

**CHRIST CHURCH OF DUBUQUE
CONSTITUTION AND BY-LAWS**
(Final Draft 05/20/05)

**ARTICLES OF INCORPORATION
OF
CHRIST CHURCH OF DUBUQUE
TO THE SECRETARY OF STATE OF THE STATE OF IOWA**

The undersigned, acting as incorporator of a corporation organized under the Iowa Nonprofit Corporation Act, Chapter 504A of the 2003 Code of Iowa, as amended, hereby adopt the following Articles of Incorporation for such corporation.

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Article I:
NAME

Christ Church of Dubuque

Article II:
REGISTERED OFFICE AND REGISTERED AGENT

The address of the Registered Office of the Corporation is 10108 Higley Drive, Peosta, IA 52068, and the name of its initial Registered Agent at such address is Robert J. “Chip” Gatto.

Article III:
OBJECTS AND PURPOSES

The corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to promote and advance such purposes by any activity in which a nonprofit corporation organized under the Iowa Non Profit Corporation Act may engage, exclusively, either directly or by engaging in activities that support or benefit one or more supported organizations as permitted under Section 509(a)(3) of the Code.

Article IV:
OUR BELIEFS

Section 1. Vision

In formulating a vision statement, two basic questions must be asked: “Who are we?” and “Why do we exist?”. Being a Bible believing people, we must first and foremost look to God’s word for the answers. An inductive survey of the Bible bears out the following summary statements in response to these two questions:

We are God’s people under Jesus the Lord, who are formed and sustained by God’s word alone, as rightly understood and applied with the aid of the Holy Spirit.

We exist to proclaim God’s excellencies in both word and deed to one another (INWARD), to the world (OUTWARD), and to God Himself (UPWARD).

First Peter 2.9 best exemplifies these statements and thus serves as the basis for what follows.

But you are a CHOSEN RACE, a royal PRIESTHOOD, A HOLY NATION, A PEOPLE FOR God’s OWN POSSESSION, that you may proclaim the excellencies of Him who has called you out of darkness into His marvelous light.

The reason that this passage is so important for understanding the purpose of the church is because it expressly states what that purpose is. The apostle Peter is saying that this particular group of people has been brought into existence for a purpose and that purpose is to proclaim God’s excellencies. This is why the church exists.

And just who is this particular group? The passage tells us that it is “a chosen race, a royal priesthood, a holy nation, a people for God’s own possession.” All these terms are used in the Old Testament to describe God’s people (Ex 19.5-6, Is 40.20) who he delivered from the bondage of slavery in Egypt and brought to himself in a covenant relationship at Mount Sinai. The apostle Peter applies these terms to the readers of his letter — mostly Gentiles — informing them that the Old Testament people of God and the NT people of God are now one

people, the church. The church is no more and no less than *the people of God*. The use of the word *ekklesia* in both the Old Testament (translated ‘assembly’) and the New Testament (translated ‘church’) also supports the idea that the Old Testament people of God are continuous with the New Testament people of God (the church). Consequently, the *church* exists as one organic entity spanning both time and space. (Especially compare 1 Pt 2.9, Is 43.21 and Ac 20.28; cf. Heb 12.22-24). Entrance into the community of God’s people (the church) has always been by faith (Gn 12.3). In the Old Testament a person entered by faith in the redemptive work of God through the Messiah *to come*. In the New Testament a person enters by faith in the redemptive work of God through the Messiah who *has come* and who *will come* again. The men, women and children from every nation, tribe and tongue who have exercised such faith from the beginning of creation belong to the *universal church* as the people of God.

Additionally, in the instances where *ekklesia* (‘church’) is used in the NT, some 75% of its occurrences refer to the *local church*. The writers of the NT treat the local church as if it were *the church*. In other words, they considered each local church as if it were the whole church containing the means (gifts) necessary to carry out its duties here on earth. This does not deny the fact that churches cooperated with each other (cf. Ac 15; 2 Co 8.18, 19; Col 4.15; etc.) or that local churches were aware of the universal church — their relationship to it and its being the ultimate goal of redemptive history (Eph. 1.20f; Heb 10.19-25) – but the emphasis concerning the day-to-day work of the church is predominantly placed on the *local church*.

