

The Bylaws

Mapleview Free Methodist Church

(a Free Methodist Church)

Introduction

Whereas, we desire to be in harmony with the Holy Scriptures; and

Whereas, we desire to establish and maintain a ministry to the community that reaches people far from God and encourages, empowers, and equips them to be fully devoted and reproducing followers of Jesus; and

Whereas, we have been authorized by the Free Methodist Church – USA in the Book of Discipline (Section 6200, D) to organize the structure of the local church to best address our missional context and accomplish the expected outcomes (Section 6060) in keeping with Free Methodist mission, values, ethos, and doctrine; and

Whereas, we desire to assume the responsibility and privilege of spreading the gospel of Jesus Christ by all available means, around the world;

Therefore, be it resolved, that we, the Board of Administration and the Society of Mapleview Free Methodist Church of Niles, Michigan (“Society”), by duly adopted resolution, hereby adopt the following bylaws to supersede all previously adopted bylaws as amended and shall be the bylaws for the corporation as is now set forth and agreed to in the following:

ARTICLE I. STATEMENT OF FAITH

Our specific doctrine and statement of faith is stated in Chapter One “*Articles of Religion*” in the Book of Discipline of the Free Methodist Church – USA.

ARTICLE II. OUR MISSION AND VALUES

- A. Our Mission: To Help all people Move Toward Christ.** We do this by fulfilling the words of Jesus to love God, love people and love one another. (Mark 12:30-31; Matthew 22:36-40; John 13:34-35).
- B. Our Values:** To fulfill the words of Jesus as conveyed in Matthew 28:18-20, “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.” As the local expression of God’s people we also will endeavor to embody the values and outcomes expressed in Par.6050 and Par. 6060 of the Book of Discipline of the Free Methodist Church – USA.

ARTICLE III. OUR PREROGATIVES

In order to assist us in accomplishing these purposes, we reserve the right to transact any and all lawful business for which nonprofit corporations may be incorporated under the Michigan Nonprofit Corporation Act and under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted. Such lawful business may include, but is not limited to, the following:

- A. To conduct religious services;
- B. To help people who are now far from God discover Jesus and place their trust in him to become fully devoted and reproducing followers of Jesus;
- C. To disciple followers of Jesus in the ways of God;
- D. To prepare and commission leaders for ministry within our local community and other related ministry contexts;
- E. In compliance with the Book of Discipline, to own, hold in trust, use, sell, convey, mortgage, lease, or otherwise acquire or dispose of such property (real or personal) as may be needed for the prosecution of our work.

ARTICLE IV. MANAGEMENT OF THE CORPORATION

The management and affairs of the corporation shall be at all times under the direction of the Lead Pastor and the Board of Administration.

A. Lead Pastor:

The Lead Pastor shall be the presiding Elder of the Society and President of the Corporation.[see IV.B.12], and shall be an ex-officio member of all boards and committees. The Lead Pastor, or his/her designee, shall serve as the Chairperson of the meetings of the Society and of the Board of Administration. The Lead Pastor shall be accountable to Southern Michigan Conference of the Free Methodist Church ("Conference") and the corporate authority of the Board of Administration and Society.

1. **Appointment:** The Lead Pastor shall be appointed by and accountable to the Southern Michigan Conference of the Free Methodist Church through its Superintendent, Ministerial Development Team, and Ministerial Appointments Committee; and to the larger Free Methodist Church through the area Bishop.
2. **Qualifications:** The Lead Pastor shall be a person of mature Christian experience and knowledge, who shall be expected to meet the requirements for Pastoral Ministry outlined in the Book of Discipline.
3. **Duties:** The Lead Pastor shall be specifically responsible for the following, working in cooperation with the oversight of the Board of Administration:
 - a. Leading the church in the mission of Jesus.
 - b. Managing the ministry and operation of the church.
 - c. Hiring and oversight of professional and volunteer staff to fulfill the mission.
 - d. Enforcing the policies and decisions of the Board of Administration.
 - e. Creating and recommending an annual discipleship plan and budget for the operation and ministry of the church.

- f. Reporting realities relating to mission and operations monthly to the Board of Administration.
- g. Reporting realities relating to mission and operations, at least quarterly, to the Conference.
- h. Reporting realities relating to mission and operations, at least annually, to the Society.
- i. Coordinating corporate worship.

