence of future glory in response to the sufficiency of Christ's work (Luke 7:47, Rom 12:3, 1 Tim 1:15-17).

- b. A willingness to sacrifice for and serve the church (Col 1:24-25; 1 Tim 3:1).
 - c. An eagerness to love God and the church with joy (John 21:15-19; 3 John 1:4; Heb 12:1-2).
 - d. An example of meekness worth following (Ezek 34:1-4; John 10:11-12; Matt 11:28-30).
 - e. A care for the church in the Spirit of Jesus, accountable to Him as the chief Shepherd (2 Tim 1:13-14; Heb 13:17; Jam 3:1; 1 Pet 2:25).
- 2. The character of an elder shall be mature as described in the Sermon on the Mount (Matt 5-7), the qualifications for this office (1 Tim 3:2-7; Titus 1:5-9), and the fruit of a Spirit filled life (Gal 5:16-26).
- 3. The two primary formal responsibilities of elders are governing and teaching. Elders whose primary formal responsibility is governing shall be called Oversight Elders and elders whose primary formal responsibility is teaching shall be called Pastors (1 Tim 3:5, 5:17).
 - a. As the heart and character standards are identical for every elder, many responsibilities shall be shared by Pastors and Oversight Elders. These include:
 - Being devoted to prayer and the ministry of God's word (James 5:13-15; Acts 6:4).
 - Leading and protecting the church's wellbeing (1 Thes 5:12; Acts 20:17-35).
 - Demonstrating the ability and spiritual leadership to teach God's Word, as appropriate.
 - Providing, as appropriate, accessible, Godly counsel and care to Members and staff.
 - b. Responsibilities unique to the governing role of Oversight Elders include:
 - Providing Biblical definition and clarification on doctrinal issues and maintaining a pursuit of doctrinal purity in the church, per the *Constitution* (Article VI, Section 2.)
 - Providing guidance through and implementation of the Church Discipline and Restoration policy.
 - Reviewing and approving the annual budget for all staff and ministries; this includes ensuring regular fiscal responsibility. Faithful stewardship and accountability in all financial matters will be of the highest priority, equally owned and cherished by all members of the OEB. Steps in this process will be in accord with the policy on Fiscal Accountability.
 - Selecting nominees for the OEB and Deacons to be presented to Members for approval.
 - Approving the hiring and dismissal of Pastors and Directors.
 - Performing other Constitutional, Scriptural, and general duties of oversight that are consistent with the Articles of Incorporation, Constitution, and these Bylaws, including those actions requiring a vote of the Members.

Section 2 – Officers

The OEB shall appoint annually Officers of the church, from the non-staff members of the OEB, in accordance with state law. The term of Chairman shall be for no more than two consecutive years.

Section 3 – Lead Pastor Specific Duties and Responsibilities

1. The Lead Pastor shall serve as first among equals in his role on the OEB.
2. The Lead Pastor, or his designee, shall lead the staff in the work of the ministry to the church and of the church, so that the church will fulfill her Purpose and Mission.
3. The Lead Pastor will lead in establishing the philosophy of ministry and vision that guides the church to accomplish her Purpose and Mission under the authority and approval of the OEB.
4. The Lead Pastor will lead in overseeing the pulpit, both its calendar and content, and the teaching that goes on in any area of the church.
5. The Lead Pastor or his designee, will perform the responsibilities of daily leading, shepherding, and managing the church staff. This includes the:
 - a. Preparation of a proposed budget.
 - b. Operation and execution of the OEB approved budget.
 - c. Vetting, hiring and dismissal of church staff per Article II.1.3.b.
 - d. Annual written review of all church staff.

Section 4 – Non-Staff Oversight Elders, Specific Duties and Responsibilities

1. Provide partnership, encouragement, supervision and accountability to the Lead Pastor; this will include an annual review that assesses his role in shepherding the church and the church staff as outlined above in Sections 1 and 3.
2. The non-staff OEB members will engage with the Lead Pastor in helping him determine ministry priorities, direction and key decisions that affect the church.

Section 5 – OEB Meetings

1. The OEB shall meet as often as circumstances require at a regular time and date to be determined by the OEB, not less than 10 times per year.
2. To establish a quorum, a simple majority of the OEB members must be present. If unable to attend, the Lead Pastor may designate a staff member as a non-voting participant. Participation via telephone, video, or any other technological means that allows for active engagement constitutes a member's presence for a quorum.
3. Any vote may be conducted in writing, digitally, or otherwise. Oversight Elders shall be given a minimum of three (3) days to register their votes. The results of any vote shall be recorded in the minutes of the next regularly scheduled meeting.
4. The Chairman shall govern meeting procedures. With a majority vote of the non-staff OEB members, the Chairman may call an executive session. The Chairman shall provide a written summary of the executive session to the Lead Pastor within 72 hours.

