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ARTICLE 1.

Name, Legal Organization and General Powers and Provisions

1.1 Name and Legal Organization. CHC is a Wyoming nonprofit corporation organized for religious purposes with its principal place of business located at 7505 US Highway 30, Cheyenne, Wyoming.

1.2 General Powers. CHC shall have all powers conferred upon a nonprofit corporation by the Wyoming Nonprofit Corporation Act, to be exercised in accordance with this Constitution and Bylaws, including, but not limited to, the power to receive gifts, bequests and legacies; acquire, buy, hold, improve, rent, lease, mortgage, sell and convey, and otherwise deal in real and personal property; to make contracts and agreements; and to take other actions as may be necessary to conduct the business of the Church and fulfill the stated purpose and mission of the Church.

1.3 Affiliation. CHC shall be affiliated with the Baptist General Conference doing business as Converge Worldwide, and the Rocky Mountain Baptist Conference doing business as Converge Rocky Mountain.

ARTICLE 2.

Mission, Vision and Values

2.1 Core Value: "Therefore go and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything I have commanded you. And surely I am with you always, to the very end of the age." Matthew 28:19-20 (NIV).

2.2 Mission: Helping People Become Fully Surrendered Disciple-Makers of Jesus Christ

- (a) **Seekers:** We will be a church that pursues the unconvinced and those who are seeking to know God and accept Jesus Christ; that embraces those who need healing, whatever the cause of the wound; that welcomes and teaches those who are seeking a deeper and more "real" relationship with Him; and that equips those who are seeking the ever-deepening transformation that comes through surrender to Jesus Christ.
- (b) **Student:** We will be a church that teaches the Bible, God's Word, and the power of its application in day-to-day life. We will help nourish the student of God through opportunities to grow the mind, along with the heart and soul.
- (c) **Servant:** We will be a church that serves each other, our community, our region and the world. We will teach servanthood and sacrifice, as Jesus Christ served and sacrificed for us, and we will encourage our people to engage in servanthood as a way of life.
- (d) **Shepherd:** We will be a church that grows and nurtures shepherds to make disciples of others, to reach out to seekers and share the Good News of Jesus Christ, to teach and instruct the students, and to lead the servants we equip.
- (e) **Surrender:** We will be a church that continuously and enthusiastically moves Christ-followers to greater and greater levels of surrender to Jesus Christ, and supports, teaches and encourages them as they continue to be transformed through the day we join Him in Paradise.

2.3 Vision: Tens of Thousands of Souls Saved Worldwide.

ARTICLE 3.

Statement of Faith

CHC's Statement of Faith is adapted from the Statement of Faith of Converge Worldwide, formerly known as the Baptist General Conference, as adopted by the Conference in 1951, reaffirmed in 1990 and amended in 1998.

3.1 The Word of God. We believe that the Bible is the Word of God, fully inspired and without error in the original manuscripts, written under the inspiration of the Holy Spirit, and that it has supreme authority in all matters of faith and conduct.

3.2 The Trinity. We believe that there is only living and true God, eternally existing in three persons, that these are equal in every divine perfection, and that they execute distinct but harmonious offices in the work of creation, providence and redemption.

3.3 God the Father. We believe in God, the Father, an infinite, personal spirit, perfect in holiness, wisdom, power and love. We believe that He concerns himself mercifully in the affairs of each person, that He hears and answers prayer, and that He saves from sin and death all who come to Him through Jesus Christ.

3.4 Jesus Christ. We believe in Jesus Christ, God's only begotten Son, conceived by the Holy Spirit. We believe in his virgin birth, sinless life, miracles and teachings. We believe in His substitutionary atoning death, bodily resurrection, ascension into heaven, perpetual intercession for His people, and personal visible return to earth.

3.5 The Holy Spirit. We believe in the Holy Spirit who came forth from the Father and Son to convict the world of sin, and righteousness, and judgment, and to regenerate, sanctify, and empower all who believe in Jesus Christ. We believe that the Holy Spirit indwells every believer in Christ, and that He is an abiding helper, teacher and guide.

3.6 Regeneration. We believe that all people are sinners by nature and by choice and are, therefore, under condemnation. We believe that those who repent of their sins and trust in Jesus Christ as Savior are regenerated by the Holy Spirit.

3.7 The Church. We believe in the universal church, a living spiritual body of which Christ is the head and all regenerated persons are members. We believe in the local church, consisting of a company of believers in Jesus Christ, baptized on a credible profession of faith, and associated for worship, work and fellowship. We believe that God has laid upon the members of the local church the primary task of giving the gospel of Jesus Christ to a lost world.

3.8 Christian Conduct. We believe that Christians should live for the glory of God and the well-being of others; that their conduct should be blameless before the world; that they should be faithful stewards of their possessions; and that they should seek to realize for themselves and others the full stature of maturity in Christ.

3.9 The Ordinances. We believe that the Lord Jesus Christ has committed two ordinances to the local church; baptism and the Lord's Supper. We believe that Christian baptism is the immersion of a believer in water into the name of the triune God. We believe that the Lord's Supper was instituted by Christ for commemoration of His death. We believe that these two ordinances should be observed and administered until the return of the Lord Jesus Christ.

3.10 Religious Liberty. We believe that every human being has direct relations with God, and is responsible to God alone in all matters of faith; that each church is independent and must be free from interference by any ecclesiastical or political authority; that therefore Church and State must be kept separate as having different functions, each fulfilling its duties free from dictation or patronage of the other.

3.11 Church Cooperation. We believe that local churches can best promote the cause of Jesus Christ by cooperating with one another in a denominational organization. Such an organization, whether it

is the Conference or a district conference, exists and functions by the will of the churches. Cooperation in a conference is voluntary and may be terminated at any time. Churches may likewise cooperate with interdenominational fellowships on a voluntary independent basis.

3.12 The Last Things. We believe in the personal and visible return of the Lord Jesus Christ to earth and the establishment of His Kingdom. We believe in the resurrection of the body, the final judgment, the eternal felicity of the righteous, and the endless suffering of the wicked.

3.13 Marriage. We believe that Christian marriage is a sacred institution ordained of God for the happiness of mankind and the propagation of the race. It is a spiritual and physical union into which one man and one woman may enter for the glory of God and, according to the scriptural ideal, is to be broken only by death. As part of the created order, marriage is not open to reinterpretation. The scriptural and historic definition of marriage as a heterosexual monogamy – a union of one man and one woman – has been inviolable over centuries and is recognized worldwide. It is not an arbitrary relationship created by the state, but rather reflects realities as fundamental as human nature and human anatomy.

Scripture reflects that heterosexuality is God's revealed will for humankind and that a chaste and faithful expression of this orientation (whether in singleness or marriage) is the ideal to which God calls all people. A homosexual orientation is a result of the fall of humanity into a sinful condition that pervades every person. Scripture teaches there is hope for the person with a homosexual orientation and that Jesus Christ offers a healing alternative in which the power of sin is broken and the person is freed to know and experience his or her true identity in Christ and in the fellowship of his Church. We believe that this freedom is attained through a process which includes recognizing homosexual behavior as sin, renouncing the practice of homosexual behavior, rediscovering healthy, non-erotic friendships with people of the same sex, embracing a moral sexual lifestyle, and in the age to come, rising from the dead with a new body free from every sinful impulse.

