

# FOUNDATION CHURCH BYLAWS

Adopted by the Elder Board on December 16th, 2014

## Article 1: Name, Incorporation and Affiliation:

The name of this organization will be Foundation Church. Foundation Church was organized in Snohomish County and incorporated of the State of Washington on November 17, 2014.

As appropriate, Foundation Church may likewise cooperate with other Christian fellowships or church planting networks on a voluntary independent basis.

## Article 2: Purpose

The foundation of this church is the Lord Jesus Christ. Its code of guidance in all its affairs is the Bible, which we believe is the Word of God. We affirm that it is only by God's incredible grace, expressed in the life, death and resurrection of Jesus Christ, that our sins can be forgiven and that we can now have hope. We also affirm that Jesus Christ is the only guide to lasting joy. We desire to put our full hope in Christ as we wait for His return.

The overall purpose of this church and reason for its existence is to glorify God. We believe that God is most glorified in us as we learn to trust and be satisfied in Him alone. We seek to glorify God by putting our trust in Him, following in His ways, and gathering together as many of His new worshipers as possible. We aim to treasure Him in corporate and in private worship, know Him better by progressing through the Bible, and communicate with Him in prayer. We also want to extend His love to others in the greater community through fellowship, support, discipleship and service. We rely on God Himself to bring change, growth, healing and maturity to His people of faith.

2.1 Foundation Church can be described as orthodox, evangelical, and reformed. We, as Foundation church align our beliefs with historic Christian orthodoxy as expressed in the Apostle's and Nicene creeds, and also with the 1689 London Baptist Confession of Faith.

2.2 Foundation Church as a corporation is organized and operated exclusively or for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any further United States internal revenue law or successor statute ("Code").

2.3 No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual.

2.4 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code).

2.5 The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office, all within the meaning of Section 501(c)(3) of the Code.

2.6 The corporation shall engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors.

### Article 3: Church Government

The Elders, Deacons, and staff will be responsible for the general operation of the affairs of the church in accordance with the constitution and bylaws, under the oversight of the Elder Board.

### Article 4: Elder Board

All of the Elders of Foundation Church will collectively make up the “Elder Board”, which will also serve as the Board of Directors for Foundation Church. The Elder Board will act as a plurality in which each member is seen as an equal, carrying one vote, and in full submission to one another.

#### 4.1 Meetings:

There will be a minimum of 4 meetings per year, with special meetings as needed. Elder board meetings will be led by the Lead Pastor, with a desire for mutual trust, love and care to be shown in all matters discussed.

#### 4.2 Quorum:

Two-thirds of the membership of the Board shall constitute a quorum for the transaction of business.

#### 4.3 Director Liability

To the full extent that Washington law, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a director (also referred to as Elder) of this corporation shall not be liable to this corporation for monetary damages for conduct as a director done in good faith. Any amendments to or repeal of this Article shall not adversely affect any right or protection of a director of this corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

#### 4.4 Indemnification

This corporation has the power to indemnify (including the power to advance expenses to) its directors, officers, employees, and agents made a party to a proceeding, as defined in the Washington Business Corporation Act, without regard to the limitations in RCW 24.03.043, RCW 23B.08.320 and RCW 23B.08.500 through 23B.08.600; provided, however, that no such indemnity shall indemnify any such director, officer, employee, or agent from or on account of: (1) acts or omissions of such director, officer, employee, or agent finally adjudged to be intentional misconduct or a knowing violation of law; (2) conduct of the director, officer, employee, or agent finally adjudged to be in violation of RCW 23B.08.310; or (3) any transaction with respect to which it was finally adjudged that such director, officer, employee, or agent personally received a benefit in money, property, or services to which such person was not legally entitled.

## Article 5: Elders

### 5.1 Definition and Responsibilities for Elders

The Elders will consist of those who will be ultimately responsible for the welfare and spiritual direction of Foundation Church. The Elder Board will direct matters of overall vision of the church, keep Foundation Church's Constitution and Bylaws spiritually attuned to where the Holy Spirit is leading Foundation Church, devote themselves to keeping Foundation Church theologically pure and culturally relevant, handle matters of church discipline, provide visitation of the sick when appropriate, teach when appropriate, and be upholders of this church in prayer.

The term Elder and Pastor are synonymous.

Among the Elders, there are defined roles which allow for clarity, efficiency and structure within the Elder team and for wisdom in the care of Foundation Church, but do not make one Elder more important than the other.

