



MODEL B Pastor-Board-Congregation Governance Model Bylaws

Importance

ARTICLE 1. NAME, PURPOSE, AND MISSION

The name of this corporation is (Name of church). The purpose of the (Name of church), hereafter referred to as the church, is to glorify God and bring people to Jesus Christ using all methods and means to globally make disciples, develop leaders, and multiply churches. The church's mission as a nonprofit religious corporation, organized and operated exclusively for religious, charitable, and educational purposes, is to minister to spiritual, emotional, physical, and social needs.

TITLE: Required

Required of all corporations.

CONTENT: Strongly Recommended

You do not have to use this exact language.

Remember this is not your vision, which involves ministry specifics; it is the grand purpose/reason for why you exist as a church, the mission God has given you as a body.

LAST SENTENCE: Required

This sentence is a requirement of the IRS to show compliance with section 501(c)(3).

ARTICLE 2. OFFICE AND LOCATIONS

The principal office of the church is in (City, State). The governing board of the church may change the principal office from one location to another. Any such change shall be recorded in corporation minutes, but shall not be processed as an amendment to these bylaws. The church governing board may establish places to conduct meetings.

TITLE: Required

All corporations must officially establish their business location.

CONTENT: Strongly Recommended

Under this form of governance, the governing board is the proper entity to have this authority.

ARTICLE 3. AFFILIATION AND GOVERNANCE

Section 1. Affiliation

(Name of church) is a member church by affiliation with Open Bible Churches, an Iowa corporation, having agreed to abide by the provisions, procedures, and regulations in the Open Bible Manual. Our statement of faith shall be consistent with the Statement of Faith of Open Bible Churches. The church is an integral part of the (Name of region) Region of Open Bible Churches, an (Name of state) corporation.

TITLE: Required

TITLE: Required

CONTENT: Required

According to the bylaws of the Association this is a requirement of affiliation. The Open Bible Manual defines and guides our partnership and decisions.

Section 2. Governance Documents, Records, and Reports

The church shall keep and maintain at least the following corporate documents:

- A. Articles of Incorporation and amendments;
- B. Statement of Faith and amendments;
- C. Bylaws of the church and amendments;
- D. Current membership record, with contact information;
- E. Minutes of meetings of the governing board;
- F. Minutes of membership meetings;
- G. Financial reports and records; and
- H. Open Bible Manual.

TITLE: Required

CONTENT: Required

You may add to this list, however, this is the minimal list of corporate documents all affiliated churches are required to keep on file. It is for your church's protection.



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Section 3. Availability of Records

All records shall be open at all times to the inspection of the lead pastor, church's governing board, and national and regional representatives of Open Bible Churches. With proper notice, all records shall be open to active members in good standing and to all other parties as required by state law.

TITLE: Required

CONTENT: Required
Accountability requirement

Section 4. Reports

The lead pastor, officers and members of the governing board shall submit reports requested by authorized national and regional representatives of Open Bible Churches, giving a full and accurate accounting of spiritual activities, membership, attendance, property, and finances.

TITLE: Required

CONTENT: Required
Accountability requirement

Section 5. Governance Conflicts and Omissions

When there is a conflict between bylaws of the church and the provisions, procedures, and regulations in the Open Bible Manual, or when the bylaws of the church are silent, the provisions, procedures, and regulations in the Open Bible Manual shall prevail. In the event of a conflict between any provisions in the Open Bible Manual or bylaws of the church between the laws or regulations of the state, county, or city, only the provision in conflict shall be of no effect. The church believes in abiding by the laws and regulations of its country, state, county, and city. However, should a situation arise where any law or regulation of the country, state, county, or city is in opposition to or impinges on the closely held religious beliefs of the church, as espoused in the Open Bible Manual, the church reserves the right to utilize its First Amendment right to the free exercise of religion (Acts 4:1-21)

TITLE: Required

FIRST TWO SENTENCES: Required

LAST TWO SENTENCES: Recommended

There should not be confusion, which can lead to conflict, about the source of authority to which all levels of the Association, ministers, and affiliated churches subscribe. This also is a protection against state, county, and city laws and regulations invalidating the entirety of your church's bylaws if there is but one point of conflict between your bylaws and government regulations.

Section 6. Personal Liability

The private property of directors, officers, and members of this church shall be exempt from corporate debts and liabilities.

TITLE: Strongly Advised

CONTENT: Strongly Advised

You need to protect your leaders from claims against their personal property.

Section 7. Officer and Director Indemnity

No officer, director or employee acting in accordance with bylaws shall be liable except for willful misconduct. No officer, director or employee shall be liable for any action taken by that person in good faith in furtherance of the ordinary affairs of the corporation, even though not authorized by the bylaws then in effect.

TITLE: Recommended

CONTENT: Recommended

ARTICLE 4. MEMBERSHIP

Section 1. Definition

Membership in the church is a covenant partnership with individuals who have accepted and professed their faith in Jesus Christ as Savior and Lord. Members shall be in accord with the purpose, statement

TITLE: Required

TITLE: Required

CONTENT: Recommended



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of faith, bylaws, and the pastors and leaders of the church. Individuals who have met membership requirements, have been publicly accepted, and are in good standing as active members shall receive the privileges and responsibilities of membership.

Section 2. Eligibility

Any individual desiring membership must attend the church on a consistent basis for (insert time period, such as three months) and:

- A. Demonstrate evidence of a new birth experience and a consistent Christian life. (John 1:12-13, 3:3-7; Acts 4:12; Romans 6:4, 10:9-10; Ephesians 4:17-32, 5:1-2; 1 John 1:6, 7.)
- B. Demonstrate a cooperative, accountable, and Christ-like spirit as instructed in Scripture. (Ephesians 2:1-16.)
- C. Commit to faithfully attend and participate in the meetings and ministries of the church and regularly contribute to its financial support in obedience to Scripture and as an expression of unity with fellow members. (Malachi 3:10; Luke 6:38; John 13:1-17; 1 Corinthians 16:2; 2 Corinthians 8, 9; Philippians 4:9.)
- D. Be 12 years of age, with voting privileges beginning at age 18.
- E. Subscribe to the statement of faith of the church.
- F. Abstain from all immorality condemned in Scripture. Immorality shall be considered grounds for refusing membership.

