BYLAWS
OF
A FREE METHODIST CHURCH

Article I
Identification

Section 1. Name. The name of the corporation is Free Methodist Church (hereinafter referred to as the “Church”).

Section 2. Principal Office. The principal office of the Church in the State of Washington shall be located at __________________, , Washington 98___. The Church may have such other offices as the Leadership Board may determine.

The Church shall have and continuously maintain in the State of Washington, a registered office, and a registered agent whose office is identical with such registered office, as required by the Washington Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office and the address of the registered office may be changed from time to time by the Leadership Board.

Section 3. Affiliation. The church is affiliated with the Free Methodist Church of North America and the Pacific Northwest Conference of the Free Methodist Church. This local congregation is subject to these parent organizations and is governed by the Book of Discipline of the Free Methodist Church of North America.

Article II
Society Members

Section 1. Classes of Members. The Society of the Church shall have classes of members as provided in the Book of Discipline. The designation of such classes, the qualifications and rights of the members of such classes, and the regulation of membership shall be in accordance with the Book of Discipline.

Section 2. Annual Meeting. An annual meeting of the Society shall be held during the month of _____________ or at such time as may be determined by the Leadership Board or the Senior Pastor in each year. The purpose of the annual meeting shall be for electing the members of the Leadership Board and for transacting such other business as may come before the meeting. If the election of the Leadership Board shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Leadership Board or Senior Pastor shall cause the election to be held at a special meeting of the Society as soon thereafter as conveniently may be.

Section 3. Special Meetings. Special meetings of the Society may be called by the Senior Pastor, the Leadership Board, Conference Superintendent or the Bishop.
Section 4. **Place of Meeting.** All meetings of the Society shall be held at the Church or at such place as may be determined by the Leadership Board or the Senior Pastor.

Section 5. **Notice of Meetings.** Written notice stating the place, day, and hour of any meeting of the Society shall be publicly announced at the Church and delivered, personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the Senior Pastor, the Secretary, or those calling the meeting. In case of a special meeting, or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Church, with postage thereon prepaid.

Section 6. **Quorum.** The number of the members eligible to vote who are present at a meeting shall constitute a quorum at such meeting. Members may participate in a meeting of the Society by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 7. **Manner of Acting.** A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws. Absentee voting or voting by proxy shall be not be permitted.

**Article III**

**Leadership Board**

Section 1. **General Powers.** The affairs of the Church shall be managed by its Leadership Board. The name “Leadership Board” shall be the equivalent to the “Local Board of Administration,” “Official Board” and “Trustees” in the *Book of Discipline* and “Board of Directors” in the Washington Nonprofit Corporation Act. In general, the Leadership Board shall be responsible for the spiritual leadership of the Church as well as establishing policies, goals and long-range plans of the Church.

Section 2. **Number, Tenure and Qualifications.** In accordance with Paragraph 6100 A1. of the *Book of Discipline*, the Church has an alternate plan of organization with a Leadership Board.

The Leadership Board shall consist of:

a. The Senior Pastor;
b. The First Delegate who is elected from and by the Society to represent the Church at the Annual Conference; and
c. Six (6) individuals who are elected from and by the Society.

Any person shall cease to be a member of the Leadership Board when such person fails to meet the qualifications for the capacity for which he or she was elected.
Except as hereinafter provided with respect to the initial division of Leadership Board into classes, each member of the Leadership Board, except for the Senior Pastor and First Delegate, shall be elected for a three-year term. Such members, except for the Senior Pastor and First Delegate, shall not be eligible for re-election for a successive term until after a one-year hiatus from his or her prior membership on the Leadership Board.

The First Delegate shall be elected for a term of one year. An individual shall be eligible for re-election to this office for successive one-year terms without limitation if he or she continues to meet the qualifications prescribed by these bylaws.

Members of the Leadership Board shall be divided into three (3) classes as equal in number as possible which shall be designated Class I, Class II, and Class III respectively. At the annual meeting of the Society held in __________ 201__, two members shall be appointed to Class I for a term of one year; two members shall be appointed to Class II for a term of two (2) years; and one member shall be appointed to Class III for a term of three (3) years. Upon expiration of the initial term of each class, members elected in each class shall be appointed for a term of three years.

An individual may serve on the Leadership Board providing he or she is a professing and practicing Christian, a regular worshiper, a full member of the Society, a tither, and possesses the characteristics for leadership set forth in the Scriptures, including I Timothy 3:1—14 and Titus 1:5—9. Individuals who are immediate relatives (such as but not limited to husband and wife or parent and child) of another member of the Leadership Board or who are employees of the Church, except for the Senior Pastor, are not eligible to serve on the Leadership Board.

Section 3. Nominations and Elections. At least sixty (60) days prior to the annual meeting of the Society, recommendations for nominations to the Leadership Board will be made by members of the congregation who need not be members of the Church. The Leadership Board shall ascertain the willingness and qualifications of those nominated and submit a slate of candidates to the Society for election.

