



## **The Constitution and Bylaws of the**

### **Embassy Church**

#### **Arlington Heights, Illinois**

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We, the members of Embassy Church, adopt this Constitution and Bylaws as our articles of governance, to be interpreted at all times in a way that brings glory to God, reflects the character of Jesus Christ, follows the Holy Bible, and agrees with this church's Articles of Incorporation, Statement of Faith and Membership Covenant.

#### **Section 1. Name**

This congregation is an assembly of believers in God through faith in Jesus Christ and shall be known as Embassy Church.

#### **Section 2. Purpose**

Embassy Church is a local church, non-profit tax-exempt organization, and Illinois non-stock corporation that seeks to glorify Jesus Christ by making disciples of all nations. We make disciples of all nations by proclaiming the Gospel of Jesus Christ as described in the Holy Bible, baptizing those who repent of their sins and believe the Gospel, and gathering together to worship God and teach one another to obey all that Christ has commanded us.

#### **Section 3. Membership**

##### *3.1. Requirements for Membership*

To qualify for membership at Embassy, a person must be a believer in Jesus Christ who has been baptized in obedience to Christ upon profession of faith and must at all times affirm the tenets of the Statement of Faith, Membership Covenant, and this Constitution and Bylaws. They must offer evidence, by their confession and their conduct, that they are living in accord with their affirmations of these documents, and are actively pursuing fellowship with the Lord Jesus Christ. The elders shall be responsible for determining each person's qualification for membership. In making this determination, they may rely on a person's profession of faith, or such other evidence, as the elders deem appropriate.

##### *3.2. Admission to Membership*

An applicant for membership shall be received as a member of the church upon the recommendation of the elders and the subsequent approval of three quarters of the members present and voting on the question at any duly called members' meeting. If an applicant is so received as a member, he or she shall not retain membership in any other church. Unique exceptions for dual membership can be made if the church elders believe it to be in the best interest of both the member and the church to have dual membership for a temporary and defined time period.

### *3.3. Duties and Privileges of Membership*

3.3.1. In accord with the duties enumerated in the Membership Covenant, each member shall be privileged and expected to participate in and contribute to the ministry and life of the church by regularly attending its Lord's Day meetings; by faithfully observing the ordinances of baptism and the Lord's Supper; by submitting to its discipline and instruction; and by attending and voting on all matters submitted to the congregation's vote at its members' meetings. The members of the church shall have final authority in all matters of church governance, as set forth and described in this Constitution and Bylaws.

3.3.2. No person who is not a member shall serve as an officer of the church.

3.3.3. Members are responsible to abide by the consensus of the church body regarding matters of faith and practice as expressed in the Statement of Faith, the Membership Covenant, and this Constitution and Bylaws, and agree to submit to the policies and procedures duly developed in support of the Constitution and Bylaws as provided in Section 8.

3.3.4. No member of this church, nor any officer, nor any elder or director, shall by virtue of such membership, office, or position, incur or be subject to personal liability to any extent for any indebtedness, obligations, acts, or omissions of this church corporation.

3.3.5. The members of the church are also the members of the corporation, and shall have all the rights and responsibilities assigned to corporate members in this Constitution and Bylaws.

### *3.4. Termination of Membership*

Termination of membership in this church occurs: (a) when the church, at a duly convened members' meeting, approves the voluntary resignation of a member; (b) upon the death of the member; or (c) as an act of church discipline as described in Part 3.5, when three-quarters of the members present and voting at a duly called member's meeting vote to terminate the membership of the member.

### *3.5. Church Discipline*

3.5.1. Any member consistently neglectful of his or her Scriptural duties as embodied in the Statement of Faith, Membership Covenant, or this Constitution and Bylaws, or who is otherwise guilty of conduct by which the name of our Lord Jesus Christ may be dishonored, and so opposing the welfare of the church, shall be subject to the admonition of the elders and the discipline of the church. Any such action shall be done in accordance with Matthew 18:15-17 and 1 Corinthians 5:1-13 and 2 Corinthians 2:6-8.