Section 3. Process for Acceptance

- A. Individuals desiring to be active members of the church shall request to enroll in the membership class. The lead pastor will evaluate and determine readiness for enrollment. The class shall include, but not be limited to, the purpose and mission, statement of faith, history, bylaws, and governance structure of the church, the responsibilities and privileges of membership, and relationship with Open Bible Churches. Class participants shall receive a copy of the church bylaws.
- B. Upon completion of the membership class, applicants shall submit a signed application for membership to the lead pastor and affirm in writing they are in accord with the purpose, statement of faith, bylaws, and the pastors and leaders of the church. The lead pastor shall present applications with recommendations to the governing board of elders, who shall give final approval.
- C. Approved applicants shall be publicly received as members in a church service. Their names, addresses, types of membership, and the date they were officially accepted shall be included in the membership record of the church.

Section 4. Pastors

The lead pastor and spouse shall be members of the church by virtue of their call to serve and shall exercise full membership privileges. Staff pastors, as well as the children of all pastors, may become

If you rewrite the definition, be sure to connect active members in good standing to privileges and responsibilities.

TITLE: Required

CONTENT: Recommended

You may rewrite membership, eligibility requirements for your church. This is a basic standard of eligibility that covers the essence of membership without appearing legalistic. Some churches may decide to specifically include tithing as a financial requirement. Some churches may begin the membership age at 18. Some churches may feel certain sinful actions, such as homosexuality, ought to be specifically proscribed, although item F calls for members to abstain from all immorality condemned in Scripture.

TITLE: Required

CONTENT: A & B Strongly Advised

C LAST SENTENCE: Required

You must have an understood process for acceptance of members. This process is strongly advised because it addresses the most important considerations. However, if you rewrite this section, a detailed membership record, as stated under C, is required.

TITLE: Required

CONTENT: Recommended



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members of the church through the regular process for acceptance. The membership of the lead pastor and spouse shall terminate at the time they cease to serve in such capacities.

However, if you use a term different than lead pastor, such as lead pastor, you may substitute that term in the content and title.

Section 5. Privileges

Privileges of members include but are not limited to:

TITLE: Required

CONTENT: Strongly Advised

- A. Spiritual Covering** – Have the benefit of a spiritual covering from those whom God has placed over them in leadership of the church.
- B. Participation** – Have opportunity to attend the worship services and functions of the church.
- C. Fellowship** – Have opportunity to receive the intangible benefits of fellowship with this body of believers and the added relationship with the Open Bible family of churches, covenanting to grow together in community, love, and grace.
- D. Instruction** – Have opportunity to benefit from balanced doctrine and teaching from the Word of God.
- E. Spiritual Growth** – Have opportunity to grow in service to the Lord through the church as giftings are recognized by the lead pastor and church leaders and nurtured and activated through training and teaching.
- F. Ministry** – Have opportunity of involvement in outreach ministries through the church, extending through the Open Bible family of churches in the United States and around the world.
- G. Partnership** – Have voice and vote in church matters, as defined in these bylaws.
- H. Giving** – Have opportunity to sow financially into the ministries of the church by honoring the Lord with their first fruits – bringing their tithes, offerings, and other gifts of love to the church for His work.
- I. Accountability** – Have the assurance Open Bible Churches provides a covering of accountability for their pastors and governing board.
- J. Election** – Have opportunity to elect the lead pastor initially and the first election after the initial election as prescribed in these bylaws.
- K. Property and Indebtedness** – Have the opportunity to vote on all property sales, purchases, and encumbrances, and on all church indebtedness over (\$).

Section 6. Responsibilities

The Apostle Paul admonishes us to be devoted to brotherly love, honoring one another above ourselves (Romans 12:10). Accordingly, members of the church shall demonstrate a maturity of understanding that membership involves more than receiving benefits and privileges. Jesus instructs us, as we have freely received, we must also freely give (Matthew 10:8). The church is one body with many members each with distinct giftings and functions, and therefore members shall accept responsibility to submit their lives and activities (Romans 12:1) through:

TITLE: Required

CONTENT: Strongly Advised



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- A. Prayer** – Cultivate a personal prayer life and be faithfully devoted to consistently pray for the pastor and leaders, members and ministries, and participate in the prayer focuses of the church.
- B. Faithfulness** – Be faithful to the doctrines of the church's statement of faith, to assemble for worship, to establish healthy relationships with the church body, and to grow in fellowship.
- C. Love and Care** – Walk in love and demonstrate loving care for the church body, personally making every effort to keep the unity of the Spirit through the bond of peace.
- D. Identification** – Identify with and demonstrate loyalty to the purpose, mission, vision, leadership, and teachings of the church and accept this church body as the focus of their fellowship, prayer, offerings, and teachings.
- E. Teachable Spirit** – Desire to grow in the grace of the Lord, maintain teachable spirits, and follow the teachings of the pastors and church leaders.
- F. Service** – Humbly pursue opportunities for involvement in the ministries of the church as abilities and giftings are recognized by the pastors and leaders of the church.
- G. Financial Support** – Financially support the church through tithes, offerings, and gifts in like measure as the Lord blesses, recognizing God uses financial support to enable the church to fulfill its purpose, mission, and vision.
- H. Witnessing** – Follow biblical instruction to lead others to Christ and make disciples.

CONTENT: Strongly Advised

Section 7. Types

The lead pastor and governing board shall maintain an accessible membership record containing the names and contact information of all members.

