

**CONSTITUTION AND BYLAWS OF
True North Church
A Nebraska Nonprofit Corporation**

As adopted August 10, 2016

ARTICLE I: NAME

The legal name of this assembly shall be: **True North Church** (the “Church”).

ARTICLE II: TENETS OF FAITH

The church believes that certain truths are essential to our faith, fellowship, and practice. These Tenets of Faith are set forth below. Full assent to these Tenets is required of all who serve as pastors, elders and leaders of True North Church.

2.1 GOD

God is the loving Creator of all that exists, both seen and unseen. God is eternal and completely good, knowing all things, having all power and majesty. God exists as the Trinity, in three persons, yet one God: Father, Son, and Holy Spirit. God passionately desires a relationship with us and toward this end continually invites us into a relationship of faith, friendship, learning, and service. (Genesis 1:1; John 14:6-9, 15-17 and 16:7-15; Matthew 28:19; 2 Corinthians 13:14; 1 John 4:9-10)

2.2 JESUS CHRIST

God expressed himself in human form through Jesus Christ, the Son of God, born of the virgin Mary. He lived a sinless life, was crucified for the sins of us all, was buried, rose again from the dead, and ascended to heaven. (Colossians 1:13-23 and 2:8-14; 1 Corinthians 15:308; Matthew 22:36-40; John 14:1-3; Hebrews 1:1-3; Acts 10:42-43; 1 Thessalonians 4:16-17)

2.3 THE HOLY SPIRIT

The Holy Spirit, sent from God to live inside all who believe in Jesus Christ, teaches, comforts, and empowers us, giving each follower diverse gifts, fostering unity, interdependence, productivity, Christ-like character, and love among Christians. The empowering of the Holy Spirit, the promise of the Father, is available for every Christian. (Acts 1:8; 2:4; Romans 5:5 and 8; 1 Corinthians 12: 14; Galatians 5: 16-25; Ephesians 3:16, 4:3-4 and 5:18; John 14:26 and 16: 7-14)

2.4 THE BIBLE

We believe that God speaks to us in the Bible, and that it is our privilege to seek to understand God’s message and apply it responsibly to our lives. The Bible is our standard and authority in all we say and do. We believe that God’s unchangeable biblical message ought to be presented in relevant and contemporary ways, free of religious jargon and understandable to the people of our community. (Matthew 5:17-19; 2 Timothy 2:15 and 3:14-17; Hebrews 4:12; 2 Peter 1:16-21 and 3:14-18; Psalms 19:7-11 and 119:9-16; Joshua 1:7-8; Acts 17:11)

2.5 SALVATION

All people are created with dignity and value in the image of God, to live in a vital relationship with Him. Unfortunately, through our sin (failing to live by God's moral standards), we break our intended relationship with God and experience the destructive consequences of that broken relationship; spiritually and socially, in this life and beyond. However, God sent His Son, Jesus Christ, to rescue us from those consequences and to restore our broken relationships with God and others, through Christ's death on the cross, a perfect act of redemption for each of us. Salvation comes to people on the basis of God's grace through faith in Jesus alone. They receive the free gift of forgiveness and are spiritually reborn through the recognition and acknowledgement of their sin and believing that Jesus Christ is Lord (God in the flesh). Good works and a holy life, although totally unable to save anyone, are the natural products of obedient, believing people. (1 Peter 2:24 and 3:18; Romans 3:9-28, 6:23 and 10:9-10; John 3:16 and 5:24; Ephesians 2:1-10; Titus 3:3-8; and James 2:14-16)

ARTICLE III: ORDINANCES AND RITES

3.1 BAPTISM IN WATER

The ordinance of baptism (Matthew 28:19) shall be administered to all who have believed on the Lord Jesus Christ to the saving of their souls as an outward sign of an inward belief. (Romans 6:3-5; Colossians 2:12) It shall be performed as a public act of obedience by immersion in water as modeled by Jesus Christ. (Matthew 3: 13-17, Acts 8:38-39, Mark 1:9) While not necessary for the salvation of the soul it is credited as an obedient act of a sincere believer.