Consequently, the *local church* (in its submission *to* and mediation *of* God’s word) is the primary means God intends to use for accomplishing the following purposes:

1. The salvation of the lost (outward)
2. The edification of his people (inward)
3. The worship of his great name (upward)

The Reformers established at least two and some three marks of the *local church*: 1) *the true preaching of the word*, 2) *the right administration of the sacraments*, and 3) *the faithful exercise of discipline*. While certainly including these things, the marks of the church are more extensive than this. The Heidelberg Catechism admits this fact when it states in Art. XXIX, “in short, if all things are managed according to the pure Word of God” the church is present.

As stated above, the church is formed and sustained by the word of God (cf. Ex 19.5; Dt 6.4-9; 8.3; Ro 10.14-17; 2 Cor 4.3-6 [cf. Gn 1.1ff]; 1 Ti 4.11-16; Heb 8.10; Jas 1.18; 1 Pt 1.23; 2.2;). The church is a community differentiated from the world through God’s covenant with them. This covenant is defined only in his word, the Bible. Thus, without the Bible, there could be no church.

If the church’s purpose is to proclaim God’s excellencies, we must determine what those excellencies are. The passage gives us a hint in the phrase “who called you out of darkness into his marvelous light”. A fuller understanding of these excellencies is revealed when the Old Testament background to this statement is brought forward. As was mentioned earlier, most of the terms used to describe God’s people in 1 Peter 2.9 come from Exodus 19.5-6. In that context, the people of God were called not out of spiritual darkness, but out of physical bondage. Nevertheless, the bondage which they experienced was a foreshadowing of God’s ultimate intention to bring his people out of the slavery or dominion of Satan to service to himself. The bottom line is that these excellencies are inextricably connected with deliverance or salvation. Proclaiming them is merely the response of God’s people to his saving acts in their lives (cf. Eph 1.3-12; 3.8-12; Ro 15.6-13; 1 Cor 10.31; Phil 1.11; 2.11).

That God’s excellencies are intimately connected with his acts of deliverance is born out by observing how the Old Testament term for proclamation (*saphar*) in Isaiah 43.21 is used throughout the Old Testament and particularly in the Psalms (Ex 9.16; 10.2; Ps 9.14; 19.1; 22.22; 48.13; 78.4, 6; 79.13; 96.2, 3; Is 42.12). The following quote from the New International Dictionary of Old Testament Theology and Exegesis is very helpful here:

[*saphar*]... finds explicit and preeminent theological relevance in the Psalter... There it constitutes a verbal act of worship or praise. It is a laudatory recital or declaration of God's saving deeds and character, termed variously: his wonders (Ps 9.1; 26.7; 40.5; 75.1), work or acts (44.1; 73.28; 107.22; 118.17), glory (96.3), righteousness (71.15), loyal love (88.11), greatness (145.6). This recounting offers as the focus of Israel's worship, Yahweh, the praiseworthy Savior who rescues the life of the community gathered in praise of his name...

One of the things that is so significant about this definition is that it shows us God's attributes, i.e. glory, righteousness, love, and greatness in light of his redemptive acts. In other words, God's excellencies are not just brute facts about God, but facts *in action*. Thus our proclamation is to be about God's attributes in action *as they are presented and defined in the word of God and as they find their preeminence in Jesus Christ*.

In the purpose statement above the objects of the church's proclamation are listed as "one another, the world, and God himself". The reason for this expansion of 1 Peter is due again to the use of the term *saphar* in the passages cited. As you read through these passages, it is clear that these three groups are to be the recipients of the proclamation. When we proclaim God's excellencies to other Christians (inward), they are edified (Eph 4.11-16). In proclaiming God's excellencies to non-Christians (outward), they are saved (Mk 5.18-20). And finally, in proclaiming God's excellencies back to him (upward) we are *worshipping* him; it is our recognition and confession before God of his excellencies. Thus to be well balanced as a church, each of these dimensions of proclamation must be doggedly pursued.