We believe recognition of 'gay marriage' or 'same-sex marriage/unions' is public endorsement of homosexual behavior. We believe rather than promoting the common good, that recognition of 'gay marriage' or 'same-sex marriage/unions' promotes emotionally and physically unhealthy behavior. We believe counterfeiting marriage devalues the family and the unique role of men and women in their children's lives. Overwhelming evidence confirms that children are best served when they live in intact families with both a mother a father, and no child should willfully be deprived of these benefits as a matter of public policy.

[Genesis 1:26-28; Genesis 2:18-25; Genesis 3; Matthew 19:4-6; Mark 10:4-9; Ephesians 5:25-33; Romans 7:2; 1 Corinthians 7:2-3, 10-16; 1 Timothy 3:2, 12; Genesis 19:1-11; Genesis 3:14-15; Romans 3:23; 6:23; Leviticus 18:21-23; 20:13; Judges 19:22-30; Romans 1:18-32; 1 Corinthians 6:8-11; 1 Timothy 1: 9-10; 2 Peter 2:6-10; Jude 7. The Bible also condemns all types of fornication which would therefore include homosexuality [Matthew 15:19; Mark 7:21; John 8:41; Acts 15:20, 29; Galatians 5:19-21; 1 Thessalonians 4:3; Hebrews 13:4].

ARTICLE 4.

Government and Organizational Structure

In accordance with scripture, The Lord Jesus Christ is the head of this Church. The membership of this church shall exist to provide the ministry of the Lord Jesus Christ. The primary purpose of the organization structure and governance of this Church is to support the membership in fulfilling their role in ministry. The following sections specify the organizational structure and governance thereof, which will assist in the fulfillment of the Mission of the Church.

4.1 Organizational Structure. This Church is organized through the Congregation Members, the Overseer Board, the Lead Pastor, the Church Staff and duly-appointed committees, as described below.

- (a) The Congregation Members, whose role is to serve as the primary ministers of the Church.

- (b) The Overseer Board also to be known as the Board of Directors for incorporation purposes. The Overseer Board shall establish the guiding principles for the Lead Pastor's leadership.
- (c) The Lead Pastor, whose role is to provide leadership to the church and to oversee the equipping of the congregation to fulfill the ministry of this church.
- (d) The church staff, both paid and volunteer members, whose role is to manage the ministries of the church as directed by the Lead Pastor.
- (e) Duly appointed committees of the church, whose role shall be to fulfill a specific ministry function of the church as established by the congregation and directed by the Lead Pastor. Members of appointed committees shall serve for specified periods of time to fulfill these specified ministry functions.

4.2 Governance of this Church. This Church is governed by the Congregation, the Overseer Board and the Lead Pastor, as follows:

- (a) By the Congregation. The Congregation, defined as the membership of this Church, shall exercise authority in the following areas which shall require the approval of the Congregation by voting in the manner described in other sections of the Constitution and Bylaws:
 - (i) Calling or dismissing the Lead Pastor
 - (ii) Amending the Articles of Incorporation or the Bylaws
 - (iii) Confirming members to serve on the Overseer Board
 - (iv) Ratifying the annual budget in broad categories
 - (v) Purchasing or selling the primary Church facilities
 - (vi) Dissolving the corporation
 - (vii) Any authority not otherwise granted to the Lead Pastor, Staff, Overseer Board of Directors or appointed committees shall be reserved to the congregation.
- (b) By the Overseer Board:
 - (i) Adopting, interpreting and enforcing Guiding Principles in a manner not inconsistent with this Constitution and Bylaws
 - (ii) Shall monitor and hold the Lead Pastor accountable to the adherence of the Church's Guiding Principals.
 - (iii) In conjunction with the Lead Pastor and Staff, establish and prepare an annual budget for submission to the Congregation for approval.
 - (iv) In conjunction with the Lead Pastor, fulfill the responsibilities of Conflict Resolution and Church Discipline described in Article 10 below.
 - (v) In partnership with the Lead Pastor, provide leadership to the duly appointed church committees as needed.
- (c) By the Lead Pastor:
 - (i) Provide oversight, accountability and leadership for all staff members, both volunteer and paid staff in the fulfilling the mission of the church, at all times consistent with the Guiding Principles.
 - (ii) Evaluate the work of all staff members, both volunteer and paid staff in the fulfilling the mission of the church.

ARTICLE 5.

Membership

5.1 Membership and Qualifications for Membership. The membership of CHC for purposes of these Bylaws shall consist of baptized believers in Jesus Christ who are at least 18 years of age (provided that no person who is a member at the time this Constitution and Bylaws are adopted will be removed from membership on the basis of age) and who make the following commitments:

- (a) I will protect the Unity of My Church by...
 - (i) acting in love toward other members.
 - (ii) refusing to gossip.
 - (iii) following and supporting the leadership.
- (b) I will share the Responsibility of my church by...
 - (i) praying for its growth.
 - (ii) inviting the unchurched to attend.
 - (iii) warmly welcoming those who visit.
- (c) I will serve the Ministry of my church by...
 - (i) discovering my gifts and talents.
 - (ii) being equipped to serve by my pastors.
 - (iii) developing a servant's heart.
- (d) I will support the Testimony of my church by...
 - (i) attending faithfully.
 - (ii) living a godly life.
 - (iii) giving regularly.

5.2 Membership Withdrawal. There may come a time when a person moves away or their heart is no longer drawn to the Mission & Vision of CHC. Members are free to withdraw from membership at any time by submitting a written notice of withdrawal to the Lead Pastor. Members are also provided the opportunity to consider their membership status and commitment to CHC every three years through a card sent to each member in January of that particular year. If the member decides that he or she no longer wishes to continue as a member of CHC, the member may choose to withdraw by signing and returning the card. Any member who withdraws and later desires to again join the membership must reapply for membership.

ARTICLE 6.

Lead Pastor

6.1 Lead Pastor Duties and Responsibilities. The role of the Lead Pastor is to lead the Church to accomplish its mission, which includes oversight of the entire work of the church. The Lead Pastor shall lead the Congregation by teaching biblical truth, casting vision and advancing the mission in accordance with Ephesians 4:11-13 "to prepare God's people for works of service, so that the body of Christ may be built up until we all reach unity in the faith and in the knowledge of the Son of God and become mature, attaining to the whole measure of the fullness of Christ." The Lead Pastor shall lead the Overseer Board by guiding its discussion of Mission and Boundary principles. The Lead Pastor shall lead the Staff by directing them in their management of all Church operations. The Lead Pastor shall have access to all books and records of the church, and be privileged to attend any meeting. With regard to compensation based on performance,

the Lead Pastor shall be accountable to the Overseer Board. With regard to job retention and approval of major decisions, the Lead Pastor shall be accountable to the Congregation. The Lead Pastor shall hire, direct, compensate and fire any and all Church Staff in compliance with the Guiding Principles established by the Overseer Board.