- A. Active** – Active members are those who have been accepted into membership, who adhere to the statement of faith of the church, are in good standing because of their faithfulness to the responsibilities of membership, and are not under disciplinary restriction. Privileges of membership shall only be extended to active members.
- B. Inactive** – Members who have not been in attendance at the services of the church or who cease to contribute to the support of the church for three consecutive months without just cause, as determined by the lead pastor and governing board, may be placed on the inactive membership list. Inactive members shall be notified by letter from the governing board. Members desiring to return to active membership may make application to the lead pastor and governing board and may be reinstated, should the lead pastor and governing board deem that advisable. Members with inactive status forfeit privileges of active membership and do not have the right of vote or participation in business meetings. After one year, inactive members may be removed from church membership by the lead pastor and governing board and shall be notified by letter.
- C. Homebound** – Members who by reason of age and/or health cannot attend regular services but who stay in fellowship by actively supporting the church, according to ability, with prayer, finances, and other membership responsibilities can be classified as homebound members by

TITLE: Required

CONTENT: Recommended



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the governing board. Homebound members shall be granted voting privileges by absentee ballot as prescribed in these bylaws.

Section 8. Meetings, Voting Privileges, and Quorum

The time and place for all membership business meetings shall be determined by the lead pastor and governing board.

- A. **Annual Business Meetings** – An annual business meeting shall be held not later than May 31.
- B. **Special Business Meetings** – Special business meetings may be called by official written notice to the active church membership by the lead pastor or a majority of the governing board.
- C. **Minutes** – Minutes shall be kept of all business meetings.
- D. **Official Notification** – The official notice of annual or special business meetings of the church shall state the purpose, place, and time of the meetings. The notices shall be published not less than two weeks before the date of the proposed meeting. Official notices shall be given by announcement during the regularly scheduled services and by written mailed notice distributed to active members unless state law provides for other means of notification, such as electronic.
- E. **Privilege to Vote and Quorum** – Voting privilege shall be accorded only to active members in good standing who are 18 years of age or older and who have been members for at least 30 days. Absentee ballots shall not be permitted except for homebound members. Active, voting members in attendance shall constitute a quorum at all business meetings. Membership decisions shall be by majority vote unless otherwise stipulated herein.
- F. **Membership Record** – The governing board shall review and update the membership record at least annually preceding the official notification of annual and special business meetings and notify by mail those members moved from active to inactive status.

Section 9. Discipline

- A. **Purpose** – Discipline is a biblical exercise for which God holds the church responsible and accountable. Its design is to preserve Bible standards, protect integrity and anointing, and bring the offender to repentance, redemption, and restoration to God, self, family, and others. (2 Samuel 12:1-14; 1 Corinthians 5; 2 Corinthians 2:3-11; Galatians 6:1-5; James 5:19-20.) In the spirit of Galatians 6:1-2, the church is committed to the healing and restoration of the fallen.
- B. **Process** – Members found guilty of conduct contrary to Scripture, teaching contrary to the statement of faith, causing conflict among the members, or failure to be in harmony or cooperation with the program of the church, the lead pastor, or these bylaws shall be confronted first by the lead pastor and, if necessary, by the governing board or elders. Members who refuse to repent and receive corrective discipline in the spirit of restoration may be dismissed from membership by the governing board or elders upon recommendation of the lead pastor. Members accused of wrong doing or under discipline forfeit the right to resign

TITLE: Required

CONTENT: Required

These are all requirements for a legal corporation. The date of the annual meeting may be revised. However, it is wise not to restrict the date too narrowly. The church should have some latitude in scheduling its annual meeting. This content allows the church from January through May but calls for the annual meeting to occur before the first half of the year concludes.

Be sure to check and abide by state law when allowing other means of notification such as electronic.

Membership business meeting decisions could be legally questioned if proper legal notification is not provided according to state law.

TITLE: Required

CONTENT: Strongly Advised

This section could be much more expansive. Some churches, particularly Presbyterian in governance, include lengthy, detailed, disciplinary procedures in their bylaws. We do not believe bylaws should be burdened with detailed discipline content. However, it is important for your bylaws to define discipline and explain how it is applied. That is what this model content accomplishes and why it is strongly advised.



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from membership. Resignations from membership are possible only by active members not accused of wrongdoing and not under discipline. Members who are dismissed from membership shall be notified by mail by the secretary of the church.

Section 10. Transfer and Withdrawal

A. Transfer – Individuals requesting to transfer membership from another church shall meet eligibility and acceptance requirements, request a letter of recommendation from the lead pastor of the former church, and obtain approval by the lead pastor and governing board or elders. Transferees shall be publicly presented to the membership. Active members in good standing may be given a signed letter of transfer to another church by the lead pastor and governing board or elders.

Withdrawal – Active, inactive, and homebound members not accused of wrongdoing or not under discipline may voluntarily withdraw from membership by submitting a signed letter of notification to the lead pastor and governing board or elders.

ARTICLE 5. CORPORATE OFFICERS

The officers of the church corporation shall be the lead pastor, who shall serve as president, a secretary, a treasurer, and if so determined by the governing board, a vice president.

Section 1. Eligibility

An officer must be a member in good standing of the church and living a godly Christian life.

Section 2. Appointment and Term of Office

The lead pastor shall be the president of the corporation for a term concurrent with his service as lead pastor. Upon recommendation of the lead pastor, the governing board shall appoint, continue in office, or terminate the other officers of the corporation and determine terms of service.

Section 3. Vacancy or Incapacity

In the event of a vacancy or incapacity of an officer other than the president, upon recommendation of the lead pastor, the governing board shall appoint a successor and determine the term of service.

Section 4. Resignation

Except for the office of president, officers shall provide 30 days written, signed notice of resignation to the president.

TITLE: Required

CONTENT: Recommended

TITLE: Required

CONTENT: Required

Corporate officers must be listed. Most affiliated, church corporations do not have vice presidents. This only makes provision for a vice president to accommodate churches that function with a vice president. If you prefer, you may delete the V.P. portion and conclude with treasurer.

TITLE: Required

CONTENT: Recommended

TITLE: Required

CONTENT: Strongly Advised

This linkage of lead pastor and president of the corporation should be clear.