One last observation must be made about the idea of proclamation and that concerns *how* this proclamation is to be made. In studying the biblical passages and terms that deal with proclamation, it cannot be denied that the predominant means for proclaiming is verbal. However, there is no doubt that proclamation is also communicated in non-verbal ways (1 Pt 2.11-12; 3.1, 13-16; Mat 5.13-14). Therefore, we must live our lives under the lordship of Jesus Christ recognizing that God's grace includes not only the forgiveness of sins, but the regeneration of our hearts unto good works (Ephesians 2.10; James 2.20-26; 1 Pt 1.15-16, etc.). This non-verbal proclamation also has as its object the inward, outward and upward dimensions.

The statements above are a summary of the vision and are at the heart of everything that follows in this constitution. In all that we do as a church, these statements must be the gauge by which our success as a church is measured and the determiner of any present and future ministries.

We firmly believe that the vision for our church ought to inform and motivate all that we do at Christ Church of Dubuque. It is a worthy goal that every partner¹ thoroughly know what our vision is and his or her place in bringing about that vision.

Section 2. Doctrinal Statement

We believe...

1. The Scriptures, both Old and New Testaments, to be the inspired Word of God, without error in the original writings, the complete revelation of His will for the salvation of men and the Divine and final authority for Christian faith and life. (2 Timothy 3.16-17, 1 Thessalonians 2.13, 2 Peter 1.19-21)
2. In one God, Creator of all things, infinitely perfect and eternally existing in three persons: Father, Son and Holy Spirit. (2 Corinthians 13.14, Matthew 28.19, John 14.26 & 15.26, 1 Peter 1.2)
3. That Jesus Christ is true God and true man, having been conceived of the Holy Spirit and born of the

¹The term "partner" is used in place of *member* throughout this document (cf. Article VI: Partnership)

Virgin Mary. He died on the cross, a substitutionary sacrifice for our sins according to the Scriptures. Further, He arose bodily from the dead, ascended into heaven, where, at the right hand of the Majesty on High, He is not only now our High Priest and Advocate (John 1.1-14, 1 Corinthians 15.3-4, Acts 4.10-12), but also the King over every authority in heaven and earth (Ephesians 1.20-23, etc.).

4. That the ministry of the Holy Spirit is to glorify the Lord Jesus Christ and, during this age, to convict men, regenerate sinners, and indwell, guide, instruct and empower the believer for godly living and service. (John 16.5-15; Titus 3.5)
5. That man was created in the image of God but fell into sin and is, therefore, lost, and only through regeneration by the Holy Spirit can salvation and spiritual life be obtained. (Genesis 1.27-31, Romans 5.12, Ephesians 2.1-5)
6. That the shed blood of Jesus Christ and His resurrection provide the only ground for justification and salvation for all who believe, and only such as receive Jesus Christ are born of the Holy Spirit and, thus become children of God. (Ephesians 1.7, Romans 3.24, Mark 10.45, 2 Corinthians 5.21, 1 Peter 3.18 & 2.24)
7. That water baptism and the Lord's Supper are ordinances to be observed by the Church. They are, however, not to be regarded as means of salvation. (Matthew 5.17-18 & 28.19, 1 Corinthians 11.24-26)
8. That the true Church is composed of all such persons who through saving faith in Jesus Christ have been regenerated by the Holy Spirit and are united together in the Body of Christ of which He is the Head. (John 3.5)
9. That only those who are, thus, partners of the true Church shall be eligible for partnership in the local church. (John 3.5)
10. That Jesus Christ is the Lord and Head of the Church. (Ephesians 1.22 & 5.23-24)
11. In the sure and certain bodily return of our Lord Jesus Christ to judge the living and the dead and that this "Blessed Hope" has a vital bearing on the personal life and service of the believer. (Matthew 25.31-46, 1 Corinthians 5.10)
12. In the bodily resurrection of the dead; of the believer to everlasting blessedness and joy with the Lord; of the unbeliever to judgment and everlasting conscious punishment. (1 Thessalonians 4.13-18, Acts 1.11, 2 Peter 3.10-13)

Article V:
GOVERNMENT

Section 1. Leadership

Part A. Pastors / Elders

The Bible does not differentiate between pastors and elders but uses the terms interchangeably. Thus all pastors are to meet the qualifications for elder (see below). However, pastors are to be remunerated for laboring "hard at preaching and teaching" (1 Timothy 5.17) and are to be devoted to the full-time vocation

of shepherding the flock at CCD². Unless otherwise specified, “elder” will refer to both pastors and elders and the term “Council of Elders” will refer to the formal body of elders of CCD.