For clarity, descriptive titles are given to all Elders according to the description of their defined role, and these titles and descriptions will be reviewed annually by the Elder Board.

### 5.2 Elder Governed

Foundation Church is an Elder-governed church.

- A. All Elders of Foundation Church are members of the Elder Board.
- B. A plurality of Elders shall exist for the purposes of the governing of the church.
- C. All Elders are equal in their voting rights.
- E. All church matters are available for discussion, proposal and vote amongst the Elder Board.
- F. In most matters, unless otherwise indicated within this document, for a proposal to pass, a simple majority vote of the Elders present will be required.

### 5.3. Authority

Elders will have full authority to run the business affairs of Foundation Church. The Elders will be responsible to set the budget, procure property, confirm and dismiss deacons and staff, and make decisions regarding implementation of Vision, Mission, Core Values, and spiritual direction set by the Elders. They ultimately have all fiduciary, business, and legal authority in the decision-making of this organization. They will be in direct communication with the Deacons, staff and congregation with their decisions regarding theological directions, Vision, Mission, Core Values, and spiritual direction for Foundation Church.

### 5.4 Church Membership for Elders

While Elders are shepherds over the church, they are also members of the church and are entitled to the same privileges, have the same duties, and are subject to the same discipline as other members.

### 5.5. Qualifications for being an Elder:

- A. An attendee of Foundation Church for at least 6 months.
- B. A Covenant Member of Foundation Church.
- C. An active member of one of the ministries of Foundation Church and a regular participant in public worship at Foundation Church.
- D. Displays a passion for the Vision, Mission, and Core Values of Foundation Church.
- E. Models an understanding that biblical leadership include being a servant to those who are being led (Matt. 20:20-28).
- F. A man (1 Tim. 2:12, Titus 1:6) of at least 18 years of age who fulfills the following additional biblical qualifications for being an Elder (1 Tim. 3:1-7; Titus 1:5-9).

The Elder must:

- G. Have a deep abiding faith in Christ, and be theologically astute (1 Tim. 3:9; Titus 1:9; 2:7-8)
- H. Have demonstrated leadership and giftedness in ministry, and have a willingness to serve (1 Pet. 5:2-3).
- I. Be spiritually mature, i.e., not a new believer (1 Tim. 3:6).
- J. Be able to communicate biblical knowledge in the Elder's specific area of ministry (1 Tim. 3:2; Titus 1:9).
- K. Possess a good reputation within and outside the church (1 Tim. 3:2-7; Titus 1:6-8).
- L. Demonstrate self-control and appropriate biblical attitudes in relationships (1 Tim. 3:2-7; Titus 1:6-9).
- M. Demonstrate a measure of the fruit of the Spirit (Gal. 5:22-23).

### 5.6 Selection

The selection of Elders will follow the process outlined in the Policy Manual of Foundation Church, as overseen by the Elder Board. This process will include, but is

not limited to, a thorough assessment of the character, capacity, and calling of each candidate for Eldership, unanimous approval of the Elder Board, and a presentation before the congregation on a Sunday gathering.

## 5.7 Terms of Service

The term of appointment of an Elder is ongoing as the office of Elder is a submission to not only God, but also to the other Elders on the board.

An Elder member can be removed at any time by a unanimous vote of the remainder of the Elders.

If the Elder being removed is a staff member, he will also be terminated from Staff immediately. The remaining Elders will make every effort to care for the terminated Elder and his family in all ways for an undefined period of time.

If an Elder has charges brought against him as outlined within the policy manual of Foundation Church, the Elder Board will investigate those charges and make a decision to Remove, Suspend or Vindicate the Elder under charges.

Elder resignation will be approved by a majority vote of the Elder Board, as service in this office is done as a submission to the other men of the board serving Foundation Church.

## 5.8 Ordination

Every member of the Elder Board at Foundation Church will be an ordained minister.

# Article 6: Deacons

## 6.1 Definition and Responsibilities for Deacons

The Deacons will consist of leaders of the different ministries of Foundation Church according to the direction of the Elders. The Deacon has no legal, fiduciary, or decision- making authority in the business affairs of the church, but is responsible for the leadership of individual ministry endeavors.

## 6.2 Qualifications for Deacons:

- A. An attendee of Foundation Church for at least 6 months.
- B. A Covenant Member of Foundation Church.
- C. A regular participant in public worship at Foundation Church.
- D. Displays a passion for the Vision, Mission, and Core Values of Foundation Church.
- E. A strong, capable leader in a ministry of Foundation Church approved by the Elders.