3.2 HOLY COMMUNION

The ordinance of the Lord's Supper, a time when believers break bread together and drink a cup together as commanded by our Lord as a way of remembering His sacrifice on our behalf and celebrating the forgiveness that His shed blood accomplished in our lives for eternity, shall be observed regularly as enjoined in the Scriptures. (Luke 22:19-20; 1 Corinthians 11:23-26)

3.3 ORDINATION

The title, rights and responsibilities of the office of Pastor for those individuals recognized by the Church to serve in this position shall be conferred by the Board on any person they deem qualified and called by God for the work of the ministry of the Gospel of Jesus Christ within the Church.

ARTICLE IV: OFFICES

4.1 PRINCIPAL OFFICE

The principal office of the Church in the State of Nebraska shall be located at 2203 W. Oklahoma. The Church may have other offices, either in Nebraska or elsewhere, as the Board may determine. The Board may change the location of any office of the Church.

4.2 REGISTERED OFFICE AND REGISTERED AGENT

The Church shall comply with the requirements of Nebraska Nonprofit Corporation Act ("the Act") and maintain a registered office and registered agent in Nebraska. The Board may change the registered office and the registered agent as provided in the Act.

ARTICLE V: NONPROFIT PURPOSES

5.1 TAX EXEMPTION

This Church is organized exclusively for one or more of the purposes as specific in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

5.2 SPECIFIC OBJECTIVES AND PURPOSES

This Church is organized and shall be operated exclusively for religious, charitable, scientific, and educational lawful purposes within the meaning of Section 501(c)(3) of the Code, and within the meaning of the Nebraska tax code. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization.

More particularly, but without limitation, the purposes of this Church are:

5.2.1 To fulfill the Great Commission (Matthew 28:16-20)

5.2.2 To promote the Gospel of Jesus Christ by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, without limitation.

5.2.3 To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose with the State of Nebraska and elsewhere.

5.2.4 To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

5.2.4 To promote, encourage, and foster any other similar charitable, religious, educational, and scientific activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance and accomplishment of the purposes of the Church.

5.2.5 To exercise all rights and powers conferred by the laws of the State of Nebraska upon nonprofit corporations and by Section 501(c)(3) of the Internal Revenue Code, including, without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature, without limitation, as to its amount or value, and to hold, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property for any of the purposes set forth herein; and without the necessity of authorization or approval of any individual or entity whosoever save and except as provided in these Bylaws and Articles of this Church.

5.3 DISSOLUTION

Dissolution means the complete disbanding of the Church so that it no longer functions as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows:

5.3.1 All liabilities and obligations of the Church shall be paid and discharged or adequate provision shall be made therefor;

5.3.2 Assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

5.3.3 Assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, and are engaged in activities substantially similar to those of the Church; this distribution shall be done pursuant to a plan adopted by the Board; and

5.3.4 Any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the municipality in which the principal office of the Church is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's stated purposes and tenets of faith and basic form of government.

ARTICLE VI: CHURCH MEMBERSHIP

6.1 CHURCH MEMBERSHIP

The Church as a legal corporate entity shall have no membership. All professing Christians who engage in the fellowship of True North church shall be called 'members'. Any action which would otherwise require approval by a majority of all members shall only require approval of the Board. All rights which would otherwise vest in the members shall vest in the Board.

6.2 MEMBERS OF THE FELLOWSHIP

Nothing contained in Section 6.1 of this Article shall be construed to limit the right of the Church to refer to persons associated with the Church as 'members' even though such persons are not members of a legal corporate entity, and no such reference in or outside of these bylaws shall constitute anyone being a member, or endow or infer they have any legal standing or authority within to on behalf of the Church as a legal entity. 'Members' of the fellowship may be removed if sufficient witness, as laid out in the Bible (Matthew 18), has been brought to the Elder Board regarding a member's disregard for the Bible as their authority and a pattern of sinful behavior is confirmed with an unwillingness to repent, seek forgiveness and be restored. Such action would require a unanimous vote by the Board of Elders.