1. Qualifications

Every elder must meet the qualifications listed in 1 Timothy 3.1-7 (cf. Titus 1.5-9).

1 It is a trustworthy statement: if any man aspires to the office of overseer, it is a fine work he desires [to do.] 2 An overseer, then, must be above reproach, the husband of one wife, temperate, prudent, respectable, hospitable, able to teach, 3 not addicted to wine or pugnacious, but gentle, uncontentious, free from the love of money. 4 [He must be] one who manages his own household well, keeping his children under control with all dignity 5 (but if a man does not know how to manage his own household, how will he take care of the church of God?); 6 [and] not a new convert, lest he become conceited and fall into the condemnation incurred by the devil. 7 And he must have a good reputation with those outside [the church,] so that he may not fall into reproach and the snare of the devil.

Several points of clarification are necessary. First, it is understood that God has reserved the position of elder for *men* – men who “desire” to do the work. Second, he must be characterized as a “one woman man” and not necessarily as having only been married once. Third, his ability to teach is further defined in Titus 1.9 as the ability to “exhort in sound doctrine and to refute those who contradict” but with “gentleness” (cf. 2 Timothy 2.24-25). Therefore, elders must earnestly desire and seek to sharpen their abilities to rightly handle God’s word through both formal and informal training. Fourth, it is “new converts” and not “young men” who are disallowed from serving as elders. While it is most prudent to have older men as elders (the term itself implies this), it is not unbiblical to place a young man in this position, Timothy himself as an example.

2. Responsibilities

- (a) Preaching and Teaching (2 Timothy 4.2; Acts 6.4a)
- (b) Managing and Caring for the Church (1 Timothy 3.4-5, 15; 1 Peter 5.1-4)

This includes, but is not limited to the following...

- (i) Appointing and determining the number of deacons
 - (ii) Determining the need for, establishing of, and overseeing of committees
 - (iii) Determining an annual budget for the church
 - (iv) Evaluating and nominating candidates for partnership in the church and reporting on any changes in the status of partners
 - (v) Acting as Ordination Council for the purpose of examining and ordaining suitable men unto gospel ministry
- (c) Protecting the Church (Hebrews 13.17; Acts 20.21)

²The elders may chose to employ the services of a part time pastor(s) if in their estimation doing so would further the ministries of CCD.

(d) Praying for the Church (Acts 6.4b)

3. Appointment to Service

(a) Pastors

The Senior Pastor will have the responsibility of selecting his pastoral staff. The Council of Elders will personally interview or otherwise assess with due diligence the qualifications of any candidate presented by the Senior Pastor. A candidate must be approved by a 2/3 vote of the Council of Elders.

If there is no Senior Pastor, the Council of Elders will identify a candidate for the position and will proceed with the process described above.

The Council of Elders will present the candidate to the congregation in a manner appropriate to the candidates potential role within the church after which the partners of the congregation must affirm the candidate by a 3/4 vote.

If the candidate is approved, the Council of Elders shall discuss and offer a remuneration package to the candidate.

(b) Elders

Prior to the annual meeting, the Council of Elders will identify elder qualified men from among the congregation to serve on the Council of Elders. Each candidate will be thoroughly interviewed by the Council of Elders according to the qualifications listed above. A candidate who receives 2/3 approval from the Council of Elders will be presented to the partners of the congregation at the annual meeting. If the congregation affirms the candidate by a 3/4 vote, the candidate will assume his responsibilities beginning with the next regularly scheduled meeting of the Council of Elders.

4. Tenure

Elders will serve as elders until such time as they chose or are asked to step down by their peers for not adequately performing their responsibilities.

5. Meetings

(a) Rules of Meeting

(i) Frequency of Meeting

The Council of Elders shall meet as needed but shall endeavor to meet no less than once a month for the purpose of prayer, edification, and leadership direction.

(ii) Meeting Moderator

The Senior Pastor shall serve as the moderator of the meetings of the Council of Elders. In meetings where the Senior Pastor will not be present, the Senior Pastor will ask another Elder to serve as moderator.