F. Displays an understanding and commitment to model biblical servant leadership (Matt. 20:20-28).

G. A man or woman (Rom. 16:1, 1 Tim. 3:11) of at least 18 years of age who fulfills the following biblical qualifications for leadership as a Deacon (1 Tim. 3:8-13).

The Deacon must:

H. Have Christ-centered integrity (1 Tim. 3:8).

I. Honor others in word and deed (1 Tim. 3:8, 11).

J. Show qualities of leadership (1 Tim. 3:10, 12).

K. Have a deep abiding and theologically sound faith in Jesus Christ (1 Tim. 3:9).

L. Be spiritually mature and faithful in all things, having a good reputation with those inside and outside the church (1 Tim. 3:10-11).

M. Demonstrate a measure of the fruit of the Spirit (Gal. 5:22-23).

### 6.3 Selection of Deacons (see Acts 14:23, Titus 1:6)

The selection of Deacons will follow the process outlined in the Policy Manual of Foundation Church, as overseen by the Elder Board. This process will include, but is not limited to, a thorough assessment of the character, capacity, and calling of each candidate for Deaconship, and unanimous approval of the Elder Board.

### 6.4 Sacerdotal Deaconship

Staff Deacons can be eligible to be a sacerdotal deacon by unanimous approval of the Elder Board.

## Article 7: Staff

### 7.1 Definition and Responsibilities

The staff will be selected by the Elders of Foundation Church and authorized to manage

the daily operations of this organization. They will plan, organize, lead, and evaluate the overall ministries, operations, normal business and personnel matters of Foundation Church.

Each staff person's immediate supervisor will establish position descriptions in consultation with the Elders. The supervisor will present the position description at the time of hiring and annually at the staff person's review.

### 7.2 Qualifications for Staff members:

A. Displays a passion for the Vision, Mission, and Core Values of Foundation Church.

B. Understands and commits to model biblical servant leadership (Matt. 20:20-28).

C. A man or woman (Rom. 16:1, 1 Tim. 3:11) of at least 18 years of age who fulfills the following biblical qualifications for being a leader (1 Tim. 3:8-13).

The Staff Member must:

- D. Have Christ-centered integrity (1 Tim. 3:8).
- E. Honor others in word and deed (1 Tim. 3:8, 11).
- F. Show signs of leadership (1 Tim. 3:10, 12).
- G. Have a deep abiding and theologically sound faith in Jesus Christ (1 Tim. 3:9).
- H. Be spiritually mature and faithful in all things, having a good reputation with those inside and outside the church (1 Tim. 3:10, 12).
- I. Demonstrate a measure of the fruit of the Spirit (Gal. 5:22-23).

### 7.3 Selection of Staff

Elders will select staff members and the Elders will confirm the selections by majority vote.

### 7.4 Term

Ministry staff will serve one year terms, renewable indefinitely. Ministry staff must submit resignations first to their staff supervisor and then to the Elders. The Elders will establish the time and terms of the resignation. The Elders will make a reasonable effort to resolve grievances before any termination occurs. The Elders will terminate the staff member's employment after a simple majority vote.

## Article 8: Church Membership

All people who have chosen to accept Christ's work on the cross for their sins and now follow Him in an intimate relationship as Lord and Savior are members of the universal Church. Those Christ-committed followers who have chosen to submit themselves to the spiritual authority of Foundation Church and who actively participate in its ministry and worship may become "Covenant Members" of Foundation Church by completing the membership process and signing the Membership Covenant.

### 8.1 Qualifications of Covenant Membership

One Must:

- A. Declare a personal commitment of faith in Jesus Christ as Savior and Lord, publicly proclaimed and evidenced by a maturing, active, loving relationship with Jesus.
- B. Be in full agreement and practice with the Foundation Church Statement of Faith, Bylaws, Constitution and Membership Covenant.
- C. Not be divisive in any nature towards Foundation Church, its members or those in the outside world as to hinder our witness for the forward progress of Jesus Christ.
- D. Not be a member of another congregation. If the individual is a member of another congregation, a written communication from the new member to the previous congregation is required to be sent indicating that membership is to be discontinued at the previous church.

E. Complete the membership process which includes a commitment to abide by the ongoing requirements for membership; namely, being in community, serving, giving, and in agreement with Foundation Church Statement of Faith.