4. **Term, Vacancy, or Removal:** The Lead Pastor shall serve at the will of the Conference. Annual evaluation, with input from the Board of Administration, and appointment shall be conducted by the Conference. If any vacancy should occur, or removal of the Lead Pastor be necessitated due to actions disqualifying them from ministry, the delegates of the church shall immediately contact the Conference. The Superintendent, or their designee, will set and lead any such process in accordance with the Book of Discipline and the Bylaws of the Southern Michigan Conference.

B. Board of Administration:

This organization shall be governed by one Board of Directors, which will be called the Board of Administration (the "Board"). The Board will work to maintain separation between operations and oversight to preserve the integrity of its function.

1. **Composition:** The Board shall consist of five (5) members, unless or until modified by special resolution of the Board. The Board, at its discretion, by special resolution, shall establish the number of board seats annually for the coming fiscal year prior to the start of the nominating process. The Board shall always consist of an odd number of positions, no more than 11 and no less than five.
2. **Qualifications:** Members of the Board shall be persons of mature Christian experience and knowledge, at least 18 years old, who shall be expected to meet the biblical requirements as set forth in I Timothy 3, Titus 1, and Acts 6 for Christian leaders. Board members should be capable of policy making, risk assessment, strategic planning, disciple making, and fiscal management. They must be fully participating Members in good standing, demonstrating their faithfulness in worship, attendance, serving, praying and giving with financial support at least to the level of the tithe, and living in harmony with the membership covenant.
3. **Nominations:** Nominations of qualified candidates for the Board shall be made to the Society at the annual meeting or any special meeting or election called for this purpose by the Board based on recommendations from the Nominating Committee.
4. **Election:** A candidate is elected to the Board by the majority of vote of the Society.
5. **Reimbursement:** To preserve the immunity granted them due their legal status as a volunteer, Directors shall not receive salary or remuneration for their services, but by resolution of the Board, may be reimbursed for reasonable expenses actually incurred in connection with attendance at Board Meetings. Except of the Lead Pastor, no Director may serve in paid positions with the church to preserve the distinct functions of oversight and operations.
6. **Terms of Office:** With the exception of the Lead Pastor, members of the Board shall serve for a term of three years. Terms shall be staggered in such a way that no more than 33 1/3% of Board members' terms expire in a given year. Board members shall be

eligible to serve two consecutive three-year terms, and then cannot serve on the Board for at least one year prior to being eligible for reelection by the Society.

7. **Duties:** The Board shall be specifically responsible for governance and oversight of this church. The Board shall work to maintain separation between management and oversight to preserve its integrity, perspective and ability to provide true oversight. The Board shall have the following duties:
 - a. To ensure the church establishes and maintains a culture, theology, spirit, and vision that reflects the Free Methodist Church- USA and is consistent with the Bible.
 - b. To work with the Lead Pastor to establish and maintain goals that reflect the mission of the Free Methodist Church-USA, and the specific mission of the church to “Help People Move Toward Christ.”
 - c. To safe-guard the well-being of the church spiritually, fiscally, legally, and relationally and create and implement strategies that further the mission of Jesus.
 - d. Reviewing compensation for executive level staff, including the Lead Pastor, on an annual basis.
 - e. To appoint committees as necessary to better “Help People Move Toward Christ.”
 - f. To keep minutes, financial reports, and corporate records in keeping with federal, state and local laws, making such available to the Society or Ministry Partners when appropriate or requested, with exception confidential matters protected as such under the law.
 - g. To authorize and oversee local ministerial candidates and consecrated deacons in keeping with Book of Discipline.
 - h. Appoint a Delegate and Reserve Delegate to represent the local church at Annual Conference.
 - i. Appoint a Nominating Committee.
8. **Nominating Committee:** A Nominating Committee shall be appointed by the Board. The committee shall collect potential candidate recommendations from the Society and then present to the whole Board names of qualified candidates for any vacant Board position at least 60 days prior to the election of Board members. All potential candidates presented to the Board for nomination must be vetted using the criteria guideline set forth in Section IV.B.2 and Section IV.B.5 of these Bylaws. The Board will select from among the names submitted by the nominating committee and present them to the Society for their consideration and election at least 30 days prior to board election.
9. **Task Groups:** All Board-appointed task groups shall be accountable to and work under the supervision and at the discretion of the Board except for a Pastor’s cabinet, which, if formed, will serve in only an advisory capacity to the Lead Pastor. They shall be formed in a size and manner of the Board’s choosing, and must always have an expiration date set by the Board upon their formation, which may be extended by action of the Board. Committees or teams mentioned in the Book of Discipline or common in Free Methodist practice such as: Personnel Committee, Member Care, Trustees, Budget, Finance & Property, Christian School, etc. are considered task groups and will only have the

authority to make recommendations to the Board for action. All such committees or task groups are subordinate and accountable to the Board.

