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**FOREST HILL CHURCH**  
**GOVERNANCE DOCUMENT**

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# GOVERNANCE DOCUMENT

## OF

## FOREST HILL CHURCH

### ARTICLE I

#### OFFICES

- Section 1. *Principal Office.* The principal office of the Forest Hill Church, a North Carolina nonprofit corporation and evangelical church, including its extensions (the “church”), shall be located in the State of North Carolina or any other location designated by the Council of Elders.
- Section 2. *Registered Office.* The registered office of the church required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.
- Section 3. *Other Offices.* The church may have offices at such other places, either within or without the State of North Carolina, as the Council of Elders may designate or as the affairs of the church may require from time to time.

### ARTICLE II

#### MEMBERS

- Section 1. *Members.* The members of the corporation shall be those active congregants designated by the Council of Elders at any time from time to time as members of the church (referred to herein individually, as a “Member” and collectively, as the “Members”).
- Section 2. *Member Rights.* The Members shall have only those voting and other rights expressly set forth in this Governance Document or required by law.
- Section 3. *Meetings of the Members.*
- (a) Regular Meetings. A regular meeting of the Members shall be held annually at the principal office of the church or at such other place as may be designated by the Council of Elders or 10% of the Members for the purpose of electing elders and deacons and such other business as may properly come before the Members. In addition, the Council of Elders or 10% of the Members may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings.

- (b) Special Meetings. Special meetings of the Members may be called by or at the request of the Council of Elders or 10% of the Members. Such a meeting may be held either within or without the State of North Carolina, as fixed by the persons calling the meeting.
- (c) Notice of Meetings. The Members shall receive notice of any meeting either (i) by announcement made in connection with worship services for two consecutive weekends prior to the meeting, the last announcement being at least one week prior to the meeting or (ii) in writing delivered personally or sent by United States mail, facsimile transmission or electronic mail to each Member at his address as shown by the records of the church. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If sent by facsimile transmission or electronic mail, such notice shall be deemed delivered when confirmation of delivery to the designated number or mailbox is received. Such notice need not specify the purpose for which the meeting is called. Notwithstanding the forgoing, the Council of Elders may designate in advance of any meeting of the Members any other notice period or delivery method that shall be fair and reasonable under the circumstances, and such notice period and delivery method shall be deemed valid pursuant to this Governance Document.
- (d) Waiver of Notice. Any Member may waive notice of any meeting. The attendance by a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- (e) Quorum. Fifteen percent of the Members shall constitute a quorum for the transaction of business at any meeting of the Members.
- (f) Manner of Acting. Except as otherwise provided in this Governance Document, the act of the majority of the Members present at a meeting at which a quorum is present shall be the act of the Members.
- (g) Presumption of Assent. A Member who is present at a meeting of the Members at which action on any matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the church immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

- (h) Vote by Ballot. Any action that may be taken at a meeting of the Members may be taken without a meeting if the church delivers a written ballot to each Member, which ballot may be delivered by United States mail, facsimile transmission or electronic mail, shall set forth the each proposed action and provide an opportunity to vote for or against each such proposed action. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot delivered by United States mail, facsimile transmission or electronic mail equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the same total number of votes were cast. All solicitations for votes by written ballot shall indicate the time by which a ballot shall be received by the church in order to be counted.
- (i) Discipline of Members; Termination of Membership. The Council of Elders shall approve and may from time to time modify standards for the discipline of members and the termination of membership.
- (j) Senior Pastor Membership Report. The Senior Pastor or his designee shall report to the Council any disciplinary actions involving Members and changes in the membership roll, including the designation and removal of Members. Such reports shall be delivered quarterly or as requested by the Council.

### ARTICLE III

#### COUNCIL OF ELDERS

- Section 1. *General Powers.* The Council of Elders shall be responsible for the oversight and governance of the church and its ministry and the articulation and application of church doctrine, faith and practices. The duties of the Council of Elders shall include, without limitation:
- (a) confirming, approving and guarding the vision of the church, including articulating the long-range strategic plan of the church, in consultation with the Senior Pastor;
  - (b) approving, in advance, the annual budget of the church and any material variations from such budget;
  - (c) hiring, supervising, praying for and with, encouraging, supporting and dismissing the Senior Pastor and, in consultation with the Senior Pastor Development Committee, evaluating and setting the compensation for the Senior Pastor;

- (d) adopting standards for the ordination of pastors, pastoral counselors, elders and deacons, including determining whether ordination standards from other churches and denominations shall be sufficient; and
- (e) discerning and articulating the interpretation and application of church doctrine, faith and practice.