TITLE: Required

CONTENT: Strongly Advised

TITLE: Required

CONTENT: Strongly Advised

Should not be less than 30 days.



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Section 5. Accountability

The president shall be accountable to the governing board. Other officers shall be accountable to the president for faithfulness and fulfillment of their duties.

TITLE: Required

CONTENT: Required

All officers of a corporation must have lines of accountability, the president to the governing board and other officers to the president.

Section 6. Duties

- A. President** – The president is the chief executive officer of the church corporation, implements the directives of the governing board, is a member of the governing board, and shall act as chairman of all business meetings of the church and the governing board. The president shall serve as member ex-officio of all church bodies and organizations of the church.
- B. Secretary** – The secretary shall keep accurate minutes of all governing board, annual, and special business meetings and may act as secretary of any other body or committee as desired by the lead pastor. The secretary shall provide for the safekeeping of all records and documents of the church, sign legal papers, and perform other duties as required by the lead pastor and governing board.
- C. Treasurer** – The treasurer shall supervise the receipt and deposit of all funds of the church in accordance with the finance provisions of these bylaws. The treasurer shall keep accurate records of all receipts and disbursements, maintain and distribute donor receipts according to IRS policy, submit monthly reports to the lead pastor and governing board, an annual report to the membership, and upon request by the lead pastor and governing board, submit other reports to the membership of the church. With the approval of the governing board the treasurer shall establish an accountable plan of internal control. All records shall be open at all times to inspection by the lead pastor, governing board, and national and regional representatives of Open Bible Churches. All records shall be open, with proper notice, to active members in good standing and to other parties as required by state law.

TITLE: Required

CONTENT: Required

This required content sufficiently details corporate duties that must be assumed and carried out by officers. If you add a vice president, those duties must be stated as item B, before Secretary.

Section 7. Combined Offices

One person may hold two or more offices, except the office of the president.

TITLE: Recommended

CONTENT: Required

Some churches combine the secretary and treasurer responsibilities, which this accommodates. However, the president should never assume an additional officer position – too much control in one person.

Section 8. Discipline

The president shall be under the disciplinary authority of Open Bible Churches. Other officers shall be under the disciplinary authority of the governing board and the disciplinary procedures as prescribed in these bylaws.

TITLE: Required

CONTENT: Required

Because the lead pastor is the president, discipline of the president is under Open Bible Churches.



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ARTICLE 6. LEAD PASTOR

Section 1. Definition

The lead pastor is the shepherd of the flock. The lead pastor, under the guidance of God, in consultation with the governing board of the church, and in partnership with Open Bible Churches, will provide vision and practical direction to the church body.

Section 2. Eligibility

The lead pastor shall exemplify the characteristics of a godly Christian life and possess the qualities of a spiritual leader as stated in 1 Timothy 3:1-13. The lead pastor shall be a credentialed minister in good standing with Open Bible Churches. Should the church select a lead pastor who is not a credentialed Open Bible minister the church shall automatically be under regional supervision as prescribed in the Open Bible Manual.

Section 3. Pastoral-Selection Process

The pastoral-selection process shall be conducted as prescribed in the Open Bible Manual for churches under the pastor-board-congregation bylaw model, under the leadership of the regional executive director or representative. The regional executive director or representative will work in consultation with the governing board to assist in a search for and selection of an eligible lead pastor.

Section 4. Pastoral Reelection

The first reelection of the lead pastor shall be a membership election. The election shall take place at an annual or specially called meeting of the church membership. Any pastor in good standing whose initial term expires shall be eligible for reelection; however, no pastor may be elected for a life term.

Paragraph 1. Electoral Process

- A. At least four weeks prior to the expiration of the lead pastor's first term, the governing board shall set a date for a membership meeting for the purpose of having a membership vote on the continuance of the lead pastor's term of office. This vote may be included as part of the annual business meeting, if the date of the annual business meeting coincides with the lead pastor's term. However, if a vote on the continuation of the lead pastor is to be included in the annual meeting, the notice of the meeting shall clearly specify such a vote will be taken at the annual meeting.
- B. Notice of the meeting shall be sent to all active members in good standing and homebound members by regular mail, unless state law provides for other means of notification, such as

TITLE: Required

TITLE: Required

CONTENT: Recommended

This is not intended to be a comprehensive description of everything the pastor does but a general, umbrella definition of the lead pastor's role.

TITLE: Required

CONTENT: First sentence Recommended

LAST TWO SENTENCES: Required

Open Bible Churches' bylaws include the last two sentences as requirements for affiliated churches. This is an aspect of the Association's protection of churches.

TITLE: Required

CONTENT: Required

Stipulated in the Open Bible Manual. This is another aspect of the Association's protection of churches.

TITLE: Required

CONTENT: *In this type of model reelection for the pastor by the membership is not required after the initial election, however, if such election is desired, this title and the process following are required.*

TITLE: Required

CONTENT: Required

Be sure to check and abide by state law when allowing other means of notification such as electronic. Membership business meeting



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electronic, and announced at a regularly scheduled worship service at least two weeks prior to the date of the meeting.

- C. The governing board may request the regional executive director provide a chair for the meeting.
- D. A two-thirds majority vote of active members in good standing present and seated at the meeting called for the purpose of pastoral reelection and of absentee ballots of homebound members is required for pastoral retention.
- E. In the event the lead pastor is reelected, the secretary shall send immediate written notice, preferably electronically, of the reelection to the regional executive director.
- F. In the event the lead pastor is not reelected, the secretary shall send immediate written notice, preferably electronically, of the failure to reelect to the regional executive director. The lead pastor's service will cease within 30 days. A failure to reelect will initiate the pastoral-selection process as prescribed herein and in the Open Bible Manual for churches with a pastor-board bylaw model.
- G. In the event only a simple majority vote is received, the lead pastor, the governing board, or the congregation may request approval from the regional board to retain the lead pastor. If approval is granted, the lead pastor will be retained for one year. At the end of that year, another membership meeting shall be called for the purpose of voting on the lead pastor's retention.