10. **Vacancy:** In the event a vacancy occurs on the Board in the middle of a term and the seat is vacated dropping the size of the Board below the guideline set forth in Section IV.B.1 of these Bylaws, the Board shall be authorized to appoint interim Board members. All Board members appointed in this manner, must be ratified or replaced by the majority of vote of the Society at the next regular or special election called for this purpose.
11. **Removal:** Any member of the Board may be removed without cause by unanimous vote of the Board other than the member being considered for removal. Any Board member so removed shall have no right to appeal.
12. **Officers:** Officers of this corporation shall consist of a Chairperson, a President, a Secretary, and a Treasurer, whose roles are defined in the Official Church Policy Handbook. The Lead Pastor shall be the President and Chairperson but cannot serve as either the Secretary or the Treasurer. The Lead Pastor may temporarily appoint another person to serve as Chairperson, but such person shall serve in that capacity only so long as the Lead Pastor requests and will relinquish the chair immediately upon request of the Lead Pastor. The Board shall select the Secretary and Treasurer from among themselves by majority vote, whenever a vacancy in the office occurs. The Secretary and Treasurer shall be elected to serve annually. The Secretary will also serve as the Secretary of the Society.
13. **Meetings:** The Board of this corporation shall hold meetings as they shall deem necessary for the competent management of the affairs of the corporation, but shall meet no less than quarterly. The Board shall not meet without the knowledge and consent of the Lead Pastor. A Board member may participate in a meeting by a conference telephone, Skype, or similar communications equipment by which all persons participating in the meeting can hear each other; participation in a meeting in this manner constitutes presence in person at the meeting.
 - a. **Order of Business:** All meetings shall be governed by the accepted rules of parliamentary procedure in keeping with the spirit of Christian love and fellowship under the guidance of the Holy Spirit. The parliamentary authority shall be the current edition of Robert's Rules of Order, and it shall apply when it is not inconsistent with the Bylaws, the Book of Discipline, or any special rules of order that this Board may adopt in the future. The Board Chairperson will compose the agenda for the Board. The Chairperson may appoint a Presiding Officer to lead the Board meeting.
 - b. **Regular Meetings:** The regular meetings of the Board shall be held as scheduled by the Board at the beginning of each fiscal or calendar year. Notice of the regular meetings shall be sent to each Board member when the dates are established and again not less than 10 days in advance of each regular meeting. Neither the business to be transacted at, nor the purpose of, any regular meeting need be specified.
 - c. **Special Meetings:** Special meetings of the Board may be called from time to time at the discretion of the Lead Pastor. Notice of all special meetings shall state the purpose or purposes for which the meeting is to be called and shall be sent to each Board member not less than 24 hours in advance of the meeting.

No other business shall be considered at any special meeting other than as described in said notice.

- d. **Consent in Lieu of Meeting:** As deemed necessary, special resolutions or actions may be approved via digital means in lieu of holding a meeting. In every case the subject line will read "Consent in Lieu of Meeting" and must be passed by unanimous consent of the Board without questions or discussion. If any Board member raises a question, wants deliberation, or withholds consent directly or indirectly by not responding, the matter must be deferred to the next regularly scheduled meeting or special meeting called for that purpose.
- e. **Voting Rights:** Each Board member present shall be entitled to one vote. Voting by proxy or absentee shall not be allowed.
- f. **Quorum:** A simple majority of the Board members must be present at any regular or special meeting, duly noticed, to constitute a quorum.
- g. **Adoption:** The vote of a majority (51%) of the assembled quorum shall be necessary for adoption of any matter voted upon, unless a greater proportion is required by law, or by the Bylaws, or by consent of the Board.

C. Executive Team

An Executive team shall be composed of the Lead Pastor and other leadership staff as recognized by the Board as articulated in the Official Church Policy Handbook.

ARTICLE V. MEMBERSHIP OF THE CORPORATION

The corporation shall maintain a membership known collectively as "The Society" and individually as "Members." In keeping with the Free Methodist Episcopal form of governance, the membership shall have no legal rights and responsibilities related to the governance of this corporation other than as stated in these Bylaws, but shall have responsibilities related to fulfillment of the mission, values, and expected outcomes outlined in the Book of Discipline and shall advise the decision making of the Board when called upon by the Board to vote on specific matters of importance, or as stated above regarding the selection of delegates and Board members.