3.5.2. Church discipline can include admonition by the elders or congregation, removal from office, and/or dismissal from membership. See Matthew 18:15–17; 2 Thessalonians 3:14–15; 1 Timothy 5:19– 20; 1 Corinthians 5:4–5.

3.5.3. If private efforts to bring about the member’s repentance and reconciliation are unsuccessful, one or more members or elders shall bring the matter to the attention of the elders. The elders shall review and investigate the matter. After prayer and deliberation, the elders may (a) dismiss the matter, (b) take disciplinary action (other than termination of membership, which may only be effected by a vote of the congregation), or (c) submit the matter to the members at a duly convened members’ meeting for a decision.

3.5.4. A member shall be removed from membership as a matter of church discipline upon the recommendation of the elders and the subsequent approval of at least three-quarters of the members present and voting on the question at any members’ meeting.

3.5.5. If the members vote to discipline the member, it may be announced to the members to carry out the Biblical admonition to bring about repentance and restoration of the disciplined member. Members who have been dismissed from membership by the church shall be restored to full membership privileges according to the spirit of 2 Corinthians 2:7-8 when their conduct is judged by the elders and the members to be in accordance with the Statement of Faith, Membership Covenant, and Biblical repentance.

3.5.6. The church shall have authority to refuse a member’s voluntary resignation from membership for the purpose of proceeding with a process of church discipline, to protect that member from following false teaching, or for any other reason the church deems necessary or prudent. In these instances, the church has the right and responsibility to bring any disciplinary process to an orderly conclusion, and to make final determination as to the person’s membership status in connection with that process.

3.5.7. If a member departs from Embassy while under church discipline and thereafter attends another church, the elders may inform that church of the pending discipline along with the grounds for that action, seeking to encourage the brother or sister to repent and be restored to the Lord and to any people he or she have offended. The elders may also warn the other church to be on guard against the individual’s conduct or

beliefs and any risk of harm that he or she might present to the other church.  
Ephesians 4:1-6.

## **Section 4. Worship Services and Meetings**

### **4.1. Worship Services**

The church shall meet together for public worship each Lord's Day morning, and at other times throughout the week as the church may determine.

### **4.2. Members' Meetings**

4.2.1. The church shall hold a regular members' meeting as deemed necessary by the elders. The church, duly assembled in a members' meeting, may be required to: elect officers; receive applicants into church membership; recognize termination of membership due to death or voluntary resignation; exercise church discipline; approve a church budget; approve capital campaigns and material capital expenditures; hear reports from the elders and, from time to time, the various deacons; and to take any other action they deem necessary or desirable.

4.2.2. An elder designated by the majority of the elders shall preside as moderator at all members' meetings of the church.

4.2.3. Notice of any annual or special meeting of the members, including the date, time, place, and in the case of a special meeting, the purpose(s), shall be given to members entitled to vote at the meeting no less than 10 nor more than 60 days before the meeting date, except that notice of a members' meeting to act on an amendment of the Articles of Incorporation, Statement of Faith, Membership Covenant, a plan of merger, domestication, a material loan, a proposed purchase or sale of material assets including real property to the extent required by Illinois law, or the dissolution of the corporation shall be given not less than 25 nor more than 60 days before the meeting date. Such notices typically shall be given at one or more public meetings of the church, but may be delivered through other means. The annual meeting of the members shall be held contemporaneously with the first members' meeting of the fiscal year. Special members' meetings may be called as needed by the elders or at the written request, submitted to the elders, of five percent of the voting membership.

4.2.4. A member may waive any notice required by Illinois law, this Constitution and Bylaws, or the Articles of Incorporation before or after the date and time of the meeting that is the subject of such notice, if the waiver is in writing, signed by the member entitled to the notice, and is delivered to the clerk for inclusion in the minutes or filing with the corporate records; or the member attends the meeting, unless at the beginning

of the meeting, he or she objects to holding the meeting or transacting business at the meeting. The member's attendance at a meeting also waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

4.2.5. The elders shall fix a record date not more than 70 days before each meeting to determine the members entitled to vote at the meeting, and the church shall prepare an alphabetical list of the names of all its members who are entitled to vote at the meeting.