Paragraph 2. Ballots

- A. All pastoral-retention votes shall be determined by secret ballot.
- B. Absentee ballots will only be accepted from homebound members.
- C. Tellers shall be appointed by the governing board to count the ballots. No teller may be an employee of the church or related to the lead pastor by either blood or marriage.
- D. Tally sheets will be signed in ink by the tellers prior to being handed to the secretary of the church.
- E. The church secretary shall certify the results and convey the ballots and tally sheets to the regional office where they shall be destroyed after 60 days, unless the church board requests or the regional board determines otherwise.

Section 5. Pastoral Review

After the initial reelection of the lead pastor, authority for pastoral retention shall be vested in the governing board. The governing board shall biennially review the lead pastor for purposes of providing positive feedback, suggesting areas needing attention or correction, and determining continuation of service.

Section 6. Duties

The lead pastor shall:

decisions could be legally questioned if proper legal notification is not provided according to state law.

TITLE: Required
CONTENT: Required

TITLE: Required
CONTENT: Required

TITLE: Required
CONTENT: I Required
A-H Recommended



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- A. Be the spiritual and corporate leader of the church. The lead pastor shall minister to the spiritual needs of and guard the membership against dissension and be devoted to the mission of the church.
- B. Call and lead meetings of the governing board and business meetings of the membership.
- C. Consistently work to strengthen Christian life among the membership and in the community.
- D. Have full responsibility for the supervision of all services and meetings of the church, except as otherwise provided in these bylaws, have general supervision over all ministries and auxiliary activities, and be an ex-officio member of all church bodies.
- E. Be responsible, with the treasurer and governing board of the church, for deposits and disbursements of all funds, records, and reporting of finances.
- F. Appoint members of the governing board as prescribed in these bylaws.
- G. Recommend all pastoral and staff positions and personnel, both paid and unpaid, for approval or appointment by the governing board.
- H. Be responsible, in consultation with the governing board, for biennial reviews and evaluations of staff pastors, members of the governing board, administrative staff, and ministry leaders.
- I. Provide at least 30 days written notice to the governing board and regional executive director prior to resignation.

Section 7. Financial Support

- A. Compensation and Benefits** – The lead pastor shall be compensated for services by a compensation and benefits package. The governing board shall review the lead pastor's compensation and benefits package at least annually. The governing board shall submit the compensation and benefits package to the regional executive director who shall provide confidential assessment and counsel.
- B. Housing Allowance** – The lead pastor may annually submit a signed request to the governing board for a portion of his compensation to be classified and recorded in minutes as housing allowance and excluded from federal taxes as provided by the IRS. Housing allowance requests shall always be submitted and approved in advance of implementation.
- C. Event and Ministry Function Expenses** – The governing board shall give consideration to the payment of expenses incurred by the lead pastor's attendance at regional and national Open Bible Churches' events and other church or ministry functions. The governing board shall pay, reimburse, or provide an offering to help defray such expenses, according to the ability of the church.
- D. Accountable Reimbursement Plan** – The governing board shall establish an accountable reimbursement plan for the payment of approved ministry expenses upon the presentation of receipts.
- E. Severance Package** – The governing board shall, with the aid of the regional executive director or representative, develop a reasonable severance package and appropriate farewell

TITLE: Required

CONTENT A: First two sentences Required

LAST SENTENCE: Recommended

The regional executive director can help the governing board better understand how to support its pastor.

CONTENT B: Required

If the lead pastor receives no compensation, no request will be submitted. However, if any portion of pastoral compensation will be housing allowance, this procedure is required by the IRS.

CONTENT C: Recommended

This aspect of financial support for your lead pastor's ministry should be accepted by the governing board. The last sentence provides flexibility based on the finances of the church.

CONTENT D: Recommended

This provides protection so reimbursements are not considered personal income by the IRS.

CONTENT E: Required

Two-fold protection is provided. Governing boards are called to accountability for this consideration and lead



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considerations for the departing lead pastor who has honored Open Bible's ministerial covenant of ethics for departing pastors.

pastors are called to accountability regarding ministerial ethics, particularly as they relate to leaving a church.

Section 8. Interim Pastor

In a case of emergency or when a church is without a pastor, the regional board in consultation with the governing board, shall appoint an interim pastor. The appointment shall not exceed two years. An individual who is interested in becoming pastor of the church shall not be eligible to serve as an interim pastor unless otherwise determined by the governing board and vote of a majority of the members.

TITLE: Required

CONTENT: Required

Section 9. Charges and Violations

- A. Charges** – A member making a charge against the lead pastor must present it in writing to the governing board, signed by corroborating witnesses.
- B. Authority** – Charges will be initially investigated by the governing board. The governing board will determine if a charge involves a violation of the Open Bible Manual.
 - 1. A charge against the lead pastor, any staff pastor, or a member who is a credentialed Open Bible minister that entails violations of the Open Bible Manual requires the regional executive director be notified and assume authority over the pastor or member under provisions of the Open Bible Manual.
 - 2. A charge against the lead pastor, any staff pastor, or member who is a credentialed Open Bible minister not entailing violations of the Open Bible Manual shall be overseen by the governing board as prescribed in these bylaws.

TITLE: Required

CONTENT: Required

These are matters we hope will never arise. However, should they occur, there must be uniform provisions for how they are handled. The governing board, upon receiving a charge against the lead pastor or any other Open Bible credentialed minister on the staff or in the church, must submit the charge and information to the authority of the regional executive director.

ARTICLE 7. GOVERNING BOARD

Section 1. Eligibility

Members of the governing board shall be individuals whose character is consistent with the qualifications of a deacon (1 Timothy 3:8-12) and who demonstrate the gifting, ability, and maturity necessary to fulfill their duties. (Romans 12:8; I Corinthians 12:28.) A qualified candidate shall be an active member of the church for not less than 12 months.