6.2 Call of the Lead Pastor. In the event of a vacancy in the position of Lead Pastor, the next Lead Pastor shall be called by this process:

- (a) ***Creation and Composition of a Pulpit Committee.*** A Pulpit Committee of five members shall be created consisting of two representatives of the Overseer Board and three members of the church at large. The Chair of the Overseer Board shall direct the Nominations Committee to implement a nominations process to identify three members of the Church to serve as the at-large members of the Pulpit Committee. The Overseer Board shall also select two of its members to serve as members of the Pulpit Committee. All five candidates shall be confirmed by a vote of the membership at a business meeting called for that purpose.
- (b) ***Purpose of Pulpit Committee.*** The purpose of the Pulpit Committee is to prayerfully seek God's direction for finding and calling a new Lead Pastor who has demonstrated the ability to lead His Church to the next level of effectiveness in the achievement of its mission. The Pulpit Committee may seek counsel from other church members and from Converge Worldwide leadership to determine suitable candidates for Lead Pastor.
- (c) ***Interim Pastor.*** The Overseer Board shall call an Interim Pastor, recommended by the Executive Minister of the Rocky Mountain Baptist Conference, to fulfill the role of the Lead Pastor until a permanent Lead Pastor is in place. The Interim Pastor shall not be considered for the position of Lead Pastor.
- (d) ***Selection of Lead Pastor.*** The Lead Pastor shall be called by a vote of the Church at a meeting called for that purpose by the Pulpit Committee. A vote by written ballot of three-fourths of the members present and voting shall be necessary to constitute the calling or dismissal of a Lead Pastor. No candidate for Lead Pastor shall be presented to the membership or voted on while another candidate is under consideration by the membership.
- (e) ***Compensation of Lead Pastor.*** The Pulpit Committee, at the time of presenting a candidate for consideration, will recommend a compensation package which it considers mutually acceptable. After the Lead Pastor salary has been fixed at the time of election, by vote of the Church, it shall not be changed thereafter except through the annual review process as established by Guiding Principles AP1.3. The Lead Pastor shall be entitled to all other terms and conditions of employment as generally applicable to other full time Church employees or as negotiated with the Overseer Board which shall not be inconsistent herewith.
- (f) The candidate's written acceptance of the call shall establish the pastoral relationship as of the date agreed upon between the Church and the candidate. He shall be called for an indefinite term of office. All other procedural questions concerning the Call of the Lead Pastor can be referred to the Executive Director of Converge Rocky Mountain.

6.3 Dismissal of the Lead Pastor or Vacancy of the Lead Pastor Position. The employment of the Lead Pastor may be terminated by a three-quarters vote of the membership at a business meeting called for that purpose, or at a time mutually agreed by the Lead Pastor and the Overseer Board. The Lead Pastor may resign upon written notice to the Chair of the Overseer Board, and is asked to give thirty (30) days' notice of resignation. The Lead Pastor position shall be declared vacant by the Overseer Board upon the death of the Lead Pastor or may be declared vacant if the Lead Pastor becomes disabled from performing the functions of the position for a period of six (6) months.

ARTICLE 7.

Staff Composition and Authority

A staff person appointed by the Lead Pastor shall manage each area of Church operation, including property and finance. The term "Staff" shall apply to all ministry leaders appointed for this management purpose, whether paid or unpaid or part-time or full-time. Among these appointments shall be a Treasurer for disbursements and a Financial Secretary for receipts of church monies. Staff positions shall be created, filled, vacated or discontinued based on how effectively they accomplish designated part of the Mission Principles within the means allowed by the Boundary Principles. All such decisions are the responsibility and prerogative of the Lead Pastor, who must answer to the Overseer Board as to the effectiveness of the Staff.

ARTICLE 8.

Overseer Board Composition, Selection, Role and Officers

8.1 Overseer Board Composition. The Overseer Board (Corporate Directors for state law purposes) shall consist of at least five church members (equivalent to Directors in state law), including the Lead Pastor, who shall be the only Staff person on the Overseer Board. Immediate family members of the Pastor, of the Staff, or of other Overseer Board members shall not serve on the Overseer Board. Overseer Board members shall serve three year terms. Each Overseer Board member may serve one term, and may serve again after a break of one year or more. The term of a Overseer Board member may be vacated by resignation, by removal as a Church Member, or by action of the Overseer Board. The remainder of a vacated term shall be filled by recommendation of the Pastor and approval of the Overseer Board. If less than one year remains in a vacated term at the time of the appointment of the new member, the appointed member may be considered for an additional three-year term without a break in service.

- (a) The initial Overseer Board under this Constitution and Bylaws shall be formed effective February 1, 2010, and shall consist of four members of the Board of Elders and four members of the Board of Trustees, to be selected by their respective boards. The Board of Elders and Board of Trustees shall cease to exist as of February 1, 2010. The members of initial Overseer Board shall will serve staggered terms of one, two, or three years, with the length of term for each board member to be determined by the Overseer Board, and with approximately equal numbers of board members serving one, two, and three year terms.

8.2 Overseer Board Member Selection. Acts 6:3 "But select from among you, brethren, seven men of good reputation, full of the Spirit and of wisdom, whom we may put in charge of this task." Overseer Board members (other than the Lead Pastor) shall be active Church members selected for annual terms by the following process:

- (a) Any active Member of the Church may submit a signed letter to recommend a potential Overseer Board member of good character and commitment to the mission of the Church.
- (b) Potential Overseer Board members must successfully complete a training course taught by the Lead Pastor covering the mission, vision, and structure of the Church.
- (c) Potential Overseer Board members must sign a covenant to uphold the highest standards of participation, service, supportiveness, and tithing with regard to the Church.
- (d) A minimum of two weeks before the Annual Meeting in January of each year, the Lead Pastor shall present to the Congregation for approval a selection of candidates who have been certified by the Overseer Board as qualified to serve on the Overseer Board. The Congregation shall have the opportunity to provide confidential feedback or comment regarding any of the candidates to the Lead Pastor or the Overseer Board prior to the Annual Meeting. There will be no nominations for Overseer Board candidates at the Annual Meeting.
- (e) Functional profile of Overseer Board members. Overseer Board members shall:

- (i) Demonstrate strong character qualities in past ministry responsibilities;
- (ii) Be God-focused with in life in general;
- (iii) Demonstrate a concern about his relationship with God;
- (iv) Be motivated by faith in God and sensitive to seeing where God is at work;
- (v) Enjoys and is active in prayer;
- (vi) Develops healthy friendships within the church family;
- (vii) Able to make wise decisions most of the time;
- (viii) Sees the “big picture” in the church and has a Kingdom perspective;
- (ix) Wants his life to be significant in the light of eternity; not just living for success now;
- (x) Is at ease in a team relationship with other board members;
- (xi) Participates in regular Bible study, both privately and in a group study;
- (xii) Is a clear thinker;
- (xiii) Is dependable and able to carry through on time with responsibilities;
- (xiv) Keeps priorities clear while being able to sort through details;
- (xv) If married, has a spouse who is supportive of his service on the Overseer Board;
- (xvi) Understands the importance of unity, confidentiality, and dependability;
- (xvii) Enjoys working with people in ministry;
- (xviii) Feels at ease in a supportive, encouraging relationship with church staff.