Section 2. *Number, Term and Qualifications.* The number of elders constituting the Council of Elders shall be thirteen. The Senior Pastor shall be an ex officio member of the board of elders with full voting rights for so long as he shall serve as Senior Pastor. Each of the remaining twelve elders shall be elected for a three-year term and until his successor is elected and qualifies. The elected elders shall be divided into three classes of four elders with staggered terms. Accordingly, one-third of the elected elders' terms of office shall expire each year. Each elected elder shall be eligible to serve on the Council of Elders for two full consecutive three-year terms (provided that such elder shall be nominated and elected to a second term in accordance with the procedures set forth herein). Thereafter such elected elder must cease to serve for a least one year before being eligible for election to the Council of Elders. Any person who is elected to replace an elder whose term has expired shall be elected to serve a three-year term. Any person elected to replace an elder who dies, resigns or is removed prior to the expiration of his term shall serve for the remainder of such elder's unexpired term and also shall be eligible to serve two additional consecutive three-year terms. Each elected elder shall meet the qualifications of elders as outlined in 1 Timothy 3:1-11 and Titus 1:5-9, as determined by the Council of Elders or a committee designated for such purpose by the Council of Elders, and have been an active Member of the church for at least three years prior to election. Pastors and other church employees shall not be eligible to serve as elected elders. Elders need not be residents of the State of North Carolina.

Section 3. *Election of Elders.* Elders shall be nominated in accordance with Article IV, Section 10(b) herein and elected annually by vote of the Members; and those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected. If 5% of the Members so demand, the election of elders shall be by ballot.

Section 4. *Removal.* Any elder may be removed at any time with or without cause by the vote of 75% of the elders present at a meeting at which a quorum exists.

Section 5. *Vacancies.* Any vacancy occurring among the elders may be filled by the affirmative vote of a majority of the remaining elders even though less than a quorum or by the sole remaining elder. An elder elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 6. *Compensation.* Elders shall not be compensated for their services as such but may be reimbursed for any or all expenses incurred in attending regular and special meetings of the Council, provided that such reimbursements shall be approved by the Council.

## ARTICLE IV

### MEETINGS OF THE COUNCIL

Section 1. *Regular Meetings.* The Council of Elders shall meet at least six times annually at the principal office of the church or at such other place as the Council may designate, in accordance with a meeting schedule approved each January. In addition, the Council of Elders may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings. Regular meetings of the Council of Elders may be held without notice.

Section 2. *Special Meetings.* Special meetings of the Council of Elders may be called by or at the request of the chairman, the Senior Pastor, or two thirds of the elders then in office. Such a meeting may be held either within or without the State of North Carolina, as fixed by the person or persons calling the meeting. The person or persons calling a special meeting of the Council of Elders shall, at least twenty-four hours prior to the meeting, give written notice thereof delivered personally or sent by mail, facsimile transmission or electronic mail to each elder at his address as shown by the records of the church. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If sent by facsimile transmission or electronic mail, such notice shall be deemed delivered when confirmation of delivery to the designated number or mailbox is received. Such notice need not specify the purpose for which the meeting is called.

Section 3. *Closed Session.* The Council shall have the right and power at any meeting or any portion of any meeting to excuse any elder or other person, including members of the church staff, from participation in such meeting or portion of such meeting if the Council determines that it is in the best interests of the church for such persons to be excused, in the case of an elder, in accordance with the church's Conflict of Interest Policy or, in the case of other persons, in the discretion of the Council. The Council shall specify the reasons why such person shall be excused and provide elders with an opportunity to address the Council before such person is excused from the meeting.

Section 4. *Waiver of Notice.* Any elder may waive notice of any meeting. The attendance by an elder at a meeting shall constitute a waiver of notice of such meeting, except where an elder attends a meeting for the express

purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

- Section 5. *Quorum.* A majority of the members of the Council of Elders shall constitute a quorum for the transaction of business at any meeting of the Council of Elders.
- Section 6. *Manner of Acting.* Except as otherwise provided in this Governance Document, the act of two thirds of the elders present at a meeting at which a quorum is present shall be the act of the Council of Elders. Notwithstanding the forgoing, the Council recognizes the Bible's clear teaching on the power of love and unity in the Bible, especially among those called to be God's leaders in the church. Whenever God's leaders are operating in mutual love and unity, God's Spirit powerfully guides God's people and church in new directions and visions. Therefore, members of the Council will seek unified agreement among themselves and with the senior staff of the church on all major decisions. If there is ever disunity in respect of a major decision, the Council and staff may enter into a season of prayer and fasting to find God's will for the church and, to the extent possible, find unity among themselves. The Council will seek the input of the senior staff in its deliberations, and such input will be appreciated and valued. Above all, we will love one another, a love clearly described in I Corinthians 13:4-8.
- Section 7. *Presumption of Assent.* An elder of the church who is present at a meeting of the Council of Elders at which action on any matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the church immediately after the adjournment of the meeting. Such right to dissent shall not apply to an elder who voted in favor of such action.
- Section 8. *Informal Action by Elders.* Action taken by the elders without a meeting is nevertheless Council action if written consent to the action in question is approved by all of the elders, such approval may be evidenced by signature or electronic indicia of assent, and filed with the minutes of the proceedings of the Council, whether done before or after the action so taken.
- Section 9. *Recording of Votes.* The name of any elder dissenting to a resolution of the Council shall be recorded in the minutes of the meeting during which the vote on such resolution was taken.
- Section 10. *Standing Committees of the Council.* The standing committees of the Council of Elders shall include the Senior Pastor Development

Committee, Elder Development Committee, Finance and Risk Management Committee and Audit Committee. The Council on Elders at any time from time to time may dissolve, reconstitute or otherwise modify any standing committee named herein and/or designate additional standing committees. Each standing committee shall be chaired by an elder nominated by the Chair of the Council, in consultation with the Senior Pastor, provided that the Chair of the Council shall not serve as the chair of any standing committee. The Chair of the Council and the Senior Pastor shall nominate elders (and may nominate other Members) to serve on each standing committee. The Council, generally at its January meeting, shall approve the Chair's nominations for standing committee chairs and members. The Senior Pastor or, subject to the approval of the Council, his delegate(s) shall be a nonvoting member of each standing committee. Any standing committee to the extent authorized by law and provided in such resolution that is comprised only of elders shall have and may exercise all of the authority of the Council of Elders in the management of the church. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Council of Elders, or any member thereof, of any responsibility or liability imposed upon it or him by law. Each committee shall deliver a report of its activities to the Council of Elders annually or with such frequency as requested by the Council.

- (a) Senior Pastor Development Committee. The Senior Pastor Development Committee shall be responsible for hiring; praying for and with; supporting; encouraging evaluating; in consultation with the Finance and Risk Management Committee, compensating; and, as appropriate, dismissing the Senior Pastor. The committee also shall advise the Senior Pastor in connection with the hiring, evaluation and dismissal of other pastors. The committee shall meet regularly, at least two times per year, and as reasonably requested by the Senior Pastor or the chair of the committee.
- (b) Elder Development Committee. The Elder Development Committee shall be responsible for overseeing the process to nominate Members to serve the church as elders and deacons. It is expected that nominations for the offices of elder and deacon shall be presented as a slate to the Members for vote. Elders may be elected to the Council or the Assembly based on their particular leadership and spiritual gifts. The committee shall actively seek the input of the Senior Pastor, other church employees and the Members in preparing such slate, which slate shall be approved by the Senior Pastor and the Council of Elders before its submission to the Members for approval. The committee also shall be responsible for nominating the officers of the Council, monitoring and evaluating the performance of elders and, as appropriate, recommending the dismissal of elders to the Council of Elders. The committee shall meet as necessary.

- (c) Finance and Risk Management Committee. The Finance and Risk Management Committee shall develop and recommend to the Council the annual budget of the church, cash management and investment strategies, long range financial objectives for the church, capital expenditures, incurrence of debt, and shall develop and implement risk management strategies (including, without limitation, legal compliance, internal controls and insurance). The committee shall meet regularly, at least six times per year. The Treasurer of the church shall be the chair of the committee.
- (d) Audit Committee. The Audit Committee shall be responsible for recommending the selection of external auditors to the Council; receiving, reviewing, and forwarding to the Council the annual financial report of the external auditors; and such other matters as directed by the Council. The Chair of the Audit Committee shall serve as the Compliance Officer of the church with such duties as set forth in the Ethics Policy and as designated by the Council of Elders. The committee shall meet at least twice annually.

Section 11. *Ad Hoc Committees of the Council.* The Council of Elders, by resolution adopted by a majority of the elders present at a meeting at which a quorum is present, may authorize the formation of ad hoc committees. Such authorizing resolutions shall define generally the authority, mandate and duration of such committees. The Chair of the Council shall designate Members to serve as members of each such committee and, in consultation with the Senior Pastor, shall designate an elder to serve as the chair of each such committee. Any such committee to the extent authorized by law and provided in such resolution, that is comprised only of elders shall have and may exercise all of the authority of the Council of Elders in the management of the church. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Council of Elders, or any member thereof, of any responsibility or liability imposed upon it or him by law. Each committee shall deliver a report of its activities to the Council of Elders annually or with such frequency as requested by the Council.