4.2.6. Members' meetings shall proceed according to a reasonable order, and the Members present shall constitute a quorum to do business provided at least one quarter of the membership of the Church is present at such meeting. Unless otherwise required in the Constitution or Bylaws, matters presented to the members for vote shall be decided by a simple majority vote of the members present at the members' meeting.

4.2.7. Members may participate in any meeting of members by means of remote communication to the extent the elders authorize such participation for members and subject to any guidelines and procedures the Board of Directors adopts. Members participating in a members' meeting by means of remote communication shall be deemed present and may vote at such a meeting if the Church has implemented reasonable measures to verify that each person participating remotely is a member; and provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrently with such proceedings.

## **Section 5. Officers**

The Biblical offices in the church are elders, who are men, and deacons, who may be men or women. In addition, our church recognizes the administrative offices of clerk and treasurer, who need not be elders or deacons. All officers must be members of this church and pass background checks prior to assuming their responsibilities.

### **5.1. Elders**

Oversight of the ministry and resources of the church shall be vested in the elders, who are men that satisfy the qualifications set forth in 1 Timothy 3:1-7 and Titus 1:6-9. The church shall select elders according to the provisions of Section 7. As stated in 1 Timothy 2 and 3, only men may serve as elders. The number of elders shall be no less than three men. In principle, no more than one-half of the elders shall be Pastors at any one time. Pastors and lay elders shall have equal voting privileges but may be specialized in function.

#### **5.1.2. Duties and responsibilities**

In keeping with the principles set forth in Acts 6:1–6 and 1 Peter 5:1–4, the elders shall devote their time to prayer, to the ministry of the Word (by teaching and encouraging sound doctrine), and to shepherding God’s flock. Moreover, the elders shall oversee the ministry and resources of the church as required by 1 Timothy 5 and with the concurrence and approval of the congregation.

Since Scripture charges the elders with the responsibility to shepherd and oversee the congregation (Acts 20:28; 1 Peter 5:2-3), the elders shall serve as the church’s final interpretive authority on the Bible’s meaning and application as it pertains to church doctrine, practice, policy, and discipline. See also Ephesians 4:11-13; 2 Timothy 4:1-2. In accord with that duty, the elders shall take particular responsibility to examine and recommend prospective members, examine and recommend all prospective candidates for offices and positions, oversee the work of the deacons, conduct worship services, administer the ordinances of baptism and the Lord’s Supper, equip the membership for the work of the ministry, encourage sound doctrine and practice, admonish and correct error, oversee the process of church discipline, coordinate and promote the ministries of the church, and mobilize the church for missions. Additionally, the elders shall determine who may or may not use the church facilities, represent the church in public communications and may adopt policies for this purpose pursuant to Section 13. The elders shall also have the authority to control the expenditures of the budget affirmed by the membership present at a Membership Meeting. They may increase or decrease any departmental annual budget by 20% and the overall annual budget by 10% without congregational affirmation.

The elders are further to ensure that all who minister the Word to the congregation, including outside speakers, share the fundamental convictions of Embassy. The elders may establish ministry positions or committees to assist them in fulfilling their responsibilities. The elders may also propose the establishment and funding for paid non-pastoral staff positions as described in Section 6.5.

As set forth in Section 9.1, the elders shall serve as the directors of the church corporation, and the corporate powers of the church corporation shall be exercised by or under their authority.

### 5.1.3. Elders’ meetings

The elders shall elect a chairman of elders’ meetings by a majority of elders present. Meetings of the elders shall be conducted in accordance with the Constitution and Bylaws and any procedures adopted by the elders. Unless otherwise required by the Constitution and Bylaws or any procedures adopted by the elders, the act of the majority of the elders present at a meeting at which a quorum is present shall be the act of the elders. A quorum of elders shall consist of three-quarters of the elders of the church.

Elders may participate in a meeting of the elders by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can simultaneously hear each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting, noting participation of those who were present by means of such communications equipment.

Any action required or permitted to be taken by the elders may be taken without a meeting, if a majority of the elders, individually or collectively, consent to the action. Such action shall have the same force and effect as a vote of the elders at a regular meeting.

