



MODEL D Apostolic Council-Pastor-Board 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.

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.

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.

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 meetings of governing board acting as membership;

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).

TITLE: Required

All corporations must officially establish their business location.

CONTENT: Strongly Recommended

Some person or entity must be given this authority. Under this form of governance, the governing board is the proper entity to have this authority.

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.

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.



MODEL D Apostolic Council-Pastor-Board Governance Model Bylaws

Importance

- G. Financial reports and records; and
- H. Open Bible Manual.

Section 3. Availability of Records

All records shall be open at all times to the inspection of the church's lead pastor, governing board, the apostolic council, national and regional representatives of Open Bible Churches, and to all other parties as required by state law.

Section 4. Reports

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

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).

Section 6. Personal Liability

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

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: Required

CONTENT: Required

Accountability and state law requirement

TITLE: Required

CONTENT: Required

Accountability requirement

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.

TITLE: Strongly Advised

CONTENT: Strongly Advised

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

TITLE: Recommended

CONTENT: Recommended



MODEL D Apostolic Council-Pastor-Board Governance Model Bylaws

Importance

ARTICLE 4. MEMBERSHIP AND PARTNERS

Section 1. Definition

- A. Membership** – Membership in the church is comprised of the lead pastor and the members of the governing board.
- B. Partners** – Partners are individuals who regularly worship with, participate in and support the ministries of the church, have completed a required partnership course, and subscribe to the statement of faith of the church. Partners exercise privileges of participation but have no vote in the governance of the church.

Section 2. Eligibility

Any individual desiring partnership 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 partners. (Malachi 3:10; Luke 6:38; John 13:1-17; 1 Corinthians 16:2; 2 Corinthians 8, 9; Philippians 4:9.)
- D.** Subscribe to the statement of faith of the church.
- E.** Abstain from all immorality condemned in Scripture, which shall be considered grounds for refusing partnership.

Section 3. Process for Acceptance

- A.** Individuals desiring to be partners of the church shall request to enroll in the partnership 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 partnership, and relationship with Open Bible Churches. Class participants shall receive a copy of the church bylaws.
- B.** Upon completion of the partnership class, participants shall submit a signed affirmation to the lead pastor they are in accord with the purpose, statement of faith, bylaws, and the pastors and leaders of the church. The lead pastor and governing board shall inform class participants of their acceptance as partners.

TITLE: Required

TITLE: Required

CONTENT: *Recommended for the apostolic council-pastor-board model of governance.*

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: **Strongly advised**



MODEL D Apostolic Council-Pastor-Board Governance Model Bylaws

Importance

Section 4. Privileges

Privileges of partnership include but are not limited to:

- 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.

TITLE: Required

CONTENT: Strongly Advised

Section 5. Responsibilities

The Apostle Paul admonishes us to be devoted to brotherly love, honoring one another above ourselves (Romans 12:10). Accordingly, partners of the church shall demonstrate a maturity of understanding that partnership 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 partners each with distinct giftings and functions, and therefore partners shall accept responsibility to submit their lives and activities (Romans 12:1) through:

- A. Prayer** – Cultivate a personal prayer life and be faithfully devoted to consistently pray for the pastor and leaders, partners 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.

TITLE: Required

CONTENT: Strongly Advised

CONTENT A-H: Strongly Advised



MODEL D Apostolic Council-Pastor-Board Governance Model Bylaws

Importance

- 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.

Section 6. 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 or partners, other than the lead pastor, found guilty of conduct contrary to Scripture, teaching contrary to the statement of faith, causing conflict among the members or partners, or failure to be in harmony or cooperation with the program of the church and the lead pastor and these bylaws, shall be confronted first by the lead pastor and, if necessary, by the governing board or apostolic council.
 - 1. Members** – The apostolic council may be asked to intervene by the lead pastor or governing board with member discipline. Members who refuse to repent or receive corrective discipline in the spirit of restoration may be dismissed from membership by the apostolic council, upon recommendation of the lead pastor. Members accused of wrong doing or under discipline forfeit the right to resign from membership. Resignations from membership are possible only by members not accused or wrong doing and not under discipline. Members who are dismissed from membership shall be notified by mail by the secretary of the church.
 - 2. Partners** – Partners who refuse to repent and receive corrective discipline in the spirit of restoration may be released from partnership by the governing board. Partners who are dismissed from partnership shall be notified by mail by the secretary of the church.

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.



MODEL D Apostolic Council-Pastor-Board Governance Model Bylaws

Importance

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 or partner 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 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.

Section 5. Accountability

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

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 meetings of the governing board. The president shall serve as member ex-officio of all church bodies and organizations of the church.

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.

TITLE: Required

CONTENT: Required

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

TITLE: Required

CONTENT: Required

This required content sufficiently details corporate duties that must be assumed and carried out by



MODEL D Apostolic Council-Pastor-Board Governance Model Bylaws

Importance

- B. Secretary** – The secretary shall keep accurate minutes of all governing board 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, and an annual and other reports requested to the apostolic council. 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, apostolic council, national and regional representatives of Open Bible Churches, and to other parties as required by state law.