(f) Biblical Profile of Overseer Board Members:

- (i) ***Above Reproach:*** Nothing in his life (character, beliefs, practice, habits) that would be held against him in the court of public opinion;
- (ii) ***Temperate:*** One who has a clear perspective on life and a balanced spiritual orientation. He is filled with spiritual and moral earnestness; is moderate, careful and steady;
- (iii) ***Prudent:*** One who is self-controlled, sensible and of sound mind and judgment;
- (iv) ***Respectable:*** One who lives a well-ordered life, inwardly and outwardly;
- (v) ***Hospitable:*** One whose life and home are open to others, including strangers;
- (vi) ***Able to Teach:*** One who is schooled in Scripture and is able to communicate the truths of God’s Word clearly, accurately, and peaceably;
- (vii) ***Not Given to Wine:*** One who is not given to addictions or drunkenness;
- (viii) ***Not Self-Willed:*** One who can submit to others and is willing to give up his own desires for the sake of others; a good team player;
- (ix) ***Not Quick-Tempered:*** One whose anger is under control and does not become easily or suddenly upset, angry or disturbed;
- (x) ***Not Pugnacious:*** One who is not abusive or violent physically, verbally, spiritually or emotionally;
- (xi) ***Not Contentious:*** One who does not struggle, compete or contend with others in a way that produces conflict and disunity;
- (xii) ***Gentle:*** A man characterized by kindness, patience and humility;
- (xiii) ***Free from the Love of Money:*** A man who has a balanced perspective on money, and is able to earn it, spend it, give it and save it wisely;

- (xiv) ***Manages Household Well:*** A man whose family and home is well-ordered, respectful, committed to Christ and supportive of God's kingdom work;
- (xv) ***Marital Fidelity:*** A husband of one wife;
- (xvi) ***Good Reputation With Outsiders:*** One who is spoken of highly and thought of positively by non-Christians;
- (xvii) ***Loves What Is Good:*** One who desires to do good and enjoys the pure and wholesome things of life;
- (xviii) ***Just:*** One who is wise and discerning, able to make fair and mature judgments in his own actions and in his relationships with others;
- (xix) ***Devout:*** A man who possesses an attitude of holiness that is worked out in his lifestyle and relationships;
- (xx) ***Not a New Convert:*** One who is not a recent convert, but has a proven track record in his walk with God over some years.

8.3 Overseer Board Role. The Overseer Board shall have two primary roles:

- (a) To provide support for the Lead Pastor by providing concise Guiding Principles in three categories:
 - (i) Mission Principles shall define for the Lead Pastor what ends the Church exists to achieve.
 - (ii) Boundary Principles shall define for the Lead Pastor what means may not be used in pursuit of achieving those ends.
 - (iii) Accountability Principles shall define for the Chair (see Article 8.4) how the Overseer Board is to establish the Guiding Principles and monitor the Lead Pastor's compliance with them.

(b) To provide accountability to the Lead Pastor by measuring the achievements of the Lead Pastor against the Mission Principles and compliance with the Accountability Principles. The Overseer Board shall determine the compensation of the Lead Pastor based on achieving the Mission Principles and respecting the Boundary Principles. The Overseer Board shall influence all other operating and financial decisions through written policy in the Guiding Principles only. The Overseer Board shall leave the leadership of the Church to the Lead Pastor and shall leave the management of the Church to the Staff under the direction of the Lead Pastor. In matters that require Overseer Board action by law, the Overseer Board shall routinely approve any motion of the Pastor or Chair without discussion unless a Overseer Board member believes it violates the Guiding Principles, in which case the action shall be discussed before a vote. Action of the Overseer Board shall be by simple majority of all Overseer Board members, whether or not present and voting. Voting shall be conducted in a similar manner as a congregational vote, or as required by state law. A majority of the Overseer Board present, which includes participation by electronic or written means, shall constitute a quorum for action by the Overseer Board. Overseer Board meetings shall occur monthly and at other special times as needed when called by the Lead Pastor or the Chair. All Overseer Board members shall be sent at least 24 hours notice of every meeting by electronic, verbal, or written means. However, such notice may be waived by unanimous consent.

8.4 Overseer Board Officers. Each year, at the first Overseer Board meeting after new Overseer Board members are installed, the Overseer Board shall appoint a Chair and Secretary. To fulfill state law, the Lead Pastor shall routinely be designated as President of the corporation and the Overseer Board Secretary shall routinely be designated as Secretary and Chief Financial Officer of the corporation; these designations shall in no way alter the functioning of the Overseer Board as defined in these Bylaws. The Chair shall enforce the Accountability Principles and shall lead the Overseer Board when discussing the Pastor's performance and compensation; the Pastor shall lead the Overseer Board in all other discussions. The Secretary shall maintain and distribute the current edition of the Guiding Principles and other Overseer Board documents. The Chair may sign legal documents on behalf of the corporation if (1) so directed by the Pastor; (2) as authorized in compliance with the Guiding Principles; or (3) or as directed by congregational approval when required by Section 4.2(a) of these Bylaws.

ARTICLE 9.

Meetings and Voting

9.1 Meetings. The Church shall hold meetings as often as necessary to conduct the business of the Church.

- (a) The Church shall meet on weekends and at other times as decided by the Lead Pastor for the purposes of worship, teaching, prayer, fellowship, support and encouragement.
- (b) The Church shall periodically, as determined by the Lead Pastor, observe the ordinance of Baptism and the Lord's Supper.
- (c) The Church shall hold an annual business meeting in January for the purpose of celebration, vision setting, the confirmation of officers and Overseer Board members, the review of financial statements and the ratification of the budget, and the transaction of any other proper business.
- (d) Additional business meetings may be called by the Overseer Board or the Lead Pastor.

9.2 Notice of Business Meetings. Notice of the date, time, place and general purpose of all business meetings shall be communicated to the congregation at least ten (10) days prior to the meeting. Each notice of meeting must be communicated to the congregation through at least one electronic and one non-electronic method from the following methods: (a) posting of the notice on the Church website; (b) inclusion of the written notice in the Church's weekly service program; (c) email of the notice to all individuals with email addresses appearing in the Church's current directory; (d) announcement of meeting during weekend services; or (e) delivery of notice by regular mail to the address for each family as found in the Church's current directory.

9.3 Conduct of Business Meetings. All business meetings shall be moderated by the Chair of the Overseer Board or another person he designates. Meetings shall be conducted as informally as possible, consistent with the need to accomplish the business of the Church. If necessary to maintain an orderly flow of business, or otherwise at the discretion of Chair, all or part of the business at a meeting may be conducted in accordance with Robert's Rules of Order.

9.4 Voting. The following provisions shall govern voting at any business meeting of the Church:

- (a) **Quorum.** A quorum shall consist of 25% of the members of the Church. The existence of a quorum shall be determined by the Church Clerk, subject to confirmation by the Chair of the Overseer Board.
- (b) **Membership Required To Vote.** Only members of Cheyenne Hills Church at the time a notice of business meeting is issued may vote at any Church business meeting.
- (c) **Age.** Members must be at least 18 years of age to vote, provided that no person who is a member at the time this Constitution and Bylaws is adopted shall be deprived for their right to vote on the basis of their age.
- (d) **Proxy Voting.** Only members who are present at the meeting shall be eligible to vote, and each member may cast only one vote. Voting by proxy shall not be allowed.
- (e) **Method of Voting.** Votes taken during meetings may be conducted by voice vote, by visual voting such as standing or a show of hands, or by ballot. The Chair of the Overseer Board and two members selected randomly by the Lead Pastor shall be responsible for counting of votes and confirmation of results.

9.5 Votes Required for Action. Unless specified in this section, a majority vote of the members present and voting is required for the adoption of any motion or the approval of any action by the Church at a business meeting. The following actions require a vote of three-quarters of the members present and voting: (a) the purchase, sale, dividing, mortgaging or initial leasing of real property; (b) the calling or dismissal of the Lead Pastor; (c) the ratification of amendments to the Constitution and Bylaws; (d) the dismissal of a member of the Church; (e) modification of the Statement of Faith; and, (f) the dissolution of the Church.

ARTICLE 10.