Regular, annual, and special meetings of the elders serving as the Corporation's Board of Directors may be held within or outside of Illinois without formal notice at such time and place as shall from time to time be determined by the Board, except for meetings at which the Board shall consider the removal of a Director.

Whenever any notice is required to be given by statute, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a person entitled to notice shall constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

#### 5.1.4. Term

An elder's term of office may end by resignation, expiration of term, or by dismissal.

Except in the case of the pastors who are being paid by the church, an elder shall hold office for a term of three years. An elder's term may be reaffirmed by the church after the third year by a vote of at least three-quarters of the members present and voting on the question. If the church fails to reaffirm its recognition of an elder, such elder's term of office shall terminate as of the third anniversary of his election as elder. After a non-paid elder, has served six consecutive years, he must take a sabbatical of at least one year before he is eligible to be reelected to the office of elder.

Any elder may be removed from office by reason of failure to meet the qualifications of his office, behavior that is injurious to the church, gross negligence or inability to fulfill his responsibilities. If a church member believes an elder is morally or doctrinally unfit for office, the scriptural requirement for him is clear: he or she is to approach that elder individually first, and then with one or two others. If the problem remains, then the individual, with two or three witnesses should approach the other elders and present the charges (Matt. 18:15–16; 1 Tim. 5:19). The elders would then, after conducting a

diligent review with all interested parties, decide to sustain or overrule the charges. If the elders sustains the charges, it could rebuke the man in the presence of the congregation, call for a vote of dismissal from office, or both (1 Tim. 5:20, 3:1–7; Titus 1:6–9) depending on the gravity of the charges and the man’s response to correction.

Dismissal requires a members’ meeting specifically called for that purpose and a vote of at least three-quarters of the members present and voting on the question.

## 5.2. Deacons and Deaconesses

Particular service to the church shall be provided by deacons and deaconesses the number of which shall vary as the church has need, and who shall satisfy the qualifications set forth in 1 Timothy 3:8-13. The church may recognize members as deacons and elect them according to the provisions of Section 7. In keeping with the principles set forth in Acts 6:1-6, the office of deacon is not a position of spiritual authority.

### 5.2.1. Duties and responsibilities

Subject to the direction and oversight of the elders, deacons and deaconesses serve the congregation by caring for members, tending to the accommodations for public worship, and assisting the elders as needed. In addition, they may assist in the maintenance of properties, administer benevolence funds, and perform other duties prescribed by the elders.

The deacons and deaconesses shall not meet together regularly as a body. Each diaconate position shall serve a particular need of the church and shall be created or dissolved upon the recommendation of the elders and the subsequent approval of a majority of the members present and voting on the question at any members’ meeting.

### 5.2.2. Term

A deacon’s term of office may end by resignation, dismissal, or end of term. A deacon shall hold office for a term of three years or as agreed upon if less than three years. A deacon’s term may be reaffirmed by the congregation after the third year by a majority vote. If the church fails to reaffirm its recognition of a deacon, such deacon’s term of office shall terminate as of the third anniversary of his election as a deacon. After a deacon has served six consecutive years, he or she must take a sabbatical of at least one year before he or she is eligible to be reelected to the office of deacon.

Any two members with reason to believe that a deacon should be dismissed should express such concern first to the elders and thereafter to the congregation at any members’ meeting.

A deacon may be removed from office upon the recommendation of the elders and the subsequent agreement of a majority of the members present and voting on the question at any members' meeting.

In the event a diaconate position becomes vacant, the elders may appoint a person to fill that position and assume its responsibilities, until such time as some person can be duly recognized by the church as a deacon pursuant to Section 7.

### 5.3. Clerk

The clerk shall preserve an accurate roll of the membership, present an annual statement of membership to the church, and provide other membership reports as requested by the elders; record the minutes of all members' meetings of the church; ensure that copies of church organizational documents are available for all church members; and maintain forms and documents that the elders (serving as the Board of Directors) or the law may prescribe. In the absence or incapacity of the clerk, the elders shall appoint another member to perform the duties of the clerk, until such time as some person can be duly recognized by the church as the clerk pursuant to Section 7. The clerk shall be nominated by the elders and elected by the members to serve a term of three years or as agreed upon if less than three years, or until a successor is elected.