TITLE: Required

TITLE: Required

CONTENT: Recommended

Section 2. Composition

The governing board shall consist of not fewer than three individuals of legal age according state law, a majority of whom must be other than employees or staff and/or related to the pastor or other members of the governing board by blood or marriage. The lead pastor shall serve as chair.

TITLE: Required

CONTENT: Required

Although this content is required, you may change the number of members of the governing board. At least five members are recommended.

Section 3. Appointment and Ratification Process

TITLE: Required



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Importance

Two months prior to a membership meeting, active members may submit in writing to the lead pastor names of individuals they believe qualified to serve as members of the governing board. The lead pastor shall nominate, the governing board shall appoint, and a majority of the active members present at an annual or specially called membership meeting shall ratify appointments. Members of the governing board shall be eligible for reappointment by the governing board upon recommendation of the lead pastor with ratification by a majority of the active members present at an annual or specially called meeting.

CONTENT: Member ratification Required

If members of the governing board are not elected, they must at least be ratified by the members. This is necessary for the board to provide legal covering for a lead pastor.

Section 4. Vacancy or Incapacity

In the event of a vacancy or incapacity of a member of the governing board, upon recommendation of the lead pastor, the governing board shall appoint a successor to fulfill the uncompleted term of service.

TITLE: Required

CONTENT: Recommended

Section 5. Term of Appointment

The term of appointment shall be one to three years. Terms of office shall commence from the date of ratification by the active members or as separately provided by the governing board. Members of the governing board may be reappointed, but no member may be appointed to an indefinite or life term.

TITLE: Required

CONTENT: Recommended

Reappointment to multiple, successive terms can occur, but to terms of specified, not indefinite, length.

LAST SENTENCE: Required

Section 6. Responsibilities of Governing Board

The governing board shall:

TITLE: Required

CONTENT B-I: Strongly Advised

A: Required

- A.** Serve as the board of directors of the corporation.
- B.** Work in concert with the lead pastor to pursue the mission of the church.
- C.** Approve the annual budget, with salaries for all paid personnel; manage the legal and financial affairs of the church, and provide for the appropriate care, maintenance, and insurance of properties owned by the church. Individual members of the governing board shall not independently make decisions in the name of the church.
- D.** Conduct a biennial review of the lead pastor as prescribed in these bylaws.
- E.** Sign legal papers such as deeds, mortgages, and leases that have been approved in accordance with these bylaws.
- F.** Submit decisions affecting sale or purchase of real property or decisions to incur indebtedness exceeding (\$ amount) for ratification by a majority of active members present at an annual or specially called meeting. Property of the church shall not be sold, leased, mortgaged or the title otherwise encumbered without first obtaining counsel of the regional executive director.
- G.** Assure accurate, monthly records of the financial receipts and expenditures of the church are maintained and reported. Review all financial reports monthly. Copies shall be available to active members and the regional executive director.
- H.** Appoint all staff pastors and other personnel, both paid and unpaid, upon recommendation of the lead pastor.



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Importance

- I. Approve the development and discontinuance of church ministries or departments and committees, which shall be appointed by, accountable to, and their responsibilities defined by the lead pastor and governing board.
- J. Communicate and coordinate with the regional executive director in the absence of the lead pastor, a transition between lead pastors, or other emergencies, as prescribed in the Open Bible Manual.

Section 7. Biennial Review

The governing board shall biennially review the lead pastor using tools provided by the regional executive director. Active members shall have opportunity to provide written, signed input during these reviews.

- A. **Satisfactory** – Upon completion of a satisfactory biennial review of the lead pastor, the governing board shall notify the regional executive director of the pastor's continued service.
- B. **Unsatisfactory** – Upon completion of an unsatisfactory biennial review the governing board may refuse to continue the service of the lead pastor. The lead pastor may appeal to the regional board to request the regional executive director or representative conduct a special business meeting of the membership for the purpose of obtaining a vote regarding the lead pastor's continued service. Should the regional executive director recommend, and the regional board of directors authorize an election, majority approval of active members in attendance will confirm the lead pastor's continued service. If the regional board does not authorize an election or if majority approval is not obtained in an election, the lead pastor's service will cease within 30 days.
- C. **Conflict** – Upon completion of a biennial review continuing the lead pastor's service but revealing conflict between the lead pastor and governing board or individual members of the governing board, the governing board or lead pastor may request assistance from the regional executive director in resolving the conflict.

Section 8. Accountability

The governing board shall be accountable to the membership and lead pastor.

Section 9. Discipline

Members of the governing board shall be subject to discipline as prescribed in these bylaws for members.

Section 10. Dismissal

Members of the governing board may be dismissed for the causes prescribed in these bylaws for members and by adhering to the process prescribed in these bylaws for members.

TITLE: Required

CONTENT: Required

CONTENT: Required

TITLE: Required

CONTENT: Strongly Advised

TITLE: Required

CONTENT: Required

TITLE: Required

CONTENT: Required



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Importance

Section 11. Meetings and Quorum

Regular meetings of the governing board shall be held at least quarterly at places and times determined by the lead pastor. Notice shall be provided at least 7 days in advance by publication in the church bulletin, newsletter, letter, or electronically. A majority of the governing board shall constitute a quorum.

TITLE: Required

CONTENT: Strongly Advised

The governing board is legally responsible for the operation of the corporation, therefore monthly meetings are strongly advised and quarterly meetings an absolute minimum. This not only protects the corporation; it protects the governing board and shows due diligence in the oversight of the corporation. Anything less than quarterly could be legally seen by courts as willful negligence by members of the board. Notification in writing safeguards against anyone later protesting a decision by claiming not to have been notified about the meeting. Documentation protects.

Section 12. Minutes

Minutes shall be kept of all meetings of the governing board and distributed to each board member.

TITLE: Required

CONTENT: Required

ARTICLE 8. ELDERS, STAFF PASTORS, AND MINISTRY LEADERS

Section 1. Elders

Elders shall serve with the lead pastor as spiritual overseers of the church.