Member Conflict Resolution and Discipline

As members in the body of Christ and members of CHC, and being compelled by Jesus to resolve our conflict with one another, we resolve to follow these principles set forth in Scripture for reconciliation.

We will, in all matters of conflict resolution and discipline, be intent on bringing glory to the Lord by maintaining a loving, merciful and forgiving attitude. We will take responsibility for our contribution to any conflict with another member. We will seek to resolve any conflict among ourselves first in private, as directed in Matthew 18, and if that fails we will seek to resolve the conflict with the guidance of the Lead Pastor. We will restore one another in a spirit of gentleness as directed in Galatians 6:1-2, and we will actively pursue ongoing peace and reconciliation. When disciplinary measures are necessary, church members willingly submit themselves to the Lead Pastor and the Overseer Board. If a member is found guilty by the Church of continual misconduct and remains in violation of clear Biblical principles with no spirit of repentance or promise of reform that member shall be dismissed from the Church. Such dismissal shall be by a three-fourths majority vote of those present and voting.

ARTICLE 11.

Posting of and Amendments to Constitution, Bylaws and Guiding Principles

11.1 CHC shall continually post a current copy of its Constitution and Bylaws and Guiding Principles on the church's website, and shall provide the Constitution and Bylaws and Guiding Principles to any interested person upon request.

11.2 The CHC Constitution and Bylaws may be amended only through this process:

- (a) Proposed amendments must be communicated through the same methods as the notice of the business meeting at which the proposed amendments will be considered, and such communication must occur at least fourteen (14) days prior to the meeting.
- (b) Adoption of proposed amendments shall require a three-fourths vote of the members present and voting.

11.3 The CHC Guiding Principles may be amended by majority vote of the Overseer Board. Amendments to the Guiding Principles shall be reflected in the Overseer Board's minutes and shall be posted on the Church's website for a reasonable period of time following the amendment.

ARTICLE 12.

Dissolution and Distribution of Property

12.1 Dissolution of Church. The Church may be dissolved only by a three-fourths vote of the members present and voting at a business meeting called for the purpose of voting to dissolve the Church.

12.2 Division of Church. In the case of organic division of the Church membership, all church property shall be retained by those members who abide by this constitution. Should any controversy arise as to who the members are, the question shall be submitted to the Overseer Board of Overseers of the Rocky Mountain Baptist Conference (doing business as Converse Worldwide) or its successor, and their decision shall be final.

12.3 Distribution of Property. If the Church dissolves, cannot continue to function as a nonprofit corporation under Wyoming law, or is otherwise unable to continue its existence, all Church property and assets will be transferred to the Rocky Mountain Baptist Conference (doing business as Converse Rocky Mountain) or its successor to assign, distribute, or liquidate as the Overseer Board of Overseers of the Conference deems best.

GUIDING PRINCIPLES

MISSION PRINCIPLES
BOUNDARY PRINCIPLES
ACCOUNTABILITY PRINCIPLES

Mission Principles

MP1.0 Mission Statement: Helping People Become Fully Surrendered Disciple-Makers of Jesus Christ.

A fully surrendered disciple-maker of Jesus Christ is a person who seeks God, studies His word, serves others and shepherds others to do the same.

MP1.1 Seekers: We will be a church that pursues the unconvinced and those who are seeking to know God and accept Jesus Christ; that embraces those who need healing, whatever the cause of the wound; that welcomes and teaches those who are seeking a deeper and more "real" relationship with Him; and that equips those who are seeking the ever-deepening transformation that comes through surrender to Jesus Christ.

MP1.1.1 – [MEASURABLE GOALS]

MP1.2 Student: We will be a church that teaches the Bible, God's Word, and the power of its application in day-to-day life. We will help nourish the student of God through opportunities to grow the mind, along with the heart and soul.

MP1.2.1 – [MEASURABLE GOALS]

MP1.3 Servant: We will be a church that serves each other, our community, our region and the world. We will teach servanthood and sacrifice, as Jesus Christ served and sacrificed for us, and we will encourage our people to engage in servanthood as a way of life.

MP1.3.1 – [MEASURABLE GOALS]

MP1.4 Shepherd: We will be a church that grows and nurtures shepherds to make disciples of others, to reach out to seekers and share the Good News of Jesus Christ, to teach and instruct the students, and to lead the servants we equip.

MP1.4.1 – [MEASURABLE GOALS]

MP1.5 Surrender: We will be a church that continuously and enthusiastically moves Christ-followers to greater and greater levels of surrender to Jesus Christ, and supports, teaches and encourages them as they continue to be transformed through the day we join Him in Paradise.

MP 1.5.1 – [MEASURABLE GOALS]

Boundary Principles

BP1.0 Comprehensive Boundary Statement

The Lead Pastor shall not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, unethical, or imprudent or contrary to God's Word, evangelical Christian values, the Bylaws of CHC, or the Guiding Principles. These principles apply to the Lead Pastor, and all members of the staff through the supervision of, and accountability to, the Lead Pastor.

BP1.1 Component: Biblical and Moral Integrity. With regard to the teaching, leadership, and membership of the church, the Lead Pastor shall not fail to uphold high standards of biblical teaching and morality.

BP1.1.1 Detail Principle: Theological Parameters. The Lead Pastor shall not knowingly allow

CHC personnel to disregard or oppose the essentials of evangelical Christian theology such as those in CHC's Statement of Faith, nor shall the Lead Pastor fail to apply appropriate discipline toward any leader or activity associated with CHC that disregards or opposes such essentials.

BP1.1.2 Detail Principle: Moral Boundaries. The Lead Pastor shall not knowingly allow any CHC personnel to violate or advocate the violation of basic moral boundaries established by the Bible, the laws and regulations applicable to CHC, and as expressed in the policies established by CHC, nor shall the Lead Pastor fail to apply appropriate discipline toward any leader or activity associated with CHC that disregards or violates such boundaries.

BP1.1.3 Detail Principle: Ministry Standards. The Lead Pastor shall not allow CHC personnel to persist in ministry practices that are inappropriate for an evangelical church or unproductive with respect to the Mission Principles of CHC, nor shall the Lead Pastor fail to apply appropriate discipline toward any leader or activity associated with CHC that disregards or opposes such standards.

BP1.1.4 Detail Principle: Member Conflict Resolution and Discipline. The Lead Pastor shall not fail to pursue appropriate conflict resolution and discipline among the members of CHC, in accordance Article 10 of the Constitution and Bylaws, and with the support and participation of the Overseer Board, where appropriate.

BP1.1.5 Detail Principle: Communion, Baptism and Marriage. The Lead Pastor shall not fail to perform the ordinances of Communion and Baptism, and to perform marriages, in accord with the Constitution and Bylaws, and any policy statements adopted by the Overseer Board, which shall be attached to these Guiding Principles.

BP1.2 Component: Financial Planning and Budgeting. Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the Mission Principles or risk financial jeopardy.

BP1.2.1 Detail: Sufficient Information. The Lead Pastor shall not allow budgeting that contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items and relation of expenditures to Mission Principles.

BP1.2.2 Detail: Expenditures within Projected Funds. The Lead Pastor shall not allow budgeting that plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period, unless special circumstances are adequately described including a realistic plan to make up the deficit within the following fiscal year.

BP1.2.3 Detail: Asset and Cash Margins. The Lead Pastor shall not allow budgeting that at any time reduces the current assets to less than 150% of current liabilities or allows cash to drop below a safety reserve of less than ½ (one-half) month's expenses.