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 apostolic council 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.

ARTICLE 6. APOSTOLIC COUNCIL

Section 1. Definition

The New Testament basis for an apostolic council is found in Acts Chapter 15. An apostolic council is a group of mature elders, proven in leadership, who provide oversight, accountability, and counsel to the leadership of churches in which authority is vested in the pastor and governing board and where there are no members other than the pastor and governing board.

TITLE: Required

CONTENT: Required

When a pastor and governing board have no accountability to a church membership, some other final authority must be in place both to protect the partners and perhaps even more importantly to protect the pastor and the governing board.

Section 2. Composition

The council shall be composed of not less than three nor more than five members. The regional executive director or representative shall chair the council.

TITLE: Required

CONTENT: Strongly advised



MODEL D Apostolic Council-Pastor-Board Governance Model Bylaws

Importance

Section 3. Appointment

The members of the council shall be appointed by the regional board in consultation with the lead pastor and the church's governing board.

TITLE: Required

CONTENT: Strongly Advised

Section 4. Responsibilities

- A. Provide a spiritual covering of prayer, counsel, fellowship, instruction, accountability, correction, protection, comfort, and encouragement to the lead pastor and governing board.
- B. Guide the church's governing board in the pastoral-selection process.
- C. Appoint and install lead pastors.
- D. Serve as an investigative forum and decision-making body regarding complaints or accusations, other than those involving violations of the Open Bible Manual, against the lead pastor and members of the governing board.
- E. Refer oversight of investigation and decision making to the regional board if it is determined the lead pastor is guilty of violations of the Open Bible Manual.
- F. Serve as the initial court of appeals for all decisions of the governing board.
- G. Review and ratify all appointments of members to the church's governing board.
- H. Arbitrate conflicts at the request of the lead pastor or governing board.

TITLE: Required

CONTENT: Strongly advised

ARTICLE 7. 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.

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.

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.

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.

Section 3. Pastoral-Selection Process

The pastoral-selection process shall be conducted as prescribed in the Open Bible Manual for churches under the governance of the apostolic council-pastor-board model. The process will be under

TITLE: Required

CONTENT: Required

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



MODEL D Apostolic Council-Pastor-Board Governance Model Bylaws

Importance

the guidance of the apostolic council in consultation with the regional executive director or representative.

Section 4. Pastoral Review

The governing board shall biennially review the lead pastor for purposes of providing positive feedback, suggesting areas needing attention or correction, and recommending continuation of service to the apostolic council.

TITLE: Required

CONTENT: Required

Section 5. Duties

The lead pastor shall:

TITLE: Required

CONTENT: I Required

A-H Recommended

- A. Be the spiritual and corporate leader of the church. The lead pastor shall minister to the spiritual needs of and guard the membership and partnership against dissension and be devoted to the mission of the church.
- B. Call and lead meetings of the governing board.
- C. Consistently work to strengthen Christian life among the members and partners 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 and 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, apostolic council, and regional executive director prior to resignation.

Section 6. Financial Support

TITLE: Required

CONTENT A: First two sentences-Required

LAST SENTENCE: Recommended

The apostolic council 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

- 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 apostolic council, which 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



MODEL D Apostolic Council-Pastor-Board Governance Model Bylaws

Importance

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 for pastors and staff personnel upon the presentation of receipts.
- E. Severance Package** – The governing board shall, with the aid of the apostolic council, develop a reasonable severance package and appropriate farewell considerations for the departing lead pastor who has honored Open Bible's ministerial covenant of ethics for departing pastors.

Section 7. Interim Pastor

In a case of emergency or when a church is without a pastor, the apostolic council, in consultation with the regional board, shall have the power to 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.

Section 8. Charges and Violations

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

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

TITLE: Required

CONTENT: Required

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.



MODEL D Apostolic Council-Pastor-Board Governance Model Bylaws

Importance

ARTICLE 8. GOVERNING BOARD

Section 1. Eligibility

Members of the governing board shall be individuals whose character is consistent with the qualifications in 1 Timothy 3:1-13 and Titus 1:6-9 and who demonstrate the gifting, ability, and maturity necessary to fulfill their duties. (Romans 12; 1 Corinthians 12:28-31.) A qualified candidate shall be an active partner in good standing of the church for not less than 12 months.

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.

Section 3. Appointment and Ratification Process

Members of the governing board shall be appointed by the lead pastor and ratified by the apostolic council.

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.

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 apostolic council, 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.

Section 6. Responsibilities of Governing Board

The governing board shall:

- 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.

TITLE: Required

TITLE: Required

CONTENT: Recommended

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.