## ARTICLE V

### OFFICERS

Section 1. *Officers of the Church.* The officers of the church shall consist of a Senior Pastor, a Chair, one or more Vice Chairs, a Secretary, a Treasurer and other officers as the Council of Elders may from time to time elect. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.

- Section 2. *Election and Term.* The Council shall elect each of the Chair, Vice Chair(s), Secretary and Treasurer upon nomination of the Elder Development Committee. Each of the Chair and the Vice Chair(s) shall hold office for a two-year term or until his successor shall have been elected and qualified. Neither the Chair nor the Vice Chair(s) may serve more than two successive full two-year terms. Each of the Secretary and the Treasurer shall hold office for a one-year term or until his successor shall have been elected and qualified. Neither the Secretary nor the Treasurer shall serve more than six consecutive one-year terms. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Council of Elders for the unexpired portion of the term. The Senior Pastor shall be elected by the Council of Elders, upon the nomination of the Senior Pastor Development Committee, to serve until his death, resignation or removal. Election of elders, including the Senior Pastor, shall be by two thirds vote of the elders present during a meeting at which a quorum exists.
- Section 3. *Compensation of Officers.* The compensation of all officers of the church, if any, shall be fixed by the Council of Elders and no officer shall serve the church in any other capacity and receive compensation therefor unless such additional compensation shall be authorized by the Council of Elders; provided, however, that in the case of the Senior Pastor, his compensation shall be fixed by the Council of Elders in consultation with the Senior Pastor Development Committee and the Finance and Risk Management Committee.
- Section 4. *Removal.* Any officer or agent elected or appointed by the Council of Elders may be removed by 75% vote of the elders present at a meeting at which a quorum exists whenever in its judgment the best interests of the church will be served thereby; provided that such removal shall be without prejudice to the contract rights, if any, of the person so removed; provided further that, in the case of the removal of the Senior Pastor, ten days' notice of the proposed removal shall be given to the Council and to the Senior Pastor (unless in the judgment of the Council such notice shall be contrary to the best interests of the church), the Senior Pastor shall have the right to address the Council prior to any vote in respect of his removal.
- Section 5. *Senior Pastor.* The Senior Pastor shall be the principal executive officer and spiritual leader of the church and, subject to the control of the Council of Elders, shall in general supervise and be responsible for all of the business and affairs of the church. The Senior Pastor shall report on matters of importance related to the church at each meeting of the Council of Elders and as requested by the Chair of the Council or the Council. He shall sign, with the Secretary or any other proper officer of the church thereunto authorized by the Council of Elders, any deeds, mortgages, bonds, contracts or other instruments which the Council of Elders has authorized to be executed, except in cases where the signing and execution

thereof shall be expressly delegated by the Council of Elders or by this Governance Document to some other officer or agent of the church, or shall be required by law to be otherwise signed or executed; and in general he shall perform all duties incident to the office of senior pastor and such other duties as may be prescribed by the Council of Elders from time to time.

- Section 6. *Chair.* The Chair shall preside at all meetings of the Council of Elders and in general oversee and coordinate the activities of the Council, including, without limitation, in consultation with the Senior Pastor, committee chairs and other elders, setting the agenda for all regular and special meetings of the Council.
- Section 7. *Vice Chairs.* The Vice Chair(s) shall perform such duties as from time to time may be assigned to him or them by the Chair or by the Council of Elders. In the absence of the Chair or in the event of his death, inability or refusal to act, such Vice Chair designated by the Council of Elders shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair.
- Section 8. *Secretary.* The Secretary shall (a) keep the minutes of the meetings of the Members, the Council of Elders and of all committees in one or more books provided for that purpose and, in respect of Council of Elder meeting minutes, record votes cast on all resolutions (including the names and votes of individual elders dissenting in respect of any vote); (b) see that all notices are duly given in accordance with the provisions of this Governance Document or as required by law, (c) be custodian of the corporate records and of the seal of the church, if any, and see that the seal of the church is affixed to all documents the execution of which on behalf of the church under its seal is duly authorized; and (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the Chair or by the Council of Elders.
- Section 9. *Treasurer.* The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the church; receive and give receipts for moneys due and payable to the church from any source whatsoever, and deposit all such moneys in the name of the church in such depositories; and (b) in general, perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the Chair or by the Council of Elders, or by this Governance Document.