The clerk may be removed upon the recommendation of the elders and the subsequent agreement of a majority of the members present and voting on the question at any members' meeting.

### 5.4. Treasurer

The treasurer shall ensure that the church properly holds all its funds and securities in appropriate institutions; keep full and accurate accounts of receipts and disbursements in books belonging to the church; implement adequate controls to guarantee that any officer, employee, or agent of the church handles its funds appropriately; provide reports of church account balances, revenues, and expenses as requested by the elders; and provide an annual statement of accounts and balances to the church. In the absence or incapacity of the treasurer, the elders shall appoint another member to perform the duties of the treasurer, until such time as some person can be duly recognized by the church as the treasurer pursuant to Section 7. The treasurer shall be nominated by the elders and elected by the members to serve a term of three years or as agreed upon if less than three years, or until a successor is elected.

The treasurer may be removed from office by upon the recommendation of the elders and the subsequent agreement of a majority of the members present and voting on the question at any members' meeting.

## **Section 6. Pastoral Staff**

## 6.1. Pastor of Preaching

Primary responsibility for preaching and teaching the Scriptures in public meetings of the church may be vested in the Pastor of Preaching. The Pastor of Preaching shall be an elder. He shall perform the duties of an elder described in Section 5.1 and shall be recognized by the church as particularly gifted and called to the full-time ministry of preaching, teaching and shepherding. His term of service shall not be subject to the triennial reaffirmation or to the term limitation for elders described in Section 5.1.4. The Pastor of Preaching shall be elected according to the provisions of Section 7. He shall preach on the Lord's Day, oversee the administration of the ordinances of baptism and the Lord's Supper, and perform such other duties, any of which may be delegated to the other elders. He is directly accountable to the elders who will advise, assist and evaluate him in his work.

## 6.2. Additional Pastors

The church may select additional elders who rule well to be paid by the church. All other pastors shall be elders. They shall perform the duties of an elder described in Section 5.1 and shall be recognized by the church as particularly gifted and called to the full-time ministry of preaching, teaching and equipping. Their term of service shall not be subject to the triennial reaffirmation or to the term limitation for elders set out in Section 5.1.4. Additional Pastors shall be elected according to the provisions of Section 7. They shall assist the Pastor of Preaching in the performance of his regular duties and shall perform any other duties as usually pertain to the office of pastor, or as set forth in the Constitution, or which may be specifically assigned to him by the elders. They are directly accountable to the elders who will advise, assist and evaluate him in his work.

## 6.3. Pastoral Assistants

The Church may create or dissolve paid Pastoral Assistant positions to assist with pastoral ministry upon the recommendation of the elders and the subsequent agreement of a majority of the members present and voting on the question at any members' meeting. These individuals are not required to be elders, though they may be recognized as such should they be nominated by the elders and elected by the congregation, in accordance with Section 7. Pastoral assistants shall serve under the supervision of the Pastor of Preaching for a term of one year, though that term may be extended upon the recommendation of the elders and the subsequent agreement of a majority of the members present and voting on the question at any members' meeting.

## 6.4. Support Staff

The Church may create or dissolve paid support staff positions upon the recommendation of the elders. Support staff will serve under the supervision of the

Pastors and elders. The elders are responsible for developing ministry descriptions and lists of qualifications for each position. All staff members shall affirm and support the Statement of Faith, Membership Covenant, this Constitution and Bylaws, and shall exemplify godly character. Support staff may be terminated upon recommendation of the elders.

## **Section 7. Elections**

### **7.1. Principles**

The process for church elections shall be carried out to fulfill the following principles:

- Substantial prayer, both individually and corporately, should be an integral part of the election process;
- Nominations should proceed with the recommendation of the elders;
- All candidates for church office should be treated with the grace, kindness, and honesty appropriate in evaluating fellow members;
- The election process shall express that spirit of mutual trust, openness, and loving consideration that is appropriate within the body of our Lord Jesus Christ.