## 8.2 Process of Covenant Membership

The process to become a church member is outlined in the Policy Manual of Foundation Church, as overseen by the Elder Board. This process will include, but is not limited to, learning the core values and doctrine of Foundation Church via a class or other means, agreeing to and signing the Membership Covenant of Foundation Church, and an interview, with subsequent approval, by a church leader.

## 8.3 Privileges of Covenant Membership

- A. It's an identifier of a person as a Christ-committed follower (Rom. 12:5).
- B. It provides a spiritual family to support and encourage a person in their walk with Christ (Gal. 6:1-2, Heb. 10:24-25).
- C. It places a person under spiritual authority and vigilance of Christ-centered leaders (Heb. 13:17, Acts 20:28-29).
- D. It gives a person the accountability needed to grow (Eph. 5:21).
- E. It satisfies the requirement to hold offices in the church (Elder or Deacon).

## 8.4 Discipline of Covenant Members

If a Covenant Member of Foundation Church is found to be in persistent, unrepentant sin, action will be initiated to correct the sinning Covenant Member. This corrective action will be referred to as Church Discipline. This will be done with a concern for redemption and reconciliation rather than punishment and ostracism (Galatians 6:1). Biblical authority for church discipline is founded upon the following three principles:

- (1) Believers are directed to not "...continue in sin..." (Rom. 6:1-14);
- (2) Sin in the Christian's life is to be confessed and forsaken (1 John 1:9; Prov. 28:13).
- (3) Christians are called to confront unrepentant sin in fellow Christians' lives (Matthew 18)

Church Discipline will be enacted according to the Policy Manual of Foundation church, under the oversight of the Elder Board.

## 8.5 Procedure for terminating Covenant Membership

- A. A Covenant Member requesting a letter of transfer to another church will be granted a letter stating their Covenant Membership status at Foundation Church.
- B. When a Covenant Member joins another church, their membership at Foundation Church is terminated without further action. Foundation Church Covenant Members who are missionaries and join another church where they are serving, may retain their membership in Foundation Church. Covenant Members



may also retain their membership when they are temporarily relocated to another city for their job or education and choose to join a local church in that community. C. A Covenant Member may terminate their membership upon request, with the approval of the Elder Board.

D. A Covenant Member whom the Elders determine to be propagating teachings contrary to Foundation Church's Statement of Faith, and/or is involved in activity that is determined to be divisive to the Vision, Mission, Core Values, or Church Membership Covenant, will be removed from the Covenant Membership by a unanimous vote of the Elders. That action will be taken only after attempting reasonable discipline efforts, as outlined in the preceding Discipline of Church Members section.

## Article 9: Gatherings and Church Business Meetings

### 9.1 Worship Gatherings

The church will meet regularly on Sundays for corporate worship, where we will practice the sacraments of Communion and Baptism.

### 9.2. Annual meeting

The annual meeting of the church will be held in the fourth quarter of each fiscal year. At this meeting, the budget and other major items of business will be presented. In addition, confirmation of the Elders will be announced and commissioned for continued service at the annual meeting.

### 9.3. Special meetings

Special meeting of the Covenant Members of the church may be called by the Elder Board. All meetings of the church will be conducted in an orderly and gracious manner.

### 9.4. Notice of meetings

Notice of date, hour, and reason for special meeting will be publicized two consecutive Sundays in advance of the meeting.

## Article 10: Encumbrance of Real Property

If the Elder Board approves any expenditure involving the purchase of real property, any new construction (excluding improvements or renovations to existing real property not to exceed an amount equal to the current annual budget), or mortgaging real property, the approval must be unanimous and given at a business meeting called for that purpose. In the case of an emergency financial matter as determined by the Elders, the Elders may approve an expense of up to 10 percent of the annual budget, including procuring a mortgage against real property. Any such

expense exceeding 10 percent of the annual budget would require the calling a special business meeting. In addition, any sale, purchase, lease, transfer, or disposition of any of the church property or assets must be approved by the Elder Board at a business meeting called for that purpose before any transaction can occur, along with abiding by the laws of the State of Washington.

## Article 11: Acquisition and Disposition of Real Property

In the event of dissolution, the net assets of the corporation shall be distributed only to a recipient or recipients, to be selected by the Board of Directors, that would qualify for exemption as an organization described in Section 501(c)(3) of the Code.

The Elder Board has sole authority and complete discretion to determine where property or other items of Foundation Church will be distributed.

## Article 12: Amendments

Changes to the bylaws must be passed by a majority vote of the Elder Board and subsequently presented to the church. A copy of the change(s) will be made available to Covenant Members upon request.