(iii) Quorum

A majority of the Council of Elders shall constitute a quorum for the transaction of business at any meeting of the Council of Elders. If less than half of the members of the Council are present, a majority of the members present may adjourn the meeting to another time.

(iv) Manner of Acting

It shall be the practice of the Council of Elders to seek unity in all matters of church life through discussion, prayer, and, if necessary, fasting. However, it is recognized that differences of opinion and position can be held without the breaking of fellowship. At such times, any member of the Council of Elders may call for a vote to resolve such differences. If the call for a vote is seconded, a vote will be taken. Votes may be cast yes, no, or abstention. In such circumstances, decisions will be determined by a majority vote (unless otherwise specified) of the Council.

(v) Meeting Minutes

Written minutes of the meeting of the Council of Elders shall be compiled by an elder and approved prior to the beginning of the next regularly scheduled meeting by the Council of Elders. Such minutes must contain at a minimum a description of the issues voted on.

(b) Special Meetings of the Council of Elders

Special meetings of the Council of Elders may be called by the request of any member of the Council.

6. Delegation and Organization

Changes to the organizational structure of leadership may become necessary as CCD enters new phases of growth. It is the right and privilege of the Council of Elders to create a structure of leadership that best fits the present size and needs of the church body. The Council of Elders at their discretion may form various committees to carry out various tasks. The Council shall determine the job descriptions and composition of these committees. All such committees are responsible to the Council of Elders and shall submit written minutes of their meetings to the Council.

7. Removal from Service

An elder may be removed from service under the following circumstances. The Council of Elders has the sole authority to remove an elder from service.

(a) Leave of Absence

An elder may request a leave of absence.

(b) Resignation

An elder may resign upon written notice to the Council of Elders.

(c) Failure to fulfill obligations

The Council of Elders may remove an elder from his position of service if in its estimation an elder is not adequately performing his obligations. The Council shall earnestly endeavor to encourage

and exhort a fellow elder prior to such action.

(d) Church Discipline

In order to consider the removal of a pastor for church disciplinary reasons, there must be an accusation brought against the pastor by two or more witnesses (1 Tim. 5:19). If such an accusation is brought, the Council of Elders shall conduct a reasonable inquiry concerning the matter and shall resolve whether the issue is founded by a 2/3 vote.

Furthermore, if indeed the accusations are founded and the man refuses either verbally or by action to comply with the demands of the Council of Elders, he shall be brought before the congregation at any regular or special meeting and, in accordance with God's Word (1 Tim. 5:20a), his sin revealed and rebuked. This will be done so that the partners of the church themselves may be conscious of the gravity of sin and fearful of sinning (1 Tim. 5:20b).

Part B. Deacons

1. Qualifications

The qualifications for deacons are as described in 1 Timothy 3.8-13:

8 Deacons likewise *must be men of dignity, not double-tongued, or addicted to much wine or fond of sordid gain, 9 but holding to the mystery of the faith with a clear conscience. 10* And let these also first be tested; then let them serve as deacons if they are beyond reproach. **11** Women^a *must likewise be dignified, not malicious gossips, but temperate, faithful in all things. 12* Let deacons be husbands of *only one wife, and good managers of their children and their own households. 13* For those who have served well as deacons obtain for themselves a high standing and great confidence in the faith that is in Christ Jesus. (NASB)

^aOr wives

A few points of clarification are necessary. First, as is the case with elders, deacons are to be men. Second, they are not required to be able to teach, but rather to be firm in the faith. Third, as footnoted in the passage, "women" is understood here to be the wives of deacons. Fourth, a deacon must be characterized as a "one woman man" and not necessarily as having only been married once.

2. Responsibilities

The implementation of CCD's service ministry falls largely on the shoulders of the deacons³. The reason for this conclusion is twofold. First, the word for deacon in the Bible is used of "a person who renders *service*" (Greek-English Lexicon of the New Testament). Applying the principle of Acts 6.1-6 to ministry today, the primary role of deacons is to serve in such a way as to free up the pastors and elders to carry out their duties.

Therefore, the deacons will be responsible for carrying out the work that the Council of Elders may assign to them.