TITLE: Recommended

TITLE: Recommended

CONTENT: Recommended

Some churches only have enough leaders to function with one leadership body, the governing board, which also serves in the role of elders. If possible, we recommend elders with a distinct spiritual role be selected. You may choose to not include this Article if you are not able to have elders separate from the governing board. If you choose to call your governing board members elders the governing board must still fulfill the responsibilities of the governing board. In other words, this elders Article is optional; the governing board Article is required.

TITLE: Recommended

CONTENT: Recommended

- A. Eligibility** – They shall exemplify the characteristics of a godly Christian life as stated in 1 Timothy 3:1-13 and Titus 1:6-9. Although these attributes will never be fully perfected, elders must be clearly in pursuit of and committed to their development. Elders shall demonstrate they possess giftings and spiritual maturity necessary for shepherding people toward faithfulness to God and His Word. (Acts 20:28-30; 1 Corinthians 12:28-31; Ephesians 4:14-16; 1 Peter 5:1-4.) Faithful participation in the ministries of the church, spiritual accord with the lead pastor and elders, and financial support through tithing are among indicators of readiness to serve as an elder.
- B. Appointment** – Elders shall be appointed by and serve at the pleasure of the lead pastor. There shall be no fewer than three nor more than five elders.
- C. Duties** – Elders shall serve in an advisory capacity to and as co-laborers with the pastor in all matters of the church's spiritual life and ministry.

Section 2. Staff Pastors

- A. Eligibility** – They shall exemplify the characteristics of godly Christian lives and possess the qualities of spiritual leaders as stated in 1 Timothy 3:1-13. Individuals appointed to fulltime ministry roles shall be credentialed ministers in good standing with Open Bible Churches.



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Importance

- B. Appointment & Review** – Staff pastors shall be appointed by the governing board upon recommendation by the lead pastor. They shall serve congruent with the lead pastor's tenure and should anticipate resigning upon the lead pastor's departure. The lead pastor and governing board shall review staff pastors every two years.
- C. Duties** – Staff pastors will function in a manner consistent with their job descriptions as determined by the lead pastor and governing board.

Section 3. Ministry Leaders

Ministry leaders shall be appointed by the lead pastor, with approval by the governing board, and shall be responsible to the pastor.

ARTICLE 9. FINANCE

All funds given to or received by the church for operation, development, and maintenance shall be deposited in governing-board-approved banks or other federally insured institutions under the supervision of the treasurer. The church may accept gifts of real and/or personal property at the discretion of the governing board.

Section 1. General Fund

All undesignated contributions shall be part of the general fund.

Section 2. Donor-Designated/Restricted Funds

All donor-designated contributions shall be held as restricted funds and expended only according to the designation of the donor.

Section 3. Other Offerings and Fund Raising

Ministries of the church may receive offerings and raise funds as authorized by the governing board. Monies shall not be solicited or collected from members by a member of the church for any cause without the consent of the pastor or governing board.

Section 4. Handling of Offerings and Receipts

- A.** Offerings shall be counted by at least two authorized individuals, not related by blood or marriage, before the funds are removed from the church facility. An offering-receipts report shall be signed by those counting the offering and submitted to the treasurer.
- B.** Written receipts shall be issued to donors for tithes, offerings, and other monetary contributions. IRS rules must be followed for acknowledgment of all cash and non-cash gifts.
- C.** Funds shall be deposited within 24 hours of receipt or as soon as possible thereafter.

Section 5. Disbursements

TITLE: Recommended

CONTENT: Recommended

We recommend you make this provision for ministry leaders, which allows flexibility for changes.

TITLE: Required

CONTENT: Required

TITLE: Required

CONTENT: Required

TITLE: Required

CONTENT: Required

TITLE: Required

CONTENT: Required

TITLE: Required

CONTENT: Required

This protects the integrity of people who handle money for the church. NEVER leave this responsibility to one person and do not have people who are related count offerings. The first motivation for this is to protect people, but it protects church funds as well.

TITLE: Required



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Importance

Disbursement of funds shall be under the supervision of the lead pastor and governing board. One approved signature on checks is acceptable only if individual disbursements, including electronic transfers, on all monthly bank account statements are each reviewed and initialed within 90 days of the statement date by a non-signer on the accounts and he or she provides a timely report of the review results to the governing board members, including the president. In the absence of this procedure, two approved signatures shall be required. Signatories shall include the lead pastor and treasurer. Other officers or members of the governing board can be made signatories if desired. Checks shall not be pre-signed nor affixed with a stamped signature.

CONTENT: Required

Due to potential signer limitations (ex. pandemic restrictions) and a move towards more electronic transactions, a more inclusive internal control is necessary. Open Bible's auditor has reviewed, the Executive Leadership Team has recommended, and the national board has approved one signature on checks with the caveat that all transactions be reviewed by a non-signer. This provides a review of all transactions, including electronic. Two signatures are required when this internal control is not in place. Pre-signed and stamped checks never provide an acceptable internal control.

Section 6. Investments

The church shall not invest its funds in non-governmentally regulated investments or in a business in which a pastor, member of the governing board, officer, or employee has a personal interest. The church may raise revenues through fund raising activities and contributions consistent with the nonprofit laws of the state and IRS code as it applies to 501(c)(3) corporations.

TITLE: Required

CONTENT: Required

Section 7. Contracts

The governing board may, by a majority vote and as documented in official minutes, authorize officers to enter into contracts or execute and deliver instruments in the name of and on behalf of the church. Such authority may be general or restricted to specific instances.

TITLE: Required

CONTENT: Required

Section 8. Indebtedness

The lead pastor and governing board shall not incur indebtedness above (\$ amount) without approval by a majority of active members at a regular or special business meeting.

TITLE: Required

CONTENT: Strongly Advised

Section 9. Fiscal Year

The church fiscal year shall be January 1 through December 31.