5. Written notice of the date, time, place, and purpose of OEB meetings shall be furnished to every member of the OEB at least 72 hours in advance of the meeting. This notice provision may be waived for any meeting by the unanimous written consent of the OEB members.
6. The OEB speaks with one voice. OEB members shall not disclose individual views, votes or abstentions of its members, nor shall the final tally be disclosed. Results of votes will be recorded in the minutes as “approved” or “disapproved.”

Section 6 – Lead Pastor Vacancy

1. If the Lead Pastor position becomes vacant for any reason, the OEB will appoint an interim Lead Pastor and immediately begin the process of seeking and calling a new Lead Pastor. If the OEB desires, a Search Committee can be formed to assist in this process, consisting of Members and Oversight Elders as determined by the OEB.
2. After vetting to ensure that the qualities listed in Scripture have been demonstrated with consistency over time, while also demonstrating the gifting commensurate with proclaiming and teaching God’s Word to the church, the Lead Pastor candidate will be recommended by the OEB to the Members for approval.

Section 7 – Non-Staff Oversight Elders: Selection; Resignation; Vacancies

1. Candidates for service on the OEB shall be Members of the church and selected by the existing OEB and presented to Members of the church for approval at the annual Members Meeting.
2. An Oversight Elder may resign his role at any time if he is no longer able to devote himself to the oversight of the church.
3. A vacancy on the OEB because of death, resignation, dismissal, or any other cause may be filled following the annual selection and approval process. If a vacancy on the OEB results in the OEB having fewer than seven (7) Oversight Elders, the OEB may approve a qualified man to serve on an interim basis to restore the OEB to the required minimum of seven (7). The man so approved shall fill that role only until the next annual Members Meeting when new Oversight Elders are approved by the Members. If this man is approved, the portion of time serving to fill this vacancy will not count against a full three (3) year term.
4. Aside from dismissal for disqualification, non-staff Oversight Elders no longer serving on the OEB shall remain elders for the wellbeing of the church without the formal authority or responsibilities of OEB Members.

Section 8 – Dismissal for Disqualification

1. The provisions of this section apply to both the Lead Pastor and non-staff members of the OEB.
2. Each Oversight Elder shall serve in that role, as long as he does so faithfully in accordance with the *Constitution* and *Bylaws*. If it is determined by the OEB, following investigation involving the Oversight Elder in question, that he no longer meets this standard, the remaining OEB members will ask for his voluntary resignation from the OEB. Such a move requires a two-thirds (2/3) vote of the remaining OEB. For the purpose of dismissal, the

remaining OEB is defined as every OEB member, excluding the one whose dismissal is being requested.

3. If the OEB member whose dismissal is being requested does not offer his resignation, the OEB will call a Members Meeting to seek the Membership's approval of his dismissal. Dismissal shall require a majority approval of the Members at a Members Meeting of 50 Members or 30% of Members (whichever is less). Notice of such a meeting will be published to the church no less than two (2) weeks in advance.

Section 9 – Transactions and Conflicts of Interest with Interested Parties

1. A contract or other transaction between The Chapel in Wadsworth and one of its OEB members, or family members thereof (an "Interested Party"), or between the church and any other entity, of which one or more of the church or its OEB members are also Interested Parties, or in which the entity is an Interested Party with a financial interest, will be voidable at the sole election of the church Members unless all of the following provisions are satisfied:

The church entered into the transaction for its own benefit; the transaction was fair and reasonable as to the church, or was in furtherance of its exempt purposes at the time the church entered into the transaction; prior to consummating the transaction, or any part, the OEB authorized or approved the transaction, in good faith, by a vote of the Oversight Elders then in office, without counting the vote(s) of the interested Oversight Elder(s), and with knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and prior to authorizing or approving the transaction, the OEB in good faith, determined, after reasonable investigation and consideration, that either the church could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in its best interest in furtherance of the church's tax-exempt purposes.

2. Notwithstanding the above, no loan shall be made by the church to any of its Members.
3. The OEB will adopt a Conflicts of Interest policy that will provide for full disclosure of material conflicting interests by OEB members, Officers, or church employees. This policy will permit the OEB to determine whether the contemplated transaction may be authorized as just, fair and reasonable to the church as stated above.
4. The OEB will adopt a Whistleblower policy that will provide protection and appropriate anonymity to any employee of the church seeking to make a good faith report of suspected fraud, corruption, or other improper behavior.

Section 10 – No Compensation for Non-staff OEB Members

No salary or compensation will be paid to any non-staff member of the OEB in his capacity as a member of the OEB or as an Officer of the corporation. However, the OEB member may receive reasonable reimbursement for travel and other OEB approved expenses on behalf of the church, upon request and providing written documentation.