BP1.2.4 Detail: Overseer Board Funding. The Lead Pastor shall not allow budgeting that provides less for Overseer Board activities during the year than is set forth in the Cost of Governance Principle, AP1.2.8.

BP1.3 Component: Financial Condition and Activities. With respect to the actual, ongoing financial conditions and activities, the Lead Pastor shall not allow the development of fiscal jeopardy or a material deviation of actual expenditures from Overseer Board priorities established in Mission Principles.

BP1.3.1 Detail: Expenditures. The Lead Pastor shall not expend more funds than have been received

in the fiscal year to date unless the following debt guideline, BP1.3.2, is met.

BP1.3.2 Detail: Debt. The Lead Pastor shall not indebted the church in an amount greater than can be repaid by reliable, otherwise unencumbered revenues within 120 days, subject to other conditions established by the Overseer Board and/or Church Treasurer.

BP1.3.3 Detail: Long-Term Reserves. The Lead Pastor shall not use any long-term reserves.

BP1.3.4 Detail: Inter-fund Shifting. The Lead Pastor shall not conduct inter-fund shifting in amounts greater than can be restored to a condition of discrete fund balances by reliable, otherwise unencumbered revenue within ninety days, without prior approval of the Overseer Board.

BP1.3.5 Detail: Payroll and Debt Settlement. The Lead Pastor, in conjunction with the Church Treasurer, shall not fail to settle payroll and debts in a timely manner.

BP1.3.6 Detail: Government Payments and Filings. The Lead Pastor, in conjunction with the treasurer, shall not allow tax payments, if any, or other government-ordered payments or filings to be overdue or inaccurately filed.

BP1.3.7 Detail: Purchase Cap. The Lead Pastor shall not make a single purchase of greater than \$20,000.00 (Twenty Thousand Dollars).

BP1.3.8 Detail: Real Property. The Lead Pastor shall not acquire, encumber, or dispose of real property.

BP1.4 Component: Asset Protection. The Lead Pastor shall not allow the assets to be unprotected, inadequately maintained, or unnecessarily risked.

BP1.4.3 Detail: Facilities and Equipment. The Lead Pastor shall not subject facilities and equipment to improper wear and tear or insufficient maintenance.

BP1.4.4 Detail: Liability. The Lead Pastor shall not unnecessarily expose the organization, its Overseer Board, or its staff to claims of liability.

BP1.4.5 Detail: Purchases. The Lead Pastor shall not make any purchase 1) wherein normally prudent protections has not been given against conflict of interest; 2) of over \$1,000 (One Thousand Dollars) without having obtained comparative prices and quality; and 3) of over \$20,000 (Twenty Thousand Dollars) without Overseer Board approval.

BP1.4.6 Detail: Information Protection. The Lead Pastor shall not fail to protect intellectual property, information, and files from loss or significant damage.

BP1.4.7 Detail: Auditor. The Lead Pastor shall not receive, process, or disburse funds under controls that are insufficient to meet the Overseer Board, treasurer or auditor's standards.

BP1.4.9 Detail: Public Reputation. The Lead Pastor shall not endanger the organization's reputation or credibility in the community, or its testimony as part of God's church, particularly in ways that would hinder its accomplishment of Christ's mission for the church.

BP1.5 Component: Treatment of Individuals. With respect to interactions with individuals, whether

members, attenders or others, the Lead Pastor shall not cause or allow conditions, procedures, or decision that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy.

BP1.5.1 Detail: Conflict Resolution Principles. The Lead Pastor shall not allow or permit any expression of conflict or offense by any person regarding any other person when such expression occurs outside the principles established by the Leadership Relationship Agreement or Article 10 of the Constitution and Bylaws, nor shall the Lead Pastor fail to take appropriate measures to guide participants to resolve underlying conflict and to counsel or discipline participants in the event of inappropriate expressions.

BP1.5.2 Detail: Circumstances of Counseling. The Lead Pastor shall not allow or permit circumstances in which staff members or volunteers counsel members of the opposite sex alone or without appropriate safeguards against the appearance of impropriety or the expression of allegations of impropriety, nor shall the Lead Pastor fail to institute appropriate policies to guide staff members or volunteers regarding the circumstances of counseling.

BP1.5.3 Detail: Suitability for Position. The Lead Pastor shall not allow or permit any person to serve as a staff member, ministry leader or volunteer without an assessment of that person's suitability for the position for which they are being considered, in terms of spiritual maturity, temperament, gifts and talents, commitment to the mission of CHC, and other criteria deemed suitable by the Lead Pastor and the Overseer Board.

BP1.5.4 Detail: Background Checking. The Lead Pastor shall not allow or permit any person to serve in any staff position, or in any volunteer capacity in which the volunteer will be involved in the care or custody of children, students, or church money or accounts, who has not (1) completed a volunteer application; (2) been subject to a criminal background check; and (3) been trained regarding standards and policies adopted by the Lead Pastor for the conduct of staff and volunteers in the various ministries of the church.

BP1.6 Component: Compensation and Benefits. With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the Lead Pastor shall not cause or allow jeopardy to fiscal integrity or public reputation.

BP1.6.1 Detail: Lead Pastor Compensation. The Lead Pastor shall not change his own compensation and benefits, except as he is permitted to allocate portions of his gross compensation and benefits with the approval of the Treasurer

BP1.6.2 Detail: Promise of Employment. The Lead Pastor shall not promise or imply permanent or guaranteed employment, or make any statement or promise which is inconsistent with the principle that all employees of CHC are employed at-will, meaning that any employee or CHC may terminate any employment relationship at any time, with or without cause or reason.

BP1.6.3 Detail: Market Value. The Lead Pastor shall not recommend current compensation and benefits that deviate materially from the geographic or professional market for the skills employed, taking into account performance, education, experience, ministry growth and other factors which may be pertinent to compensation for particular staff members.

BP1.6.4 Detail: Term of Compensation. The Lead Pastor shall not create compensation obligations beyond the term of the currently effective budget, and in all events subject to losses in revenue.

BP1.6.5 Detail: Fairness of Benefits. The Lead Pastor shall not recommend or change health insurance or retirement benefits so as to cause unpredictable or inequitable situations.

BP1.7 Component: Treatment of Staff. With respect to the treatment of paid and volunteer staff, the Lead Pastor may not cause or allow conditions that are unfair, undignified or contrary to law or CHC Bylaws or Guiding Principles.

BP1.7.1 Detail: Personnel Policies. The Lead Pastor shall not operate without concise personnel policies that clarify rules for staff, provide for effective handling of grievances, and protect against wrongful conditions such as nepotism and grossly preferential treatment for personal reasons.

BP1.7.2 Detail: Conflict Resolution. The Lead Pastor shall not allow or permit any expression of conflict or offense by any staff member or volunteer regarding any other person when such expression occurs outside the principles established by the Leader Relationship Agreement and Article 10 of the Constitution and Bylaws, nor shall the Lead Pastor fail to take appropriate measures to guide participants to resolve underlying conflict and to counsel or discipline participants in the event of inappropriate expressions.

BP 1.7.3 Detail: Grievances. The Lead Pastor shall not prevent staff expressing a grievance to the Overseer Board when (1) internal procedures have been exhausted, and (2) the employee alleges either that Boundary Principles have been violated to his or her detriment or that Boundary Principles do not adequately protect his or her rights under law or CHC Bylaws or Guiding Principles.