TITLE: Required

CONTENT: Strongly Advised

Section 10. Audit Review

The church shall have a biennial, audit review conducted by an independent auditor.

TITLE: Strongly Advised

CONTENT: Strongly Advised

ARTICLE 10. PROPERTY

All property, real or chattel, shall be received, held, sold, transferred, or conveyed in the name of the church corporation. Real property owned by the church shall not be sold, leased, mortgaged, or the

TITLE: Required

CONTENT: Required



MODEL B Pastor-Board-Congregation Governance Model Bylaws

Importance

title otherwise encumbered without first receiving counsel from the regional executive director. A majority of active members present at a business meeting shall ratify actions regarding property.

ARTICLE 11. RESOLUTION OF DISPUTES

Scripture instructs Christians to handle disputes among members of the church within the church, not in civil courts. (1 Corinthians 6:1-8.) If a member feels there is an offense or misunderstanding with another member, the pastor, member of the governing board, staff pastor, or ministry leader, he or she shall go to the other individual promptly in love in order to resolve the difference.

- A. Unresolved** – If the offense cannot be resolved on an individual basis, the two parties shall meet together with an appropriate church leader to resolve the dispute.
- B. Church Mediation** – In the event two or more members of the church cannot resolve or agree about a dispute between them with the assistance of a church leader, they shall submit the dispute for mediation or judgment within the church, through the pastor or governing board. They shall refrain from suing one another or the church in a court of law.
- C. Open Bible Mediation** – In the event of a dispute between a member and the pastor or governing board, the pastor or governing board may request the regional executive director to provide a mediator to resolve the dispute.
- D. Abiding by Mediation** – Members shall agree to abide by the outcome of mediation. Failure to do so may be grounds for discipline.

ARTICLE 12. CESSATION

Section 1. Dissolution

Should the church become extinct or dissolved, all assets remaining after discharging the obligations and responsibilities of the corporation shall be turned over to (Name) Region of Open Bible Churches. In the event the (Name) Region is nonexistent, the assets shall be turned over to Open Bible Churches, an Iowa corporation, or in the event it is nonexistent, to a religious, educational, or charitable organization or organizations whose objectives are in harmony with those of Open Bible Churches. Such recipient organization or organizations must also be exempt from federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code. In no event may any of the assets of the church, upon dissolution thereof, be paid to or inure to the benefit of any individual member, member of the governing board, officer of the corporation, or any other private individual.

Section 2. Withdrawal

TITLE: Strongly Advised

CONTENT: Strongly Advised

CONTENT: Strongly Advised

It is wise to lay out a procedure for how disputes are handled in the church. Disputes happen. The culture of our nation has become quite litigious, and members cannot be required to yield up their legal rights to sue. However, by including this procedure in your bylaws, which all new members are to receive, and explaining the procedure in your membership class, members should understand how disputes are to be addressed. It is important for this procedure to be established before disputes occur.

TITLE: Required

TITLE: Required

CONTENT: Required

Corporations must have a dissolution clause, the equivalent of a last will and testament. Wills typically direct the remaining assets first be left to family members. Affiliated churches are part of the Open Bible family and, when they decess, should leave remaining assets with their family, Open Bible Churches, in the order prescribed. In any event, the IRS requires all 501(c)(3) corporations to distribute its assets upon dissolution to another, like 501(c)(3) corporation and prohibits the distribution of funds to any individual.

TITLE: Required



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Importance

Should the church desire to withdraw from affiliation with Open Bible Churches the lead pastor and governing board shall consult with and adhere to provisions in the Open Bible Manual prior to initiating action or communicating with members about withdrawal.

ARTICLE 13. APPEALS AND AMENDMENTS

Section 1. Appeals

Appeals must be presented in writing and signed to be considered at the next meeting of the body to which the appeal is presented. Appeals of decisions by the lead pastor and governing board shall be submitted to the lead pastor and governing board. Appeals to Open Bible Churches shall be submitted in the following order: church governing board, regional board of directors, and national board of directors.

Section 2. Amendments

- A. The lead pastor and governing board shall submit all proposed, bylaw amendments to the regional executive director. The proposed amendments must be preapproved by the secretary of Open Bible Churches prior to presentation to active members. Upon approval by active members, the proposed amendments shall be filed with the regional executive director and the secretary of Open Bible Churches. Only amendments approved by and filed with Open Bible Churches shall be valid.
- B. Proposed bylaw amendments that have been preapproved by Open Bible Churches shall be sent by at least first-class mail to members, unless state law provides for other means of notification, such as electronic, two weeks in advance of a membership meeting called to consider proposed amendments. The communication shall include meeting date, time, and location. A copy of the communication shall also be sent to the regional executive director. Notification, stating the purpose, place, and time of the meeting, shall be published in church publications, and announced at regular meetings.
- C. Proposed amendments to these bylaws may be presented at an annual or special meeting of the membership for which advance notification provisions have been met. Approval shall be by a 2/3 vote of active voting members present.

ARTICLE 14. PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, latest edition, shall be the parliamentary authority on all points not conflicting with the articles of incorporation or these bylaws.

CONTENT: Required

It is the responsibility of the lead pastor and governing board to honorably abide by the Open Bible Manual, which makes provision for withdrawal from affiliation.

TITLE: REQUIRED

TITLE: Required

CONTENT: Required

It is important an order for appeals of governing-board decisions be clear. This requires an appellant does not skip or bypass a level of authority. For example, an appeal of a church, governing-board's decision must first be directed to that governing board.

TITLE: Required

CONTENT: Required

This assures all amendments are consistent with provisions of the Open Bible Manual.

Be sure to check and abide by state law when allowing other means of notification such as electronic. Membership business meeting decisions could be legally questioned if proper legal notification is not provided according to state law.

CONTENT: Required

Changes to bylaws are significant and need stronger support than a mere majority. 2/3 approval is the standard of support.

TITLE: Strongly Advised

CONTENT: Strongly Advised