6.3 MISSION AND MINISTRY OF FELLOWSHIP MEMBERS

'Members' of the fellowship shall be encouraged to engage in fruitful labor through mission and ministry teams created for the purpose of glorifying the Lord by the using of the unique gifts given to His disciples. The Board of Elders commit to providing the True North believers with Godly leadership, direction, prayer and the tools necessary to help all of us together grow in our relationship with our Lord and carry out the Great Commission.

ARTICLE VII: GOVERNING BOARD

7.1 SENIOR PASTOR

The Senior Pastor and President of the Church shall maintain that position until his resignation, death or removal as provided herein. His first priority and responsibility lies in the area of guarding his own heart and spiritual growth by spending time in prayer and the Word of God. He is also, along with the Board of Elders, to lead by example in demonstrating a life lived to please God and under the authority of God's

Word. In addition, he is responsible for teaching the Word of God for the purpose of introducing those who don't know Jesus Christ to the Savior and guiding those in True North fellowship towards maturity in their faith, a growing relationship with the Lord, service to their fellow believers and outreach to the world. He will also supervise and manage the volunteer and paid staff of True North or delegate someone to do this under his supervision. The Senior Pastor, with the concurrence of the Board of Elders, will hire or dismiss staff and delegate authority as needed.

7.2 MANAGEMENT

Governing power of the affairs of the Church shall be exercised by or under the authority of the governing Board. This Board shall be termed the Board of Elders. Individual governing Board Members are known as Elders. The Board shall oversee the vision and direction of the Church. The Senior Pastor and staff shall manage the day to day operations of the church.

7.3 POWERS AND DUTIES OF THE BOARD

The Board shall have all of the rights, powers, and responsibilities of a "Board of Directors" pursuant to the Act, subject to any limitations under the Articles of Incorporation of the Church or these Bylaws. All corporate powers shall be exercised by or under the authority of the Board. The Board shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for non profit corporations. In particular, the Board shall be responsible for the acquisition and disposition of the Church property, which include the management of its financial resources. The Board shall have the power to buy, sell, mortgage, pledge, or encumber any Church property and incur related indebtedness. The Board shall have power and authority to, by resolution, establish or dissolve teams, and ministerial offices, and determine all conditions, duties, and ramifications thereof with great latitude. The Board shall have the power to determine executive compensation and to determine those who are eligible for housing allowances. Determination of executive compensation and benefits, including housing allowances, shall be made annually by the Board.

7.4 DUTIES OF BOARD MEMBERS

The Board Members shall discharge their duties in godliness and integrity, including any duties as team members in a manner they reasonably believe to be in the best interest of the Church and in concordance with the Word of God. In the discharge of any duty imposed or power conferred on Board Member, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors, or experts such as accountants or legal counsel.

7.5 NUMBER, QUALIFICATIONS, AND TENURE OF BOARD MEMBERS

The President/Senior Pastor shall be a full voting member of the Board. The number of Members may be increased or decreased by the President/Senior Pastor in concordance with the Board as the need arises. Each Member's term of office shall be perpetual based their willingness and the annual affirmation vote of the 'members' of the fellowship.

The Board of Elder's primary responsibilities and qualifications are to make a priority time spent in the Word; the ministry of the Word and prayer. (Acts 6:1-4) Also, he has the responsibility to lead by

example a life above reproach lived under the authority of God and His Word. An Elder does not see himself as a “ruler” or the authority of the body, but rather as one who models servant leadership through sacrifice and holy living. (1 Timothy 3:1-7; 1 Timothy 5:10; Titus 1:5-6; 1 Peter 5:1-3;) He must be a man committed to preparing God’s people for works of service with the spiritual maturity to arbitrate acts of restoration for the purpose of the unity of the body. (Ephesians 4:12,13; Galatians 6:1)

7.6 APPOINTMENT OF BOARD MEMBERS

The President/Senior Pastor and current Board Members shall select and appoint any additional or replacement Members.