### **7.2. Election of Officers**

The election of officers shall be held at a members' meeting of the church. The elders shall be responsible for nominating candidates to serve as officers of the church, but should be open to seeking recommendations and involvement from the general membership in the nomination process. Names of nominees to serve as elders, pastoral staff, deacons, clerk, or treasurer shall be presented by the elders at a members' meeting, at least one month prior to the election, and the election shall proceed as directed by the moderator. Any member with reason to believe that a nominated candidate is unqualified for an office should express such concern to the elders. Members intending to speak in opposition to a candidate should express their objection to the elders as far in advance as possible before the relevant members' meeting.

For the office of elder, the moderator shall declare elected all men receiving a vote of at least three-quarters of the members present and voting on the question. For all other offices, the moderator shall declare elected all persons receiving a simple majority vote of the members present. The persons elected shall assume their respective offices upon election, unless another date has been specifically designated. For Pastoral Staff, election shall also include election to membership for both the husband and his wife, if the staff member is married.

### **7.3. Calling of Pastoral Staff**

In the calling of any man to the position of a Pastor, the same process of calling an elder in Section 7 must be followed. In addition, however, the church must be given adequate opportunity to assess the preaching gifts of any potential Pastor and, before being asked to express its judgment, must receive assurance from the elders that, having interviewed the man concerned, they are in no doubt as to his wholehearted assent to the Statement of Faith, Membership Covenant, and this Constitution and Bylaws. Notice of the nomination of a man to be elected to membership and called as a Pastor (which shall include, if necessary, election to membership of his wife if he is married) must be given at all church services on two Sundays following the nomination, prior to the vote at a members' meeting. A vote to call a man to serve in the position of Pastor may be certified by the elders as an ordination to ministry at Embassy.

## **Section 8. Dispute Resolution**

Believing that the Bible commands Christians to make every effort to live at peace and to resolve disputes with each other in private or within the Christian Church (see, e.g., Matthew 18:15–20, 1 Corinthians 6:1–8), this church expects its members to resolve conflict among themselves according to biblically-based principles, without reliance on the secular courts. Consistent with its call to peacemaking, the church shall follow biblically-based principles and seek to avoid lawsuits to resolve disputes between itself and those outside the church, whether Christian or secular/non-Christian and whether individuals or corporate entities. The elders may adopt policies and procedures to effect these requirements and aspirations.

## **Section 9. Corporate Governance**

For purposes of the corporation laws of Illinois:

### **9.1. Directors**

The directors of the church corporation shall consist of the elders of the church corporation, and the corporate powers of the church corporation shall be exercised by or under their authority. No salary or compensation shall be paid to any director in his capacity as a director, but nothing herein shall be construed to preclude any director from serving the church in any other permitted capacity and receiving reasonable compensation. Moreover, directors may receive reasonable reimbursement for church-related travel and other approved expenses upon request and submission of proper written documentation. As stipulated in the Articles, the active members of the Church shall elect the directors and/or confirm that the existing elders shall serve as the directors of the corporation at the first annual meeting of the members and at each subsequent annual meeting. Each director shall serve for a term that is co-extensive with his term as an elder of the Church until his resignation, the expiration of his term, or by dismissal.

## 9.2. Duties and Powers

Subject to the provisions of the state of Illinois and any limitations in the Articles of Incorporation and these bylaws relating to action required to be proved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

- Represent the Church in any legal action, including, but not limited to, all property management, loans, and contracts, except that they shall have no power to buy, sell, mortgage, lease, or convey any real property without a vote of the church members authorizing such action;
- Prescribe the manner of making signature or endorsement of bills of exchange, notes, drafts, checks, acceptance, obligations and other negotiable paper or other instruments for the payment of money;
- Designate the officer or officers (in addition to the Treasurer), agent or agents, who shall from time to time be authorized to make, sign or endorse said instruments on behalf of the church;
- Prescribe the manner of handling any assets, or gifts in kind;
- Prescribe the handling of any trust, express or implied, created or held for the benefit of the Church pursuant to an instrument or to other directions creating the trust. Such trusts will be held and administered according to the intent of the creator of the trust insofar as it does not conflict with the purpose, policy or ministries of the church; and
- Perform any other duties as are assigned by the Church, provided that none of their actions shall conflict with the Constitution and Bylaws, policies or ministries of the Church.