TITLE: Required

CONTENT: Member ratification Required

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

TITLE: Required

CONTENT: Recommended

TITLE: Required

CONTENT: Recommended

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

LAST PHRASE: Required

TITLE: Required

CONTENT: Strongly Advised

A: Required



MODEL D Apostolic Council-Pastor-Board Governance Model Bylaws

Importance

- 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. Recommend lead pastor appointments to the apostolic council.
- E. Conduct a biennial review of the lead pastor as prescribed in these bylaws.
- F. Sign legal papers such as deeds, mortgages, and leases that have been approved in accordance with these bylaws.
- G. Discipline partners as prescribed in these bylaws.
- H. Sell, lease, mortgage or otherwise encumber property of the church upon obtaining counsel of the regional executive director.
- I. Assure accurate monthly records of the financial receipts and expenditures of the church are maintained and reported. Review all financial reports monthly.
- J. Appoint all staff pastors and other personnel, both paid and unpaid, upon recommendation of the lead pastor.
- K. Approve the development and discontinuance of church ministries or departments and committees, which shall be appointed by, accountable to, and their responsibilities and authority defined by the lead pastor and governing board.
- L. Communicate and coordinate with the apostolic council 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. Copies of all biennial reviews shall be submitted to the chair of the apostolic council.

- A. **Satisfactory** – Upon completion of a satisfactory biennial review, the governing board shall notify the apostolic council and regional executive director of the pastor's continued service.
- B. **Unsatisfactory** – Upon completion of an unsatisfactory biennial review the governing board may recommend to the apostolic council the pastor's term of service cease. The lead pastor's final day of service shall be no later than 30 days after notice has been given. The lead pastor may appeal to the apostolic council.
- 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 apostolic council in resolving the conflict.

Section 8. Accountability

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

TITLE: Required

CONTENT: Required

TITLE: Required

CONTENT: Strongly Advised



MODEL D Apostolic Council-Pastor-Board Governance Model Bylaws

Importance

Section 9. Discipline

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

TITLE: Required

CONTENT: Required

Section 10. Dismissal

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

TITLE: Required

CONTENT: Required

Section 11. Meetings and Quorum

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 9. 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



MODEL D Apostolic Council-Pastor-Board Governance Model Bylaws

Importance

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 3:1-7. Individuals appointed to full-time ministry roles shall be credentialed ministers in good standing with Open Bible Churches.
- 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 10. 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.

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

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



MODEL D Apostolic Council-Pastor-Board Governance Model Bylaws

Importance

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 partners by partners for any cause without the consent of the pastor or governing board.

TITLE: Required

CONTENT: Required

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.

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.

Section 5. Disbursements

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.

TITLE: Required

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 Internal Revenue Code as it applies to 501(c)(3) corporations.

TITLE: Required

CONTENT: Required



MODEL D Apostolic Council-Pastor-Board Governance Model Bylaws

Importance

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. Fiscal Year

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

TITLE: Required

CONTENT: Strongly Advised

Section 9. Audit Review

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

TITLE: Strongly Advised

CONTENT: Strongly Advised

ARTICLE 11. 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 otherwise encumbered without first receiving counsel from the regional executive director.

TITLE: Required

CONTENT: Required

ARTICLE 12. RESOLUTION OF DISPUTES

Scripture instructs Christians to handle church disputes within the church, not in civil courts. (1 Corinthians 6:1-8.) If a partner feels there is an offense or misunderstanding with another partner, 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.

TITLE: Strongly Advised

CONTENT: Strongly Advised

- 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 people 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. Apostolic Council Mediation** – In the event of a dispute between a member or partner and the pastor or governing board, the pastor or governing board may request the apostolic council to mediate the dispute.
- D. Abiding by Mediation** – All individuals involved in the mediation shall agree to abide by the outcome of mediation. Failure to do so may be grounds for discipline.

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 partners cannot be required to yield up their legal rights to sue. However, by including this procedure in your bylaws, which all regular partners are to receive and explaining the procedure in your partners, partners should understand how disputes are to be addressed. It is important for this procedure to be established before disputes occur.



MODEL D Apostolic Council-Pastor-Board Governance Model Bylaws

Importance

ARTICLE 13. 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 (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 partner, member of the governing board, officer of the corporation, or any other private individual.

Section 2. Withdrawal

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 partners about withdrawal.

ARTICLE 14. 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, apostolic council, regional board of directors, and national board of directors.

Section 2. Amendments

The lead pastor and governing board shall submit all proposed bylaw amendments to the apostolic council and regional executive director. The proposed amendments must be preapproved by the secretary of Open Bible Churches prior to adoption by the governing board. Upon approval by the governing board, the proposed amendments shall be filed with the regional executive director and the

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 decease, 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

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.



MODEL D Apostolic Council-Pastor-Board Governance Model Bylaws

Importance

secretary of Open Bible Churches. Only amendments approved by and filed with Open Bible Churches shall be valid.

ARTICLE 15. 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.

TITLE: Strongly Advised

CONTENT: Strongly Advised