BP1.7.4 Detail: Suitability for Position. The Lead Pastor shall not allow or permit any person to serve as a staff member, ministry leader or volunteer without an assessment of that person's suitability for the position for which they are being considered, in terms of spiritual maturity, temperament, gifts and talents, commitment to the mission of CHC, and other criteria deemed suitable by the Lead Pastor and the Overseer Board.

BP1.7.5 Detail: Background Checking. The Lead Pastor shall not allow or permit any person to serve in any staff position, or in any volunteer capacity in which the volunteer will be involved in the care or custody of children, students, or church money or accounts, who has not (1) completed a volunteer application; (2) been subject to a criminal background check; and (3) been trained regarding standards and policies adopted by the Lead Pastor for the conduct of volunteers in the various ministries of the church.

BP1.7.6 Detail: Position Definition and Goals. The Lead Pastor shall not allow or permit any person to serve in, or present for Overseer Board approval, any staff or volunteer leadership position without a position description for that position, accompanied by goals specifically related to the Mission Principles and a description of the budget authority associated with that position.

BP1.7.7 Detail: Staff Code of Conduct. The Lead Pastor shall not allow or permit any person to serve as a member of the staff or a ministry leader who fails to (1) serve with un-conflicted loyalty to the interests of Christ regarding those whom He has called His church to serve (Matt. 28:18-20); (2) promote such loyalty above any personal or group interest among or outside consumers of the church's services; and, (3) disclose any fiduciary conflict of interest and withdraw from any decision-making affected by it.

BP1.7.8 Detail: Notice. The Lead Pastor shall not fail to acquaint staff with their rights according to these principles.

BP1.8 Component: Communication and Support to the Overseer Board. The Lead Pastor shall not permit the Overseer Board to be uninformed or unsupported in its work.

BP1.9 Component: Emergency Lead Pastor Succession. In order to protect the Overseer Board from the sudden loss of Lead Pastor services, the Lead Pastor may have no fewer than one other ministry staff member familiar with Overseer Board and Lead Pastor issues and processes.

Accountability Principles

AP1.0 Comprehensive Accountability Statement

The responsibility of the Overseer Board member before God, on behalf of people in Cheyenne and the surrounding region who need to be led to Christ and nurtured in Him, is to see that CHC, through the leadership of its Lead Pastor, (1) achieves the fulfillment of its Mission Principles, and (2) avoids violation of its Boundary Principles.

AP1.1 Component: Stewardship to Christ for Those He Calls Us to Serve. The Overseer Board shall maintain an active connection to the “moral ownership” of the church: Christ and the people he has called his church to serve.

AP1.1.1 Detail: Helping People Become Fully Surrendered Disciple-Makers of Jesus Christ. The Overseer Board will continually gather input, feedback and data and evaluate the success of CHC in meeting its Mission Principles.

AP1.1.3 Detail: Devotion to Prayer and the Word of God. Under the teaching and guidance of the Lead Pastor, the Overseer Board will continually seek the wisdom and leading of Christ as the Lord of the church. To this end, significant attention will be given to prayer and study of Scripture as a group.

AP1.1.4 Detail: Support of the Lead Pastor. The Overseer Board shall continually support the Lead Pastor through prayer, encouragement, protection, cooperation, accountability, intercession and in any other way requested by the Lead Pastor consistent with these Guiding Principles.

AP1.1.5 Detail: Interpretation of the Guiding Principles. The Overseer Board shall advise the Lead Pastor with respect to the interpretation of these Guiding Principles, including the evaluation of current and proposed ministries, programs and activities as related to the Mission Principles and the consideration by the Lead Pastor of interpretation and application of the Boundary Principles.

AP1.1.6 Detail: Church Discipline. Consistent with the Constitution and Bylaws, the Overseer Board shall, in conjunction with the Lead Pastor, implement of discipline of any member of the church in accordance with God’s Word.

AP1.1.7 Detail: Church Membership. The Guiding Board shall consider and act upon applications for membership to the church, and shall establish qualifications and requirements within the authority granted in the Constitution and Bylaws.

AP1.2 Component: Disciplining the Process of the Overseer Board. The Overseer Board shall conduct itself with discipline and integrity with regard to its own process of governance.

AP1.2.1 Detail: Overseer Board Style. The Overseer Board will govern with an emphasis on (1) outward vision rather than internal preoccupation, (2) encouragement of variety of viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of Overseer Board and staff roles, (5) collective rather than individual decisions, (6) future more than past or present, and (7) proactively rather than reactivity.

AP1.2.2 Detail: Overseer Board Job Description. The essential job outputs of the Overseer Board are linkage to the people served, definition of guiding principles, assisting Lead Pastor with spiritual leadership of the church, reviewing and approving applications for membership, implementing church discipline, monitoring of Lead Pastor performance oversight and protection of church property, oversight of the financial management and affairs of the church, collection and protection of offerings and contributions, and other duties established by the Constitution and Bylaws. In addition to these essentials, the Overseer Board shall exercise authority granted to it in the Constitution and Bylaws and not delegated to the Lead Pastor.

AP1.2.4 Detail: Overseer Board Member Code of Conduct. The Overseer Board commits itself and its members to the following code of conduct:

- a. Members of the Overseer Board must represent un-conflicted loyalty to the interests of Christ regarding those whom He has called His church to serve (Matt. 28:18-20). This loyalty supersedes any personal or group interest among or outside consumers of the church's services. A member must disclose any fiduciary conflict of interest and withdraw from any decision-making affected by it.
- b. Members of the Overseer Board must honor the principles and decisions of the Overseer Board acting as a whole. They may not foster dissent or attempt to exercise individual authority over the staff or the organization except as explicitly stated in the guiding principles.
- c. Members of the Overseer Board must respect the confidentiality of sensitive Overseer Board issues and must avoid facilitating gossip or other "triangulation" against the practice of direct, biblical resolution.
- d. Members of the Overseer Board must comply with the Leader Relationship Agreement attached as Appendix ___ of the Guiding Principles

AP1.2.5 Detail: Responsibility of the Chair for Integrity of Process. The Chair of the Overseer Board enforces the integrity and fulfillment of the Overseer Board's processes. The Chair is authorized to use any reasonable interpretation of the Accountability Principles as he or she acts to ensure the integrity of the Overseer Board's process.

AP1.2.6 Detail: Responsibility of the Lead Pastor for Visionary Leadership. The Lead Pastor has the responsibility, authority, and accountability to serve as the primary leader of the church at every level: congregation, Overseer Board, and staff. With respect to the Overseer Board, the Lead Pastor will envision the Overseer Board on all actions except for monitoring of Lead Pastor performance. If a question of process arises with regard to the Constitution or Bylaws or the Guiding Principles of the church, the Lead Pastor will defer to the judgment of the Chair, in consultation with the Overseer Board.

AP1.2.7 Detail: Use of Overseer Board Committees. Overseer Board committees, if used, will be assigned so as to reinforce the wholeness of the Overseer Board's job and never to interfere with the delegation from the Overseer Board to the Lead Pastor or with the work of the staff.

AP1.2.8 Detail: Cost of Governance. The Overseer Board will invest amply in its own governance capacity through training, outside expertise, research mechanisms, and meeting costs.

AP1.2.9 Detail: Lead Pastor and Overseer Board Chair and Secretary.