Section 4. Regular Meetings. A regular annual meeting of the Leadership Board shall be held during the month of January of each year at such time and place as the Leadership Board shall provide by resolution without other notice than such resolution. The Leadership Board may provide by resolution the place, date, and hour for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Leadership Board may be called by or at the request of the Chairman or any two (2) members thereof. The person or persons authorized to call special meetings of the Leadership Board may fix the place, day, and hour for holding any special meeting of the Leadership Board called by them.

Section 6. Notice. Notice of any special meeting of the Leadership Board shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail to each member of the Leadership Board at his or her 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. Any member of the Leadership Board may waive notice of any meeting. The attendance of a member of the Leadership Board at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Leadership Board attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

**Section 7. Quorum.** A majority of the Leadership Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the members of the Leadership Board are present at said meeting, a majority of the members of the Leadership Board present may adjourn the meeting from time to time without further notice. Members may participate in a meeting of the Leadership Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

**Section 8. Manner of Acting.** The act of a majority of the members of the Leadership Board present at a meeting at which a quorum is present shall be the act of the Leadership Board, unless the act of a greater number is required by law or by these bylaws.

**Section 9. Removal.** Any member of the Leadership Board may be removed with or without cause by the Leadership Board or the Society whenever in either of its judgment the best interest of Church would be served thereby. To remove any member thereof, the resolution must be adopted by the Leadership Board or Society at a duly held and constituted meeting thereof at which such individual shall be afforded the opportunity to appear and be heard.

**Section 10. Vacancies.** Nomination to fill any vacancy occurring in the Leadership Board shall be made by the Ministry Leadership Team to the Society. The vacancy may be filled by the affirmative vote of a majority of the members present at the Society meeting, and an individual elected to fill a vacancy shall serve until the next annual meeting of the Society at which time he or she shall be eligible for election without a one-year hiatus.

**Section 11. Compensation.** Members of the Ministry Leadership Team as such shall not receive any stated salaries for their services. Nothing herein contained shall be construed to preclude the Senior Pastor from serving the Church and receiving compensation therefor.

**Section 12. Action by Leadership Board Without a Meeting.** Any action required by law to be taken at a meeting of the Leadership Board, or any action which may be taken at a meeting of the Leadership Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Leadership Board.
Article IV
Officers

Section 1. Officers. The officers of the Church shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Leadership Board may elect or appoint individuals to other positions, including a Recording Secretary and one (1) or more Assistant Treasurers or Financial Secretaries, as it shall deem desirable, such positions to have the authority and perform the duties prescribed, from time to time, by the Leadership Board. Any two (2) or more offices may be held by the same person, except the office of Chairman. The Senior Pastor shall serve as Chairman, and the First Delegate shall serve as the Vice Chairman.

Section 2. Election and Term of Office. With the exception of the Chairman and Vice Chairman, the officers of the Church shall be elected annually by the Leadership Board at the regular annual meeting of the Leadership Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Leadership Board. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Leadership Board may be removed by the Leadership Board when ever in its judgment the best interests of the Church would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or other-wise, may be filled by the Leadership Board for the unexpired portion of the term.

Section 5. Chairman. The Chairman shall be the principal executive officer of the Church and shall in general supervise and control all of the business and affairs of the Church. He or she shall preside at all meetings of the Society and of the Leadership Board. He or she may sign, with the Secretary or any other proper officer of the Church authorized by the Leadership Board, any deeds, mortgages, bonds, contracts, or other instruments which the Leadership Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Leadership Board or by these bylaws or by statute to some other officer or agent of the Church. In general, he or she shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Leadership Board from time to time.

Section 6. Vice Chairman. In the absence of the Chairman or in the event of his or her inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall perform such other duties as from time to time may be assigned to him or her by the Chairman or by the Leadership Board.
Section 7. Secretary. The Secretary shall be the Secretary of the Society and the Leadership Board; cause the minutes of the meetings of the Society and of the Leadership Board to be kept in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records of the Church; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and 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 or her by the Chairman or by the Leadership Board.

Section 8. Treasurer. If required by the Leadership Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Leadership Board shall determine. He or she shall 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 banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chairman or by the Leadership Board.

Section 9. Assistant Treasurers, Financial Secretaries and Recording Secretary. If required by the Leadership Board, the Assistant Treasurers or Financial Secretaries shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Leadership Board shall determine. The Assistant Treasurers, Financial Secretaries and Recording Secretary, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Chairman or the Leadership Board.

Article V
Ministry Teams

Section 1. Ministry Teams or Committees. Ministry Teams or committees not having and exercising the authority of the Leadership Board in the management of the Church may be appointed by a resolution adopted by a majority of the members of the Leadership Board present at a meeting at which a quorum is present. The Ministry Teams or committees shall be responsible for the various ministry areas of the Church as defined from time to time by the Leadership Board. Any member thereof may be removed by the Leadership Board whenever in its judgment the best interests of the Church shall be served by such removal.