7.7 ANNUAL FELLOWSHIP ELDER CONFIRMATION MEETING

The annual meeting of the Church fellowship shall be held during the month of March of every year, at the Church’s principal place of gathering unless otherwise specified by the Board. The Chairman of the Board shall select the specific date and notify the Board Members and the fellowship at least ten (10) days in advance of the meeting. The purpose of this meeting shall be a confirmation vote by election of the present Elders, Senior Pastor, other pastoral staff and recommended new Elders. This meeting will also include an overview of the previous and next year's budget. At this meeting the Elders will also articulate the vision and direction of the church as well as explain any changes made to the Bylaws. All professing believers who are involved in the True North ministry (see Article V1.6.1) shall be allowed to vote for the confirmation of elders as well as the annual budget. Believing that only God knows the hearts of individuals, we will rely on an individual’s testimony that he/she has accepted God’s offer of forgiveness because of His Son’s sacrifice to define who a “professing believer” is and consequently who can take part in this vote. Elder retention, election and budget approval shall be based on the majority vote of those attending the meeting.

7.8 REGULAR MEETING

The President/Senior Pastor and Elder Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the state of Nebraska and shall be held at the church’s principal office if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than written or actual notice to Board Members, or calendar of meeting times transmitted to Board Members reasonably in advance of any meeting.

7.9 SPECIAL MEETINGS

Special meetings of the Board may be called by or at the request of the President/Senior Pastor or any Board Member. The person calling special meetings of the Board may fix any place as the place for holding a special meeting. The person calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall notice all Board Members, or cause all Board Members to be noticed, of the time and place of any and all special meetings, including the subject matter thereof.

7.10 ACTION BY CONSENT OF BOARD WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting, and with the same force and effect as a vote of the Board, if enough Members of the Board consent in writing to the action as would be required to authorize or take such action at a meeting of the Board. Such consent may be given individually or collectively.

7.11 NOTICE

Written or printed notice of any special meeting of the Board shall be delivered to each Board Member not less than five (5) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

7.12 QUORUM

A majority of the number of Board Members then in office shall constitute a quorum for the transaction of business at any meeting of the Board. The Board Members present at a duly called or held meeting at which a quorum is present may continue to discuss business even if enough Board Members leave the meeting so that less than a quorum remains. However, no action may be taken without the vote of at least a majority of the number of Board Members required to constitute a quorum. The standard procedure in the event of a tie vote will be to table the item of discussion for further opportunity to pray and wait on God for clarity of direction. If a quorum is present at no time during a meeting, a majority of the Board Members present may adjourn and reconvene the meeting one time without further notice.

If a meeting cannot be organized for lack of a quorum, those present may, except as otherwise provided in the Act or these Bylaws, adjourn the meeting to the time and place which they determine. Notice of a second meeting shall again be attempted pursuant to this Article.

7.13 CONDUCT OF MEETINGS

The Chairman shall preside over any meeting. The Chairman may appoint another Board Member to preside over the meeting in the event of his absence or desire for another Member to conduct the meeting. The Secretary of the Church shall act as Secretary of the meeting. When the Secretary is absent from any meeting, the Chairman, or the person presiding, may appoint any person to act as Secretary of the meeting.

7.14 PROXIES

Voting by proxy is prohibited.

7.15 COMPENSATION

Board Members, including the Chairman of the Board, shall not receive salaries or compensation for their services as Board Members. The Board may adopt a resolution providing for reimbursement to the Board Members for expenses of attendance, if any, at a meeting of the Board. A Board Member may serve the Church in any other capacity (such as Senior Pastor or other staff member) and receive reasonable compensation for those services.

7.16 RESIGNATION

Any Board Member may resign at any time by giving written notice to President/Senior Pastor. Such resignation shall take effect at the time of notice, unless otherwise specified in the notice. The acceptance of such resignation shall not be necessary to make it effective.

7.17 REMOVAL OF MEMBERS/DIRECTORS

The President/Senior Pastor and/or any Board Member may recommend the removal of a Member/Director with cause. The cause does not have to be a moral or sin issue. It can be simply be an issue of team compatibility or change of direction and needs of the board for the future. If there is then no President then acting, a majority of the Board may remove a Member/Director with cause (see above).