## 9.3 Board Committees

The elders, serving in their capacity as the Board of Directors, may appoint two or more persons from among their own number to serve as special and standing Board committees, which shall have such powers and duties as shall from time to time be prescribed by the Board. All members of such committees shall serve at the pleasure of the Board. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the Board from any responsibility imposed by law. Unless otherwise provided in the resolution of the Board of Directors designating a committee or in rules that the Board subsequently adopts, a majority of the committee members shall be necessary and sufficient to constitute a quorum for the transaction of business of the committee, and the act of a majority of the committee members present and voting at a duly constituted meeting of the committee shall be the act of the committee. Other rules governing procedures for meetings of any committee of the

Board shall be established by the Board of Directors, or in the absence thereof, by the committee itself.

#### 9.4. Officers

In accordance with the state of Illinois, unless otherwise determined by a resolution of the directors or members, this Constitution and Bylaws shall represent agreement among and between the members and directors providing the members with the right to elect and remove the officers of the corporation.

The officers of the church corporation shall be president, treasurer, and secretary. Unless otherwise determined by the directors, the pastor of preaching shall serve as the president, the church clerk shall serve as the secretary, and the church treasurer shall serve as the treasurer of the church corporation. In the event of a vacancy in the office of secretary or treasurer because of death, resignation, removal, disqualification, or any other reason, the directors may appoint a member of the church to serve in such office on an interim basis until such time as a successor has been nominated and elected by the church.

#### 9.5. Annual Meeting of the Directors

The annual meeting of the Board of Directors shall be held contemporaneously with the first elders' meeting of the fiscal year. Notice of such elders' meeting given in accordance with the procedures established by the elders shall constitute proper notice of the annual meeting of the Board of Directors.

#### 9.6. Annual Meeting of the Members

As noted in Section 4.2, the annual meeting of the members shall be held contemporaneously with the first members' meeting of the fiscal year. Notice of such members' meeting given in accordance with Section 4.2 shall constitute proper notice of the annual meeting of the members.

#### 9.7. Offices

##### 9.7.1. Registered Office and Agent.

The Corporation shall continuously maintain a registered office and registered agent within the state of Illinois.

##### 9.7.2. Principal Office

The principal office of the Corporation shall be located in Arlington Heights, IL, or such place as shall be determined by the Board of Directors.

### 9.7.3. Additional Offices

The Corporation may also have offices at such other places as the Board of Directors may from time to time determine and the business of the Corporation may require.

### 9.8. Seal

The Corporation may have a seal in the form determined by the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced, or by writing the word "SEAL" beside the signature of an authorized officer of the Corporation.

## **Section 10. Corporate Fiscal Issues and Conflicts of Interest**

### 10.1. Deposits.

The Board of Directors shall select banks, trust companies, or other depositories in which all funds of the Corporation not otherwise employed shall, from time to time, be deposited to the credit of the Corporation.

### 10.2. Checks

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other persons as the Board of Directors may from time to time designate.

### 10.3. Fiscal Year

The Board of Directors shall have the power to fix, and from time to time to change, the fiscal year of the Corporation. Unless otherwise fixed by the Board, the fiscal year shall commence on January 1 and shall terminate on the December 31 of the same calendar year.

### 10.4. Designated Contributions

The Corporation may accept any designated contribution, grant, bequest or devise provided it is consistent with the Corporation's (1) mission and spiritual priorities as determined from time to time by the Board, (2) budget process and fiscal restrictions, (3) full ownership and control of the funds or assets, and (4) tax-exempt purposes, as set forth in the Constitution. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. The Corporation shall reserve all right, title and interest in and to, and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution

thereof in connection with any special fund, purpose or use. No method of raising funds shall be entertained which is in conflict with the Scriptural ideals of the Church.