3. Appointment to Service

If the Council of Elders should determine that its oversight of the congregation requires the services of

³This does not exclude Christian service which is required from all of God's people (cf. Eph 4.11-16). The deacons *coordinate* God's people to serve while the primary role of the pastors and elders is to equip them to do so.

deacons, it will direct the congregation, at the next annual meeting (or a special meeting if the elders should deem it necessary), to discern from among the men of the congregation those meeting the qualifications listed above (cf. also Ac 6.3). The names of these men shall be written down by the individual partners of the congregation and collected for the consideration of approval and appointment to service by the Council of Elders.

4. Tenure

The tenure of a deacon shall be three years.

5. Meetings

(a) Rules of Meeting

(i) Frequency of Meeting

The Deacon Committee shall meet as needed but shall endeavor to meet no less than once a month for the purpose of prayer, edification, and leadership direction.

(ii) Meeting Chair

The meeting chair for the Deacon Committee shall be determined on an annual basis by a simple majority vote of the Deacon Committee. This vote shall be taken in the month following the annual meeting.

(iii) Quorum

A majority of the Deacon Committee shall constitute a quorum for the transaction of business at any meeting of the Deacon Committee. If less than half of the members of the Committee are present, a majority of the members present may adjourn the meeting to another time.

(iv) Voting

Decisions will be determined by a majority vote.

(v) Meeting Minutes

Written minutes summarizing the main points of the Deacon Committee' meeting agenda shall compiled by a Deacon and filed by the Deacon Chair for future reference. A copy of these minutes will also be given to the Council of Elders by the Chairman of the Deacon Committee.

(b) Special Meetings of the Deacon Committee

Special meetings of the Deacon Committee may be called by Chairman of the Committee.

6. Reporting

The Chairman of the Deacon Committee may be requested to meet with the Council of Elders each month to summarize the general and at times specific ministry efforts being made on behalf of the congregation.

7. Removal from Service

(a) Authority to Remove a Deacon

The removal of a deacon shall be the sole responsibility of the Council of Elders.

(b) Grounds for the Removal of a Deacon

(i) As the result of a request for a temporary leave of absence.

(ii) As the result of a request for resignation.

(iii) As a result of not satisfactorily fulfilling his obligations as a deacon.

(iv) As the result of church discipline.

Part C. Church Officers

1. Secretary & Treasurer

(a) Guidelines of Office

(i) Selection and Election

The Council of Elders shall appoint the Secretary and Treasurer.

(ii) Tenure

The offices of Secretary and Treasurer shall have a tenure of one year.

(iii) Resignation

A church officer may resign by giving written notice to the Council of Elders.

(iv) Removal

1) Authority to Remove an Officer

The removal of a church officer shall be the sole responsibility of the Council of Elders.

2) Grounds for Removing an Officer

a) As the result of a request for a temporary leave of absence.

b) As the result of a request for resignation.

c) As a result of church discipline.

d) Failure to meet the responsibilities of the appointed office.

(b) Responsibilities

(i) Secretary

1) See that all notices are duly given in accordance with the provisions of these by-laws or as required by state and federal law.

- 2) Be custodian of the corporate records; and
- 3) In general, discharge all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Senior Pastor or by the Council of Elders.

(ii) Treasurer

- 1) Monitor the financial books of the church;
- 2) Keep regular books of account;
- 3) Render to the Council of Elders from time to time as may be requested or required, an account of the financial condition of the church;
- 4) In general, discharge all duties incident to the office of Treasurer, and such other duties as may be assigned by the Senior Pastor or by the Council of Elders.
- 5) It shall be the specific duty of the Treasurer to prepare an audited annual Treasurer's report for presentation at the annual meeting.

2. Elders

Elders shall be considered as officers of CCD.

Section 2. Corporate Meetings

Part A. Meeting Guidelines

1. Notice of Meetings

The place, date, and hour of any partnership meeting shall be announced at least 30 days prior to the meeting.

2. Meeting Chair

A member of the Council of Elders shall chair meetings of the congregation.

3. Voting

Votes shall be cast by partners who are present either by a show of hands or standing indication of yes or no.

4. Quorum

A majority of those partners present at the meeting shall constitute a quorum.