Article III – Deacons

Section 1 – General

1. The Deacons will consist of men and women who have demonstrated consistently the godly qualities described in the Scriptures for those aspiring to such a role, with particular emphasis on caring for the needs of church Members, serving the church, and being devoted to her wellbeing in Christ. As those who seek to be filled with the Spirit, they represent the care of Jesus to the church (1 Timothy 3:8-13; Galatians 5:22-26).
2. The Members are welcomed and encouraged to commend qualified Deacon candidates to the OEB, Pastor(s) and staff, who in turn will assist the OEB in vetting potential candidates. The OEB is responsible for recommending nominees to the Members for approval at the Annual Members Meeting. All nominees must be Members of the church.

Section 2 – General Duties and Responsibilities

1. To serve the church with and by Christlike example exhibiting evident fruit of a Spirit-filled life (1 Peter 4:10-11).
2. To manage and/or carryout any aspect of the administration and/or ministry of the church appointed by the OEB in order that the elders may focus on their formal primary roles of governing and teaching (Acts 6:1-6).
3. Deacons will serve under the guidance of the Lead Pastor or his designee.

Section 3 – Number and Terms of Service

1. The Deacons will number as many as deemed appropriate by the OEB.
2. A normal and anticipated term of service shall be two (2) years. If a Deacon has served his/her two-year term and desires to continue in that role, he/she may request to be recommended again by the OEB and approved by the Members for an additional term. This may continue without restriction, as appropriate, without limit to consecutive terms. Terms begin in January.
3. A Deacon may resign his/her office at any time if he/she is no longer able to fulfill the responsibilities of the role.

Section 4 – Dismissal for Disqualification

Each Deacon shall serve in that role, as long as he/she does so faithfully in accordance with the *Constitution and Bylaws*. If it is determined by the OEB, following investigation involving the Deacon, that he/she no longer meets this standard the OEB will dismiss him/her from the role. Such a move requires a two-thirds (2/3) vote of the OEB.

Article IV – Members Meetings

Section 1 – Annual Meeting

The Annual Members Meeting will be held in January or on such other date as the OEB may designate. At this meeting, the OEB will present information on the church finances, recommended Oversight Elders and Deacons for approval, and any other items the Members have responsibility on which to vote. The OEB will determine balloting procedures.

Section 2 – Special Meetings

Special Meetings may be called at any time by the Lead Pastor, the OEB, or upon the written request of not less than 25% of the Members provided notice is given to the Members at least three (3) weeks prior to the meeting, unless otherwise stated. The notice shall set forth the time, place, and purpose of the meeting. If a vote is to be taken, the OEB will determine balloting procedures.

Section 3 – Minutes

Minutes of the Annual and Special Meetings will be taken and kept in the records under the custody of the office of the Lead Pastor or his designee.

Section 4 – Moderator

The Chairman of the OEB shall serve as the moderator and preside over the Annual and Special Meetings. In his absence or at his discretion, he may designate another member of the OEB as the acting moderator for a particular meeting. The moderator shall govern meeting prodecures.

Article V – Church Year

The church year, for administrative, organizational, and fiscal purposes, shall begin on September 1st and end on August 31st of each calendar year.

Article VI – Church Policy and Operation Manual

The development and maintenance of a church policy and operation manual shall be overseen by the OEB or their designees. This manual shall include all significant church policies and procedures. The OEB or their designees shall review the manual as needed and/or desired.

Article VI – Indemnification

1. The Chapel in Wadsworth will indemnify and hold harmless any and all Officers, Directors, Oversight Elders, Deacons, Ministers, Pastors, and business administrators for any expenses actually and necessarily incurred in connection with any action, suit or proceeding against said Officers, Directors, Oversight Elders, Deacons, Ministers, Pastors, and business administrators. This indemnification shall include costs for attorney fees. The indemnification shall occur as the expenses are incurred and in advance of the final disposition of the action, suit or proceeding, on receipt of the Officers, Directors, Oversight Elders, Deacons, Ministers, Pastors or business administrators' promise: (1) to repay the amount advanced if it is proved by clear and convincing evidence in court that the Officers',

Directors', Oversight Elders', Deacons', Ministers', Pastors', and business administrators' conduct involved a deliberate intent to injure the corporation's best interests, and (2) to reasonably cooperate with the corporation in connection with the action, suit or proceeding.

2. This indemnification shall be available to any Officer, Director, Oversight Elder, Deacon, Minister, Pastor, and/or business administrator which is made or thereafter to be made a party to any action, suit or proceeding because of the person's relationship with the corporation. Persons who are Officers, Directors, Oversight Elders, Deacons, Ministers, Pastors, and/or business administrators at the time of being made a party, or threatened with being made a party to any action, suit or proceeding, or were Officers, Directors, Oversight Elders, Deacons, Ministers, Pastors, and/or business administrators shall be allowed indemnification.
3. Indemnification will also be available in criminal actions only if it is found that the Officer, Director, Oversight Elder, Deacon, Minister, Pastor, or business administrator had no reasonable cause to believe that the subject acts were unlawful.