#### 10.5. Books and Records

The Corporation shall keep at its office correct and complete books and records of account, the complete copies of its Articles of Incorporation and Bylaws, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee of the Board, and a current list of the directors and officers of the Corporation and their residence addresses. Any of the books, minutes, and records of the Corporation may be in written form or in any other form capable of conversion into written form within a reasonable time.

#### 10.6. Benevolence Fund

Consistent with biblical teaching to share with those who are in need, the Corporation may establish a benevolence fund to meet material and financial needs of Church members and others. This fund shall be administered under a policy which sets forth the funds' purpose, procedures for administration, and objective criteria for selection of recipients for financial assistance.

#### 10.7. Accounting and Fiduciary Guidelines

The directors and officers of the Corporation shall conduct their affairs with integrity in the sight of God and men, and shall to that end maintain prudent and responsible control and accountability over all funds they receive and ensure that all funds are dedicated to the Corporation's tax-exempt purposes. To that end, the directors and officers shall implement Generally Accepted Account Principles (GAAP) and other procedures or policies that position the Corporation to be a model of faithful stewardship and quality internal accounting controls and procedures.

#### 10.8. Disposition of Church Assets upon Dissolution

In the event of a division of this Church, from which may God in His mercy save us, the property of this Church shall belong to that group of such division as represents the largest portion of the Church membership before recognizing a division therein provided such group is loyal to this constitution; otherwise it shall belong to the group remaining loyal to this constitution though it may not be the largest group in such division. Should any controversy arise as to whether such loyalty exists, the question shall be submitted to a mediation board that has been chosen by the board of elders, and their decision shall be final.

### **Section 11. Indemnification**

### 11.1. Mandatory

If a legal claim or criminal allegation is made against a person because he or she is or was a director, officer, employee, or agent of the church, the church shall provide indemnification against liability and costs incurred in defending against the claim if a majority of the elders determine that the person acted (a) in good faith, (b) with the care an ordinarily prudent person in a similar position would exercise under similar circumstances, and (c) in a manner the person reasonably believed to be in the best interest of the church, and (d) the person had no reasonable cause to believe his or her conduct was unlawful.

### 11.2. Permissive

With the four-fifths vote of the elders, the church also may indemnify any person who acted in good faith and reasonably believed that his or her conduct was in the church's best interest and not unlawful.

### 11.3. Determinations

If a quorum of the elders is not available for an indemnification determination because of the number of elders seeking indemnification, the requisite determination may be made by the membership or by special legal counsel appointed by the membership.

## **Section 12. Statement of Faith**

### 12.1. Statement of Faith

Embassy, as a church and a corporation, and each of its elders, directors, officers, and employees shall fully support and annually subscribe to its Statement of Faith.

### 12.2. Practices Consistent with Church's Mission.

To be consistent with its religious mission, the Church shall not (1) establish any public or private policies or positions that conflict with the Statement of Faith; (2) elect or appoint any elder or officer who has not subscribed to and annually affirmed the Statement of Faith; (3) accept or recognize any person as a member who has not subscribed to and annually affirmed the Statement of Faith; (4) hire or continue to employ any employee who, upon request, refuses to subscribe to the Statement of Faith, or who has acted in a manner inconsistent with the Statement of Faith or the religious mission of the Church, and has not fully and properly repented of such action; (5) Perform marriage ceremonies in a manner inconsistent with the Statement of Faith or the teaching of the elders.

## **Section 13. Policies and Procedures**

The elders and any of their designees shall be responsible for overseeing the development, maintenance and periodic review of policies and procedures for the day-to-day functions of the Church. Such policies and procedures shall be maintained in a Policies and Procedures Manual, which shall be available at the Church office for members to review.

#### **Section 14. Amendment**

The Constitution and Bylaws, the Statement of Faith, and the Membership Covenant may be adopted or amended at any duly convened members' meeting of the church by a vote of three quarters of all members voting on the matter, provided (a) the proposed amendment is presented at a previous members' meeting, and mailed or made available to the members at least four weeks before the meeting to act on the amendment; and (b) the meeting to consider the proposed amendment is announced at all Sunday morning services on two consecutive Sundays before the vote is taken, one of which may be the same day as the meeting.