Notwithstanding the foregoing, the President/Senior Pastor may also be removed with cause. Such removal shall require the unanimous approval of the Board. As used herein, only the following conduct shall constitute "cause" to remove the President/Senior Pastor, subject to Article XIII:

7.17.1 The commission by the President/Senior Pastor of any act of theft, fraud or embezzlement with respect to Church asset; or

7.17.2 The conviction of the President/Senior Pastor of a felony or other crime involving moral compromise, controlled substances or physical violence; or

7.17.3 Habitual intoxication or illegal drug use that materially affects the President/Senior Pastor's job performance or

7.17.4 The commitment of any sexual or immoral act or failure to meet the qualification of an elder to be above reproach in how he leads his church and his family or

7.17.5 A pattern of behavior that undermines the unity of the fellowship, demonstrates a lack of integrity and a consistent demonstration of a lack of love and concern for the health of the fellowship as a whole.

ARTICLE VIII: OFFICERS OF THE CHURCH

8.1 OFFICER POSITIONS

The officers of the Church shall be a President (the Senior Pastor for his lifetime or until his voluntary resignation or removal), a Chairman, a Secretary, and a Treasurer. The Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Any two or more offices may be held by the same person.

8.2 GENERAL DUTIES

All officers and agents of the Church, as between themselves and the Church, shall have such authority, perform such duties and manage the Church as may be provided in these Bylaws or as may be determined by resolution of the Board not inconsistent with the Bylaws and/or Articles of Incorporation.

8.3 APPOINTMENT AND TERM OF OFFICE

Except as otherwise specifically provided, the officers of the Church shall be elected by the Board to serve until the regular annual meeting or until their successors are qualified and elected. An affirmative vote of a majority of the Board Members shall be required for confirmation.

8.4 REMOVAL

Any officer elected by the Board, other than the President, may be removed by the Board with good cause (see 7:19). The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

8.5 RESIGNATION

Any officer may resign at any time by giving written notice to the President/Senior Pastor and Chairman of the Board. Such resignation shall take effect at the time of the notice, unless otherwise specified in the

notice. The acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Church.

8.6 VACANCIES

Except as otherwise specifically provided, a vacancy in any office may be filled by the Board of Elders for the officer's unexpired term portion.

8.7 PRESIDENT

The Senior Pastor shall be the President of the Church. He shall supervise and manage all of the business and affairs of the Church. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed. The President may not execute instruments on behalf of the Church if this power is expressly delegated to another officer or agent of the Church by the Board, the Bylaws, or statute.

The President performs other duties prescribed by the Board and all duties incident to the office of the President. If the President is unable to fulfill the duties of his office, then the Chairman, or another person selected by the Board, shall act in the place of the President, except that the spiritual leadership of the Church shall be delegated by the Board among the then current staff of the Church. If the Senior Pastor/President resigns or dies or is removed, then the Board shall appoint a new Senior Pastor/President by unanimous vote.

8.8 SENIOR PASTOR

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

The Senior Pastor and Board hires, directs, and dismisses staff, or delegates such authority as needed. Any employee may be removed by the Senior Pastor and Board, or his delegated authority, with cause, provided that said removal is not contrary to any other provisions in these Bylaws. The removal of an employee shall be without prejudice to the contract rights, if any, of the employee.

During any time when the Senior Pastor has resigned, retired, been removed or died, members of the church staff are to continue in their positions. Should staff or financial problems arise, the Board has authority to alter roles of staff members, including dismissal.

8.9 CHAIRMAN OF THE BOARD

When the President is absent, is unable to act, or refuses to act, the Chairman, appointed by the Board, shall perform the duties of the President. When Chairman acts in place of the President, the Chairman shall have all the powers of and be subject to all the restrictions upon the President. The Chairman shall perform other duties as assigned by the President or Board.

8.10 TREASURER

The Treasurer's duties may include, but are not limiting to the following:

8.10.1 Having charge and custody of and being responsible for all funds and securities of the Church;

8.10.2 Receiving and giving receipts for moneys due and payable the Church from any source;

8.10.3 Depositing all moneys in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board or President and Chairman of the Board;

8.10.4 Writing checks (2 signatures required) and disbursing funds to discharge obligations of the Church;

8.10.5 Maintaining the financial books and records of the Church;

8.10.6 Preparing financial reports at least annually;

8.10.7 Performing other duties as assigned by the President or by the Board;

8.10.8 If required by the Board, giving a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board; and

8.10.9 Performing all the duties incident to the office of the Treasurer

The Board may employ one or more persons to actually fulfill the duties of the Treasurer under the Treasurer's direction.