- a. The Lead Pastor is responsible to be the primary leader and spokesman of the church. With respect to the work of the church, the Lead Pastor will provide the primary vision and guidance, except as related to the monitoring of his performance and his compliance with the Boundary Principles

and the Overseer Board's compliance with the Accountability Principles. If a question of process arises with regard to the Constitution and Bylaws or the Guiding Principles, the Lead Pastor will defer to the judgment of the Chair of the Overseer Board.

- b. The Chair is responsible to enforce the Accountability Principles as applicable to the Overseer Board. The Chair of the Overseer Board is authorized to use any reasonable interpretation of these principles to ensure that the Overseer Board fulfills the principles. The Chair or the Chair's designee shall serve as the moderator of all church business meetings.
- c. The Secretary is responsible to update and distribute the Guiding Principles as those principles are amended or revised, to prepare, distribute and keep minutes of all meetings of the Overseer Board, and to prepare and keep any supporting material of the Overseer Board.

AP1.2.10 Detail: Policy and Organizational Documents

- a. Policy. All policy or procedure adopted by the Overseer Board shall be in conformance with the appropriate segment of the Guiding Principles, and shall be placed in the Guiding Principles and not in any other policy documents.
- b. Minutes of Meetings. The Overseer Board and Overseer Board committees will prepare minutes of all meetings at which any decisions or recommendations are made, including decisions to revise the Guiding Principles.
- c. Purpose of Limitation. The policy of limiting policy documentation to the Guiding Principles and Minutes is intended to ensure that a reading of the current Guiding Principles and of recent Overseer Board minutes will reflect all the pertinent standing policies and decisions of the Overseer Board, without recourse to other documents.
- d. Chain of Documents. The chain of policy documents is as follows: Constitution and Bylaws, by which the congregation instructs the Overseer Boards; the Guiding Principles, by which the Overseer Board instructs the Lead Pastor; and staff policies, by which the Lead Pastor instructs the staff.

AP1.2.11 Detail Principle: Efficient Conduct of Overseer Board Business. The Overseer Board will utilize an annual calendar cycle to schedule the Overseer Board's respective responsibilities, meeting agendas that facilitate training and responsibilities, routine consent agendas for items delegated to the Lead Pastor but legally requiring a Overseer Board vote, and advance preparation and distribution of proposals and recommendations for major decisions, except as may be required in emergency situations.

AP1.3 Component: Monitoring the Performance of the Lead Pastor. The Overseer Board's sole official connection to the operating organization of the church, its achievement and conduct shall be through the Lead Pastor.

AP1.3.1 Detail: Unity of Control. Only decisions of the Overseer Board are binding on the Lead Pastor.

AP1.3.2 Detail: Accountability of the Lead Pastor. The Lead Pastor is the Overseer Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Overseer Board is concerned, is considered the authority and accountability of the Lead Pastor. The Overseer Board shall instruct the Lead Pastor through the Mission Principles, which prescribe the outcomes to be achieved, and through the Boundary Principles, which limit the acceptable means to achieve those outcomes. The Overseer Board will allow the Lead Pastor to use any reasonable interpretation of the Guiding Principles.

AP1.3.3 Detail: Delegation to the Lead Pastor. The Overseer Board will instruct the Lead Pastor through written principles that prescribe the mission to be achieved and establish the boundaries to be avoided, allowing the Lead Pastor to use any reasonable interpretation of these principles.

AP1.3.4 Detail: Performance of the Lead Pastor. Systematic monitoring of Lead Pastor job

performance will be conducted only against the expected Lead Pastor job outputs: church accomplishment of the Overseer Board's Mission Principles and church operation within the Overseer Board's Boundary Principles.

AP1.3.5 Detail: Annual Goals of the Lead Pastor. The Lead Pastor will be required to write measurable goals each year that correspond to each of the Overseer Board's mission principles. At least one of these goals for each Mission Principle must project growth in the number of people who benefit or participate. The Overseer Board will rate each of the Lead Pastor's goals on the degree of difference it would make above current trends: a) minimal, b) significant, or c) exceptional. A composite of these ratings will result for the annual goals as a whole.

AP1.3.6 Detail: Annual Review of the Lead Pastor. Each year, the Overseer Board shall review the results achieved by the Lead Pastor on each of the annual goals. The Overseer Board shall recommend, and the Overseer Board shall determine a raise or corrective action, subject to budgetary or other financial limitations, as follows:

- a. A cost of living adjustment plus a merit increase will be given for exceeding significant goals or achieving exceptional goals on the whole.
- b. A cost of living adjustment without a merit increase will be given for exceeding minimal goals or achieving significant goals on the whole.
- c. No compensation increase will be given for failing to achieve significant goals on the whole. Instead the Overseer Board may impose a performance plan with six-month goals to boost effectiveness to an acceptable level. If any of these goals are not achieved, the Overseer Board may offer the Lead Pastor either a specified time to find other employment or a severance package, depending on the best interests of the church and on the Lead Pastor's degree of cooperation. If the Lead Pastor is not willing to resign, the Overseer Board will make its recommendation to the congregation.

AP 1.4 Component: Budgeting and Financial and Property Management Principles. Financial planning for any fiscal year or the remaining part of any fiscal year shall be consistent in all respects with the Mission Principles.

AP1.4.1 Detail: Sufficient Information. The Overseer Board shall base all budgeting on credible projection of revenues and expenses, separation of capital and operational items, relation of expenditures to Mission Principles, and multi-year planning assumptions.

AP1.4.2 Detail: Expenditures within Projected Funds. The Overseer Board shall base all budgeting on the conservative estimates of funds to be received in that period, unless special circumstances are adequately described including a realistic plan to make up the deficit within the following fiscal year.

AP1.4.3 Detail: Asset and Cash Margins. The Overseer Board, working in conjunction with the Church Treasurer and Lead Pastor, shall prepare budgets that maintain a ratio of current assets to current liabilities of not less than 150% and maintains a cash safety reserve of not less than ½ (one-half) month's expenses.

AP1.4.4 Detail: Overseer Board Funding. The Overseer Board and Lead Pastor shall adequately budget for Overseer Board activities during the year as set forth in the Cost of Governance Principle, AP1.2.7.

AP1.4.5 Detail: Insurance. The Overseer Board shall insure against theft and casualty losses to at least 80% of replacement value and against liability losses to Overseer Board members, staff, and the church itself in an amount greater than the average for comparable organizations.

AP1.4.6 Detail: Bonding. The Overseer Board shall secure bonds for all personnel having access to

material amounts of funds.

AP1.4.7 Detail: Secure Instruments. The Overseer Board shall invest or hold operating capital only in secure instruments, including insured checking accounts, money market accounts or bonds of greater than AAA rating, and shall hold capital in interest bearing accounts except when necessary to facilitate ease in operational transactions. In addition, the Overseer Board may invest an appropriate portion of capital in ministry-related or sponsored accounts and investment instruments such as certificates of deposit and demand funds managed by the Cornerstone Fund of Converge Worldwide.

AP1.4.8 Detail: Property Management. The Overseer Board shall budget, through reserves or operating accounts, for the maintenance, upkeep, improvements and uninsured emergency replacement cost of the buildings, land, furniture, fixtures and equipment.

AP1.4.9 Detail: Custodian of Legal Documents. The Overseer Board shall act as custodian of all legal documents of the church, such as articles of incorporation, bylaws, deeds, mortgages, titles and insurance policies.