- A. **Eligibility Requirements:** To be eligible for voting membership, persons must meet the following criteria:
 - 1. They must be at least 18 years of age to vote;
 - 2. They must have placed their trust in Jesus Christ as their Lord and Savior;
 - 3. They must be willing to or have followed Jesus in water baptism;
 - 4. They must demonstrate a willingness to live in obedience to God and to receive God's grace to live with moral integrity;
 - 5. They must subscribe to the mission, the organization, and tenets of faith held by the Free Methodist Church-USA and this local church;
 - 6. They must demonstrate a willingness to support the church through regular giving of tithes and offerings according to the Word of God (Malachi 3:8-10);
 - 7. They must be regular participants of this local church.
- B. **Reception of Members:** Eligible candidates for Membership will:
 - 1. Complete a Membership orientation;

2. Sign the Membership covenant that is to be affirmed annually with the rest of the Society;
 3. Be approved by the Board for acceptance into the Society.
- C. Discipline/Restoration of Members:** In the event a Member violates the terms of the covenant, the Board will engage that Member in a Discipline and Restoration process as outlined in the Official Church Policy Handbook. Should the member refuse to engage in the process, they shall be removed from the Society in accordance with Section V.D.3 of these Bylaws.
- D. Termination of Membership:**
1. **Resignation:** A Member in good standing may terminate their membership by written letter to the Board or Lead Pastor.
 2. **Withdrawal:** To keep the Society records current, any Member who withdraws from regular fellowship and participation in the church (except for sickness, military duty, or other justified reason) for a period of a year, may have their name removed from the official roster of the Society. Removal must be approved by the Board. Any Member in good standing so removed, may be reinstated upon request and evidence of engagement at the discretion of the Board.
 3. **Removal:** Any Member may be removed for cause by a unanimous vote of the Board. Cause shall be defined in the Official Church Policy Handbook.
- E. Delegates:** The Board of Administration shall appoint a number of delegates in keeping with the guidelines specified in the Book of Discipline. These delegates will represent the Society at the Southern Michigan Conference Annual Conference and act as liaisons between the church and the Conference between Annual Conference sessions. Any member in good standing is eligible to serve as a delegate.
- F. Society Meetings:**
1. **Regular Meetings:** A Society Meeting shall be held each year for thanksgiving and review of the ministry and financial health of the Church along with any Society business, such as elections, scheduled by the Board for the meeting. The date shall be set and announced by the Board.
 2. **Special Meetings:** Special meetings of the Society may be called by the Board.
 3. **Notice:** Members shall be given advance written notice of all Society meetings at least ten (10) days, over two Sundays, prior to such a meeting. The notice shall state the purpose of the meeting and will be announced in weekend worship services.
 4. **Quorum:** Members who are identified and present at any duly announced regular or special meeting of the Society constitute a quorum.
 5. **Voting:** Each Member, age 18 or older, present and having registered their presence with the tellers, at all duly-called regular or special meetings shall be entitled to vote. No absentee or proxy voting will be counted. Members must be present to vote at items put forward in a meeting. The Board may conduct elections outside of holding a meeting in a manner of their choosing consistent with applicable law. All such elections must be duly noticed.

Article VI. Property and Contracts

All property, real or personal, shall be held in the name of the corporation.

A. Real Property: No real property of this corporation shall be purchased, sold, leased, mortgaged, or otherwise alienated without same having been authorized by a majority vote of the Board present at any duly constituted meeting. All real property shall be held by the corporation under the trust clause as required by Paragraph 6400.D. of the Book of Discipline.

B. Personal Property: No personal property of this assembly shall be sold without same having been authorized by the Executive Team (as determined by the Board) and reported to the Board. Personal property exceeding 2% of the approved annual budget must be approved by majority vote of the Board present at any duly constituted meeting or special meeting called for such purpose.

C. Contracts: No contract of any nature shall be entered into on behalf of this corporation without same having been authorized by the Executive Team. Contracts exceeding 2% of the approved annual budget must be approved by a majority vote of the Board present at any duly constituted meeting or special meeting called for such purpose.