8.11 SECRETARY

The Secretary's duties may include, but are not limited to the following:

8.11.1 Giving all notices as provided in the Bylaws or as required by law;

8.11.2 Taking minutes of the meetings of the Board and committees of the Church, and keeping the minutes as part of the records of the Church;

8.11.3 Maintaining custody of the corporate records and of the seal of the Church;

8.11.4 Keeping a register of the mailing address of each Board Member, officer, and employee of the Church;

8.11.5 Performing duties as assigned by the President or by the Board; and

8.11.6 Performing all duties incident to the office of the Secretary.

The Board may appoint or employ a recording secretary if the Secretary so desires.

8.12 DISALLOWED PAYMENTS

Any payments made to an officer of the Church such as a salary, commission, bonus, interest, or rent, or expense reimbursement incurred by him, which are disallowed in whole or in part as unacceptable expenses by the Internal Revenue Service ("IRS"), shall be reimbursed by such officer to the Church to

the full extent of such disallowance. It shall be the duty of the Board Members, as a Board, to enforce payment of each such amount disallowed.

ARTICLE IX: MINISTRY TEAMS

9.1 ESTABLISHMENT OF MINISTRY TEAMS

The Board may establish one or more teams delegating specified authority to a team, and appointing or removing members of a team. A team may include persons who are, as well as those who are not, Board Members. The establishment of a team or the delegation of authority to it, shall not relieve the Board, or any individual Board Member, or any responsibility imposed by the Bylaws or otherwise imposed by law. No team shall have the authority of the Board to authorize or adopt changes disallowed by law.

9.2 TERM OF OFFICE

Each member of a team shall continue to serve on the team until a successor is appointed or the team is terminated. However, the term of a team member may terminate earlier if the team is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a team may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a team shall serve for the unexpired portion of the terminated team member's term.

9.3 TEAM CHAIRMAN

One member of each team shall be designated as the Chairman of the team. The team Chairman shall be appointed by the Chairman of the Board. The team Chairman shall call and preside at all meetings of the team.

9.4 ACTIONS OF TEAMS

Teams shall try to take action by consensus. However, the vote of a majority of team members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the team unless the act or a greater number is required by law or the Bylaws. A team member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

9.5 COMPENSATION

Team members shall not receive salaries for their services on teams. The Board may adopt a resolution providing for payment to team members for expenses of attendance, if any, at each meeting of the team. A team member may serve the Church in other capacity and receive reasonable compensation for those services.

ARTICLE X: FINANCES AND TRANSACTIONS OF THE CHURCH

10.1 FINANCES IN GENERAL

All funds for the maintenance of the Church shall be provided by the voluntary contributions, tithes, and offerings of the members and friends of the organization. Offerings shall be accepted by the Church at such times and in such ways as agreed upon by the Church Board and shall be administered by the Treasurer under their direction (Malachi 3:10; Luke 6:38; 1 Corinthians 16:1,2; 2 Corinthians 9:6-8).

10.2 CONTRACTS

The Board may authorize any officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument or it may extend to any number of types of possible contracts and instruments.

10.3 DEPOSITS

All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Board selects.

10.4 GIFTS

The Board may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Church.

ARTICLE XI: BOOKS AND RECORDS

11.1 REQUIRED BOOKS AND RECORDS

The Church shall keep correct and complete books and records of account. The Church's books and records shall include:

11.1.1 A file-endorsed copy of all documents filed with the Nebraska Secretary of State, including, but not limited to, the Articles of Incorporation, and any Certificate of Amendment, Restated Articles of Incorporation, Certificate of Merger, Certificate of Consolidation, and Statement of Change of Registered Office or Registered Agent;

11.1.2 A copy of the Bylaws, and any amended versions of or amendments to the Bylaws

11.1.3 Minutes of the proceedings of the Board, and of any committees having the authority of the Board;

11.1.4 A list of names and addresses of the Board Members, officers, and any committee members of the Church;

11.2 FISCAL YEAR

The fiscal year of the Church shall begin on the first day of April and end on the last day of March in each year.