5. Meeting Minutes and Recording of Vote

The Secretary of the church shall record the meeting minutes and the results of any votes taken at any meeting of the congregation. These recording are to be kept with the records of the church. In the absence of the Secretary, the Council of Elders may appoint another person to record the meeting minutes and voting results.

Part B. Annual Meeting

1. Purpose of Meeting

The partners of the church shall gather at least once a year for the purposes of approving the budget and any other matters that may be brought by the Council of Elders for a partnership vote of the church.

2. Meeting Date

An annual partnership meeting shall be held during the month of February, at such time and place as may be fixed by the Council of Elders.

Part C. Special Meetings

From time-to-time it may become necessary for the Council of Elders to convene either the congregation or just partners to conduct special business.

Article VI:
PARTNERSHIP

Section 1. Qualifications

A partner must...

1. Believe and practice the Doctrinal Statement of CCD
2. Be 18 years old or older
3. Be committed and involved in God’s work in the world through CCD
4. Not be a member of another church⁴
5. Have had a discussion with at least 2 elders of the church regarding these matters; and
6. Have read and signed the CCD Partnership Handbook (separate document)

Section 2. Partnership Privileges

Part A. Voting Partners

All partners shall be considered voting partners and are entitled to one vote on any matter submitted by the Council of Elders to the congregation. Only partners may vote.

Part B. Decisions Made by Partnership Vote

Partners may vote on the following:

1. Amendments to this constitution

⁴Any person desiring partnership who currently holds membership in another church will be considered on a case-by-case basis by the Council of Elders.

2. Approval of elders and pastors as brought forth by the Council of Elders
3. Selection of deacons
4. Approval of an annual budget
5. Construction of facilities
6. Acquisition or sale of real property
7. Special elections as called by the Council of Elders

Part C. Method of Voting

Votes shall be cast by either a show of hands or a standing indication of yes or no.

Part D. Voting by Proxy

No partners may vote by proxy. The Council of Elders reserves the right to accept written absentee votes in individual cases of regular attendees who are unable to attend a voting meeting due to exceptional circumstances.

Part E. Holding Office

Only partners of CCD shall be eligible to hold an office of the church.

Part F. Participation in Committees

Only partners of CCD shall be eligible to participate in a committee at CCD.

Section 3. Church Discipline

CCD is a body of Christian believers who hold certain biblical beliefs and standards in common. On occasion, partners of the church may conduct themselves in a manner contrary to these beliefs and standards. It shall be a high priority for the church to restore such persons into conformity with the fellowship as outlined in God's word. The oversight of church discipline shall be entrusted to the Council of Elders including removal from partnership if necessary.

Section 4. Removal

Part A. Authority to Remove a Partner

The removal of a partner shall be the sole responsibility of the Council of Elders.

Part B. Grounds for Removal of a Partner

1. Non-Participation

Any partner, who for a period of three months absents himself or herself from all services of the church without giving a satisfactory reason for such absence, may be removed from the roll of partnership by a two-thirds majority vote of the Council of Elders. Before action may be taken to remove a partner, reasonable efforts shall be made to contact the individual and to ascertain the reasons for non-participation.

2. Resignation

Any partner may resign by submitting a written resignation to the Council of Elders.

3. The Result of Church Discipline

As an act of church discipline, the Council of Elders may remove an individual from the roll of partnership at CCD.

Section 5. Reinstatement

Upon written request to the Council of Elders, the Council may reinstate a former partner to the partnership of CCD upon such terms and the Council may deem appropriate.

Article VII: **FINANCIAL POLICIES**

Section 1. Fiscal Year

The fiscal year of CCD shall begin on the first day of September each year and end on the last day of August.

Section 2. Sale of Assets

A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the church outside the normal course of business may be made only upon receiving the majority vote of the partners present at the time that such vote is taken.

Section 3. Contracts

Only duly authorized officers, as provided by these bylaws, may enter into any contract or other binding obligation on behalf of the church.

Section 4. Loans

No loans shall be contracted on behalf of the church and no evidence of indebtedness shall be issued in the name of CCD unless authorized by a majority vote of the partners present at the time that such vote is taken. Such authority may be general or confined to specific instances.