Section 2. Term of Office. Each member of a committee or commission shall continue as such until the next annual meeting of the Leadership Board of the Church and until his or her successor is appointed, unless the Ministry Team or committee shall be sooner terminated, or unless such member be removed from such Ministry Team or committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Vacancies. Vacancies in the membership of any Ministry Team or committee may be filled by appointments by the Leadership Board.
Section 4. Quorum. Unless otherwise provided in the resolution of the Leadership Board designating a Ministry Team or committee, a majority of the whole Ministry Team or committee, shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Ministry Team or committee.

Section 5. Rules. Each Ministry Team or committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Leadership Board.

Article VI
Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Leadership Board may authorize any officer or officers, agent or agents of the Church, in addition to the officers so authorized by these bylaws, 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. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness 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 Leadership Board. In the absence of such determination by the Leadership Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chairman or the Vice Chairman of the Church.

Section 3. Deposits. All funds of the Church shall be deposited from time to time to the credit of the Church in such banks, trust companies or other depositories as the Leadership Board may select.

Section 4. Gifts. The Leadership Board or the Treasurer may accept on behalf of the Church any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Church.

ARTICLE VII
Books and Records

The Church shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Society, Leadership Board, and committees having any of the authority of the Leadership Board, and shall keep at its principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Church may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

Article VIII
Fiscal Year

The fiscal year of the Church shall begin on the first day of January and end on the last day of December in each year.
Article IX
Indemnification of Leadership Board and Others

Section 1.  Grant of Indemnification.  Each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding of any kind and nature whatsoever, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Church or, being or having been such a director, he or she is or was serving at the request of the Church as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent or in any other capacity, shall be indemnified and held harmless by the Church to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including, without limitation, attorney’s fees, judgments, fines, ERISA exise taxes or penalties, amounts to be paid in settlement and expenses incident to establishing the right to indemnification) actually and reasonably incurred or suffered by such person in connection herewith.  Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall insure to the benefit of his or her heirs, executors and administrators.

Section 2.  Limitation on Indemnification.  Notwithstanding Section 1 of this Article, no indemnification shall be provided under this Article to any such person if the Church is prohibited by the non-exclusive provisions of the Washington Business Corporation Act or other applicable law as then in effect from paying such indemnification.  The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Church the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made to or on behalf of a member of the Leadership Board or officer only upon delivery to the Church of an undertaking, by or on behalf of such member or officer, to repay all amounts so advanced if it shall ultimately be determined that such member or officer is not entitled to be indemnified under this Article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make repayment.

Section 3.  Nonexclusivity.  The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, bylaws, agreement, vote of members or disinterested members of the Leadership Board or otherwise.

Section 4.  Insurance and Other Security.  The Church may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Church or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or
loss, whether or not the Church would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act. The Church may enter into contracts with any director or officer of the Church in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be indemnification as provided in this Article.

Section 5. Indemnification of Officers, Employees and Agents. The Church may, by action of its Ministry Leadership Team from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Church with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of member of the Leadership Board and officers of the Church or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act or on such other terms as the Leadership Board may deem proper.

Section 6. Authority to Indemnify. As authorized by RCW 24.03.025 (4) (c), the liability of the members of the Leadership Board shall be eliminated or limited against monetary damage for conduct as a member of the Leadership Board for acts or omissions that involve intentional misconduct by a member of the Leadership Board or a knowing violation of law as a member of the Leadership Board, or for any transaction from which the member of the Leadership Board will personally receive a benefit in money, property or services to which he or she is not legally entitled. In addition, the members of the Official Board and officers of the Church or former employees of the Official Board or officers or any other authorized officials of the Church shall be indemnified by the Church to the maximum extent allowed in conformance with RCW 24.03.035 (14).

Section 7. Amendment or Modification. This Article may be altered or amended at any time as provided in these Bylaws, but no such amendment shall have the effect of diminishing the rights of any person who is or was an officer, member of the Leadership Board, employee or agent as to any acts or omissions to be taken prior to the effective date of such amendment.

Article X
Amendments to Bylaws

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by both the Society and the Leadership Board. Although either body may initiate such actions, any amendment, alteration, repeal, or new bylaws is normally approved first by the Leadership Board which would in turn make a recommendation for approval to the Society. The affirmative vote by a majority of the members present at any regular meeting or at any special meeting of the Leadership Board and the Society, each such body voting separately, shall be required. At least thirty (30) days’ written notice shall be given separately to the Society and to the Leadership Board of intention to alter, amend, or repeal or to adopt new bylaws at the respective meetings.
The foregoing Bylaws were adopted by the [Society] [Leadership Team] on __________, 201__.  

___________________________________  
Secretary