11.3 PURCHASES AND SALES OF PROPERTY

All purchases outside of those approved by means of a duly authorized budget exceeding \$1,000 in cost, all compensation payable to any Board Member whether authorized in such budget, and all purchases and sales of real property, shall be authorized by a vote of a majority of the Board.

ARTICLE XII: INDEMNIFICATION

12.1 INDEMNIFICATION

To the fullest extent permitted by law, True North shall indemnify its “agents” as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgements, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding”, and including any action by or in the right of the Corporation/Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law, and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any “proceeding” shall be advanced by the Corporation/Organization of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation/Organization for those expenses.

The Corporation/Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation/Organization to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, or to give other indemnification to the extent permitted by law.

ARTICLE XIII: ARBITRATION OF DISPUTES

13.1 THE HANDLING OF DISPUTES

This Church is committed to resolving in a biblical manner all disputes that may arise within our body.

This commitment is based on God’s command that Christians should strive earnestly to live at peace with one another (Matthew 5:9, John 17:20-23, Romans 12:18, Ephesians 4:1-3) and that when disputes arise, Christians should resolve them according to the principles set forth in the Bible (Proverbs 19:11, Matthew 5:23-25, 18:15-20; 1 Corinthians 6:1-8; Galatians 6:1). We believe that these commands and principles are obligatory on all Christians, and absolutely essential for the well being and work of the church. Therefore, any and all disputes in this Church shall be resolved according to biblical principles, as provided in these Bylaws.

When an attendee of this Church has a conflict with, or is concerned about the behavior of another attendee, they shall attempt to resolve the matter as follows:

1. The offended or concerned person shall prayerfully examine themselves and take responsibility for their contribution to a problem (Matthew 7:3-5), and they prayerfully seek to discern whether the offense is so serious that it cannot be overlooked (Proverbs 19:11; see also Proverbs 12:16; 15:18; 17:14; 20:3; Ephesians 4:2; Colossians 3:13; 1 Peter 4:8).
2. If the offense is too serious to overlook, the offended person shall go, repeatedly if necessary, and talk to the offender in an effort to resolve the matter personally and privately, having first confessed their own wrongdoing (Matthew 18:15).
3. If the offender will not listen and if the problem is too serious to overlook, the offended or concerned person shall return with one or two other people who will attempt to help the parties resolve their differences (Matthew 18:16); these other people may be attendees or Board

Members of the church, other respected Christians in the community, or trained mediators or arbitrators (conciliators) from a Christian conciliation ministry. At the request of either party to the dispute, the church shall make every effort to assist the parties in resolving their differences and being reconciled.

Conflicts involving doctrine or church discipline shall be resolved according to the procedures set forth in these Bylaws on church discipline, and in the Rules of Procedure of the Institute for Christian Conciliation, a division of Peacemaker Ministries,

Employment disputes shall be resolved according to the procedure set forth in any Personnel Policy Manual of this church, if the church has adopted such a policy. If no policy has been adopted, then all disputes shall be resolved in accordance with the conflict resolution provision set forth in these Bylaws.

If a dispute arises between an attendee and the Church, and cannot be resolved through the internal procedures described above, it shall be resolved as follows:

1. The disputes shall be submitted to mediation and, if necessary, legally binding arbitration in accordance with the Rules of Procedures of the Institute for Christian Conciliation, and judgment upon an arbitration award may be entered in any court otherwise having jurisdiction.
2. All mediators and arbitrators shall be in agreement with the statement of faith of this Church, and the Church's basic form of government, unless this requirement is modified or waived by all parties to the dispute. If a dispute involves an attempted revision of the statement of faith, or the Church's form of government, the mediators and arbitrators shall be in agreement with those documents, as they existed prior to the attempted revision.
3. If a dispute submitted to arbitration pursuant to these Bylaws involves a decision reached by the Board of this Church, the arbitrators shall uphold and shall be bound by decisions of the Board on matters of doctrine and church discipline.
4. This section covers the Church as a corporate entity and its agents, including pastors, officers, staff, and volunteers with regard to any actions they may take in their official capacities on behalf of the Church.
5. This section covers any and all disputes or claims arising from or related to Church participation, doctrine, policy, practice, counseling, discipline, decisions, actions, or failures to act, including claims based on civil statute or for personal injury, except as otherwise may be provided by law.
6. If a dispute or claim involves an alleged injury or damage to which the Church's insurance applies, and if the Church's insurer refuses to submit to mediation or arbitration as described in this section, either the Church or the member alleging injury or damage may declare that this section is no longer binding with regard to that part of the dispute or claim which the Church's insurance applies.
7. If possible, the Church shall seek to include a conciliation clause in contracts by using the following or substantially similar language:
Any claim or dispute arising from or related to this agreement shall be settled by biblically based mediation and, if necessary, legally binding arbitration in accordance with the Rules of Procedure for Christian Conciliation of the Institute for Christian Conciliation, a division of Peacemaker Ministries. Judgement upon an arbitration decision may be entered in any court otherwise having jurisdiction. The parties understand that these methods shall be the sole remedy for any controversy or claim arising out of this agreement and expressly waive their right to file a lawsuit in any civil court against one another for such disputes, except to enforce an arbitration decision.
- (8) An accusation of sin or doctrinal error against an elder or pastor of the church will not be entertained unless it is brought before the board with two or three witnesses (1 Timothy 5:19-20). In this case the board will hear the accusation of sin (personal or doctrinal) and request a mediator as outlined above, with the hope of repentance if sin is found, correction of doctrinal error, and a spirit of reconciliation towards all parties

involved. If the appointed mediator is in agreement with the accusation of sin and/or doctrinal error and the church leadership refuses to repent or correct doctrinal error, the church body shall be made aware through a public meeting.

ARTICLE XIV: SPECIAL PROCEDURES CONCERNING MEETINGS

14.1 MEETING BY ELECTRONIC MEANS

The Board, and any team of the Church, may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

ARTICLE XV: AMENDMENTS TO BYLAWS

15.1 AMENDMENTS

The Bylaws may be amended at any regular or special business meetings of the Board by a eight-tenths (80%) vote, including the President/Senior Pastor. Any proposed alterations, amendments, or repealed provision to the Bylaws shall be made available to members of the Board at least three (3) days prior to any meeting at which such proposed changes are contemplated for a vote.

ARTICLE XVI: EMERGENCY POWERS AND BYLAWS

16.1 EMERGENCY POWERS AND BYLAWS

An "emergency" exists for the purpose of this section if a quorum of the Board Members cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board may: (i) modify lines of succession to accommodate the incapacity of any Board Member, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional offices, or authorize officers to do so. During an emergency, notice of a meeting of the Board only needs to be given to those Board Members whom it is practicable in any manner, including by publication or radio. One or more officers of the Church present at a meeting of the Board may be deemed Board Members for the meeting, in order of rank and within the same rank and order of seniority, as necessary to achieve a quorum.

Corporate action taken in good faith during an emergency binds a Church and may not be the basis for imposing liability on any Board Member, officer, employee or agent of the Church on the ground that the action was not authorized. The Board may also adopt emergency bylaws, subject to amendments or repeal by the full Board, which may include provisions necessary for managing the Church during an emergency including (i) procedures for calling a meeting of the Board; (ii) quorum requirements for the meeting; (iii) designation of additional or substitute Board Members. The emergency bylaws shall remain in effect during the emergency and shall be revoked after the Board has deemed that the emergency has ended.

ARTICLE XVIII: MISCELLANEOUS

17.1 LEGAL CONSTRUCTION

If any section of the Bylaws is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other section and the Bylaws shall be construed as if the invalid, illegal, or unenforceable section had not been included in the Bylaws.

17.2 HEADINGS

The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

17.3 GENDER

Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all words in the female gender shall be deemed to include the male or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

17.4 PARTIES BOUND

The Bylaws shall be binding upon and inure to the benefit of the Board Members, officers, team members, adherents, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of True North Church, and that the foregoing Bylaws constitute the Bylaws of the Church.

Signed the 10th day of August, 2016

By: _____ Andrew Rinaldi, Secretary