## ARTICLE VI

### ASSEMBLY OF ELDERS

All elected elders who remain Members of the church and ordained members of the church staff shall be invited and encouraged to meet from time to time as an Assembly of Elders for the purpose of praying together, participating in Holy Communion and discussing appropriate matters related to the Church. The Assembly also shall serve the congregation by praying for and anointing the sick, interviewing new church members, ensuring the spiritual discipline of individuals in the church, and serving communion in worship services, Life Groups and to those who are sick or homebound. The chair of the Assembly of Elders shall have the right to observe all meetings of the Council of Elders (other than closed sessions, unless the chair shall then be actively serving as an elder) and shall serve as a liaison between the Council and the Assembly of Elders. The Assembly of Elders shall have no authority to manage the affairs of the church.

## **ARTICLE VII**

### **DIACONATE**

Deacons shall be charged with providing support, comfort and care to Members with particular needs. The number of deacons constituting the Diaconate shall be determined from year to year in consultation with the Senior Pastor or his designee. Each deacon shall be elected for a three-year term and until his successor is elected and qualifies. The Diaconate shall be divided into three classes of deacons with staggered terms. The deacons shall be elected by the Members in accordance with the procedures set forth in Article V hereof. Any deacon may be removed at any time with or without cause by the vote of the Council of Elders. The chair of the Diaconate shall have the right to observe all meetings of the Council of Elders (other than closed sessions) and shall serve as a liaison between the Council and the Diaconate. The Diaconate shall have no authority to manage the affairs of the church.

## **ARTICLE VIII**

### **CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS**

- Section 1. *Contracts.* The Council of Elders may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the church, and such authority may be general or confined to specific instances.
- Section 2. *Loans.* No loans shall be contracted on behalf of the church and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Council of Elders. Such authority may be general or confined to specific instances.
- Section 3. *Checks and Drafts.* All checks, drafts or other orders for the payment of money, issued in the name of the church, shall be signed by such officer or officers, agent or agents, of the church and in such manner as shall from

time to time be determined by resolution of the Council of Elders. In the absence of such resolution, such instruments shall be signed by the Treasurer.

- Section 4. *Deposits.* All funds of the church not otherwise employed shall be deposited from time to time to the credit of the church in such depositories as the Council of Elders may select.
- Section 5. *Gifts.* The Council of Elders may accept or decline, on behalf of the church, any contribution, gift, bequest or devise for the general purpose or for any special purposes of the church.
- Section 6. *Insurance.* The Council of Elders shall procure appropriate levels of insurance for the church, including, without limitation, general liability and directors and officers coverage as provided in Article X, Section 2.

## ARTICLE IX

### GENERAL PROVISIONS

- Section 1. *Seal.* The corporate seal of the church, shall consist of two concentric circles between which is the name of the church and in the center of which is inscribed SEAL; and such seal, is hereby adopted as the corporate seal of the church.
- Section 2. *Indemnification.* Any person who at any time serves or has served as an elder, officer, employee or agent of the church, or in such capacity at the request of the church for any other church, corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the church to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the church, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding.

The Council of Elders of the church shall take all such action as may be necessary and appropriate to authorize the church to pay the indemnification required by this section, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall 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, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Church as authorized in this section.

Any person who at any time after the adoption of this section serves or has served in any of the aforesaid capacities for or on behalf of the church shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this section.

In addition to the foregoing, the Council of Elders shall have the right and power to purchase and maintain insurance on behalf of any person who is or was an elder, officer, employee or agent of the church, or is or was serving at the request of the church as elder, officer, employee or agent of another church, corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the church would have the power to indemnify him against such liability.

- Section 3. *Fiscal Year.* The fiscal year of the church shall end September 30.
- Section 4. *Amendments.* Except as otherwise provided herein, this Governance Document or the church's articles of incorporation may be amended or repealed and a new governance document (or amended articles of incorporation) may be adopted by the affirmative vote of 75% of the elders then holding office at any regular or special meeting of the Council of Elders at which a quorum is present, provided that at least ten days' written notice is given of intention to alter, amend, repeal or adopt a new governance document (or articles of incorporation) at such meeting.
- Section 5. *Biannual Review.* The Council of Elders, or a committee of elders appointed for such purposes, shall biannually review the articles of incorporation, this Governance Document, and related policies and procedures to determine and recommend whether any amendment is in the best interests of the church.
- Section 6. *Books and Records.* The church shall keep correct and complete books and records and shall also keep minutes of the proceedings of the Members, the Council of Elders and committees having any of the authority of the Council of Elders. The books, records and papers of the church shall at all times, during reasonable business hours, be subject to

inspection by any elder. The articles of incorporation and this Governance Document shall be available for inspection by any elder at the principal office of the church.

Section 7. *Construction of Terms.* Where appropriate, any word denoting or referring to one gender shall be deemed to include the other gender.

Approved by the Council of Elders on June 18, 2007