Section 5. Checks, Drafts, Etc

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of CCD shall be signed by a duly authorized church officer and in such manner as determined by the Council of Elders as set forth in the annual budget. The Council of Elders shall retain the right to make expenditures beyond what is stated in the annual budget if it deems it necessary for the advancement of the gospel notwithstanding expenditures requiring partnership approval as per this constitution. Such expenditures must be duly recorded and reflected in the balance sheet.

Section 6. Deposits

All funds of the church not otherwise employed shall be deposited from time to time to the credit of the church in such banks, trust companies or other depositories as approved by the Council of Elders.

Section 7. Books and Records

The church shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its councils and committees, and shall keep a record of the names and addresses of all council and committee partners.

Article VIII:

INDEMNIFICATION OF ELDERS AND OFFICERS

Section 1. Indemnification in Actions Other Than By or In the Right of the Church

The church may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the church) by reason of the fact that he or she is or was an Elder, Deacon, officer, employee or agent of the church, or who is or was serving at the request of the church as an Elder, Deacon, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the church, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the church, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification in Actions by or in the Right of the Church

The church may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the church to procure a judgment in its favor by reason of the fact that such person is or was an Elder, Deacon, officer, employee or agent of the church, or is or was serving at the request of the church as an Elder, Deacon, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the church, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the church, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Right to Payment of Expenses

To the extent that an Elder, Deacon, officer, employee or agent of the church has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. Determination of Conduct

Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the church only as authorized in the specific case, upon a determination that indemnification of the Elder, Deacon,

officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made (1) by the Council of Elders by a majority vote of a quorum consisting of Elders who were not parties to such faction, suit or proceeding, (2) if such a quorum is not obtainable, or, even if attainable, if a quorum of disinterested Elders so directs, by independent legal counsel in a written opinion, or (3) by the partners entitled to vote, if any.

Section 5. Payment of Expenses in Advance

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the church in advance of the final disposition of such action, suit or proceeding as authorized by the Council of Elders in the specific case, upon receipt of an undertaking by or on behalf of the Elder, Deacon, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the church as authorized in this Article.

Section 6. Indemnification not Exclusive

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Elders, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Elder, Deacon, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance

The church may purchase and maintain insurance on behalf of any person who is or was an Elder, Deacon, officer, employee or agent of the church, or who is or was serving at the request of the church as an Elder, Deacon, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the church would have the power to indemnify such person against such liability under the provisions of this Article.

Section 8. References to Church

For purposes of this Article, references to the "Church" or the "Corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had power and authority to indemnify its Elders, Deacons, officers, and employees or agents, so that any person who is or was an Elder, Deacon, officer, employee or agent of such merging corporation or is or was serving at the request of such merging corporation as an Elder, Deacon, or officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

Section 9. Other References

For purposes of this Article, references to "other enterprises" shall include employee benefit plans; reference to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the church" shall include any service as an Elder, Deacon, officer, employee or agent of the corporation which imposes duties on or involves services by such Elder, Deacon, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the church" as referred to in this Article.

Section 10. Severability

The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

Article IX:

CONSTITUTIONAL AMENDMENT PROCESS

The articles of this constitution and these bylaws can be altered, amended or repealed and new articles and bylaws may be adopted if the following occurs:

1. A proposed alteration, amendment, or repeal to the articles of this constitution or these bylaws may be brought forth by the Council of Elders.
2. If a two-thirds majority of the Council of Elders agrees with the said proposal, it will then be brought forth by the Council of Elders for a vote by the partners at the next regular meeting or any special meeting of the partners called for that purpose.
3. If a two-thirds majority of the partners present at such a vote are in favor of the proposal, it thereby alters, amends, or repeals the articles of this constitution or these bylaws.

For both the Council of Elders vote and the congregational vote, notice of the proposed amendment (including the suggested text of the change) shall be given in writing to all said parties at least twenty (20) days before the meeting at which the vote is to be taken, and shall identify the persons proposing the amendment.

Article X:

MISCELLANEOUS

Section 1. Affiliation

Christ Church of Dubuque is a self-governing, independent Bible church, under God.

Section 2. Division and Dissolution

In the case of division the title of CCD property, real and personal, shall remain with the group abiding by this constitution.