D. Conflict of Interest: This corporation shall maintain a Conflict of Interest Policy in keeping with IRS guidelines which shall be more specifically delineated in the Official Church Policy Handbook. No contract or other transaction between this corporation and an Interested Person (as defined below), including the sale, lease or exchange of property to or from an Interested Person, the lending or borrowing of monies to or from an Interested Person by this corporation or the payment of compensation by this corporation for services provided by an Interested Person, is void or voidable merely because of the relationship or interest between this corporation and the Interested Person or because an Interested Person is present at the meeting of the Board or a committee thereof which authorizes, approves or ratifies the transaction or because his, her or their votes are counted for that purpose if:

1. The fact of the relationship or interest is disclosed or known to the Board of Administration or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for that purpose without counting the votes or consents of an Interested Person(s); or
2. The contract or transaction is fair and reasonable to this corporation at the time the contract or transaction is authorized, approved or ratified in light of circumstances known to those entitled to vote at that time.
3. The term "Interested Person" means: Members, Directors, Pastors, employees, agents, volunteers of this corporation, and a "Company" (i.e., a corporation, firm, association or other entity) in which one or more of the foregoing is a director, officer or member or owns more than 30% of the equity therein or who stands to receive a material financial benefit from the transaction.
4. Any person seeking to establish that a contract or transaction is void or voidable must first prove by a preponderance of the evidence that the provisions of subparagraphs D.1 and D.2 do not apply.

E. Loans to Directors and Officers: Notwithstanding anything herein to the contrary, this corporation shall neither lend money to, nor use its credit to assist, an Interested Person, whether or not an employee or an officer.

Article VII. Indemnification

A. Statement of Intent. To the fullest extent of Michigan law, this corporation intends to protect those Indemnified Parties (defined below) who serve this corporation from personal liability for claims for monetary damages for acts or omissions in their representative capacity or as an agent of this corporation, including but not limited to, the costs of defending against these claims.

B. “Indemnified Party.” For purposes of this Article, “Indemnified Party (Parties)” means: (i) Directors of this corporation), (ii) Officers of this corporation, (iii) all persons who serve on a board, council, committee, team, or task group of this corporation to the extent that the claim pertains to their service or for other service of this corporation in an advisory capacity and further provided that they are acting within the course and scope of their position.

C. Mandatory Indemnification. This corporation shall indemnify, defend, protect and hold harmless the Indemnified Parties for, from and against claims or charges against them (including their spouses) arising from (i) the performance of duties within the scope of their authority to the maximum extent allowed by law or (ii) for negligence (but not for gross negligence) occurring during the performance of those duties to the extent of applicable insurance. (In its sole and absolute discretion, the Board of Directors may, but is not required to, extend indemnity and defense costs in excess of applicable liability insurance to claims arising from negligence or gross negligence.)

1. This corporation shall indemnify, defend, protect and hold harmless an Indemnified Person who is made a party to a proceeding arising from past or present service in that capacity for this corporation or service performed at the request of a Director, officer or pastor in advance of final disposition of the proceeding.

2. Indemnification and advancement of expenses is mandatory in all circumstances in which indemnification or advancement of expenses, as the case may be, is permitted by law in connection with: (i) a proceeding in which the indemnitee is the defendant; or (ii) a proceeding (or part thereof) initiated by the indemnitee only if the proceeding (or part thereof) was authorized in writing in advance by the Board of Directors of this corporation.

3. Permissive Indemnification. To the extent authorized from time to time by the Board of Directors acting in their sole and absolute discretion, this corporation may, but need not, provide a defense and/or indemnity and may advance expenses to Members, employees and agents of this corporation, as permitted by law for claims arising out of their service to this corporation.

4. Repeal or Modification. Repeal or modification of this Article is prospective only and shall not adversely affect limitations on the personal liability of an Indemnified Party of this corporation existing at the time of repeal or modification.

5. Directors and Officers Liability Insurance. The Directors shall obtain Directors and Officers liability insurance.

Article VIII. Construction and Terms

A. Conflict: If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall

govern, subject to the Bylaws of the Southern Michigan Conference and the mission, vision and outcomes as stated in the Book of Discipline of the Free Methodist Church – USA.

- B. Severability:** Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

Article IX. Amendments

As provided under the Michigan Nonprofit Corporation Act, these bylaws may be amended from time to time by the Board to comply with best practices for churches, state or federal law, or to enhance the ability of the church to fulfill its mission and the expected outcomes of a local church as noted in the Book of Discipline. Amendments may be adopted by the Board with at least two thirds majority vote of those present at any duly constituted meeting or special meeting called for such purpose.

The undersigned hereby certifies the adoption of these Bylaws by vote of _____ which meets the two thirds requirement on this the _____ day of _____ 20____.

signature
President

date

signature
Secretary

date