SOLACECHURCH

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TULSA, OK 74107
(918) 447-9991

Date: October 28, 2018

Solace Church Members,

We are at an important stage in the life of Solace Church. In order to strengthen our gospel-centered mission, members will vote to confirm revisions to the bylaws. The meeting for this confirmation, will take place on November 4 right after the 11:00am worship service in the auditorium.

There will be one motion that covers two items the members will vote on. The first is a confirmation to adopt proposed revisions to become "Solace Church Bylaws Version 2.0". The second item will be to install the current Ministry Leadership Team as acting elders for the period remaining until the annual meeting in December 2018.

I would like to express a few important thoughts about the bylaws and then give some explanation about the proposed motion.

Bylaws are written to help Solace do two things:

1. Conduct ministry that is focused on the gospel-centered mission and governance of the church given in the New Testament.
2. Fulfill the requirements of state and federal laws in order to operate with the protected freedoms afforded to legally recognized churches.

Bylaws should reflect our mission and values not drive them. So, the focus of the revisions is in that spirit. The majority of the existing bylaws will remain intact. The proposed revisions are intended to strengthen the ministry of Solace by clarifying a plurality of leadership. This speaks to the governance of the church. Or to put it simply, the authority structure.

Many of the proposed revisions point to the requirements and responsibilities of the team of leaders previously known as the Ministry Leadership Team. You will notice that the term "Ministry Leadership Team" has been replaced with the term "Elders". This is to make a direct link to the language of the bible in 1 Timothy 3 and Titus 1.

All of the proposed revisions should appear in red for easier reference. We have kept the amount of revisions to a minimum at this time to mainly address issues of governance. Other sections will be reviewed for potential revisions in the future.

The proposed motion to appear on the meeting agenda will be the following:

"A motion shall be made to modify and ratify the Solace Church Bylaws with the version known as 'Solace Church Bylaws Version 2.0' and to install the current Ministry Leadership Team members as members of the elder team until the annual meeting in December 2018. At that time, elder candidates will be nominated and confirmed for the term outlined in the newly adopted bylaws. The elder team serving for the remainder of 2018 shall function fully under the newly adopted bylaws until a new elder team is confirmed in December 2018."

I think it is important to clarify some steps in the process of examining and nominating candidates for elder.

**Elder Nomination Team:**

Once the new bylaws are in effect, the elder team will form an Elder Nomination Team to assist them in examining elder candidates. The team will be made up of men and women who are widely known to be full of the spirit and wisdom and desire to serve in this capacity. The names of the Elder Nomination Team will be made known to the congregation through various electronic communications.

**Elder Candidates:**

Elder candidates will initially present themselves to the Elder Nomination Team through a written application. The format, availability and due dates for the application will be announced at a later time.

The current Ministry Leadership Team members have been asked to pray as to whether the Holy Spirit is leading them to serve for one more year. If so, they will also be examined by the Nomination team. Serving elders will recuse themselves during discussions about them. After one year some of the current serving elders will begin to rotate off the Elder team.

Elders, staff and the congregation are encouraged to think about potential candidates and approach them to pray to see if the Holy Spirit might lead them to seek the position of elder.

**Examination Process:**

The examination process will be conducted by the Elder Nomination team who will diligently seek the Lord for wisdom and discernment in prayer. Elder candidates will submit a written application that has not been finalized but might include some of the following items:

- *Please share about your personal relationship with Christ. What inner conviction and assurance do you have of being born again? How Are you living a life where growth and submission to the Spirit is clearly evident?*

- *Share your biblical view of salvation; include justification, sanctification, eternal security, view of man, sin, etc.*
- *How would you explain the gospel, if someone asked?*
- *Share your view on the Godhead.*
- *Describe the Church and its purpose/role?*

The candidates will also have opportunity to answer questions and speak to the Nomination team. As stated in the bylaws, "The nomination team may question spouses and Solace Church members to help in determining a candidate's qualifications to serve."

**Elder Candidate Nomination:**

After individuals have been examined and it is evident to the Nomination Team that the Holy Spirit is calling some of them, those candidates will be nominated to the church membership for confirmation at the annual meeting in December 2018. Those candidates will be announced to the members ahead of time.

The number of candidates nominated will be guided by the number range for the Elder team outlined in the bylaws. An elder will not be nominated just to meet a number but will be considered on their qualifications and leading of the Holy Spirit.

I am asking you to pray for the leadership as we seek the Lord for wisdom and discernment throughout this process. We desire to serve Solace Church in order to passionately fulfill the mission we have to be ***a Place of Refuge for Those in Need by Loving God and Loving people***.

-Pastor Scott

# BYLAWS
# OF
# SOLACE CHURCH

These Bylaws govern the affairs of SOLACE CHURCH, Inc., an Oklahoma non-profit corporation (the "Church"). The Church is organized under the Oklahoma Non-Profit Corporation Act.

The principle office of the Church in the State of Oklahoma shall be located in Tulsa County, Oklahoma. The Elder Team of the Church (hereafter defined) shall have full power and authority to change any office from one location to another, either in Oklahoma or elsewhere. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Oklahoma. The registered office may, but not need, be identical with the Church's principal office in Oklahoma. The Elder Team may change the registered office and the registered agent as provided in the Act.

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## ARTICLE 1
## Statement of Faith

The objective of our Church is simple:

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**Love God. Love People.**

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To reach the un-reached,
Helping them to connect to God through worship,
To believers through discipleship,
And to unbelievers through evangelism.

1.01 To reach the un-reached.

"His intent was that through the church, the manifold wisdom of God should be made known." Ephesians 3:10

Anyone who calls upon the name of the Lord will be saved. But who can ask Him to save them unless they believe in Him? And how can they believe in Him if they have never heard of Him? And how can they hear about Him unless someone tells them? Romans 10:13-14

1.02 Helping them to connect to God through worship

Jesus said, "Love the Lord your God with all your heart, and with all your soul, and with all your mind. Matthew 22:37

1.03 To believers through discipleship

(God has given)…some to be pastors and teachers, to prepare God's people for works of service, so that the Body of Christ may be built up until we all…become mature…like Christ." Ephesians 4:11-13

1.04 To unbelievers through evangelism

Jesus said, "Go and make disciples of all nations, baptizing them in the name of the Father and the Son and the Holy Spirit, and teaching them to obey everything I have command you." Matthew 28:19-20

1.05 General Statement of Faith: We affirm the Holy Bible as the inspired Word of God and as the only basis for our beliefs. We believe that God is triune existing in three persons, Father Son and Holy Spirit, but one God.

## ARTICLE 2
## Affiliation

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control.

## ARTICLE 3
## Membership

3.01 Membership: The Church shall have one class of membership. Membership in this Church shall consist of all persons who have met the qualifications of membership and are listed on the membership role. Candidates for membership shall be presented to the Church. The Elder Team may adopt and amend application procedures for membership in the Church.

3.02 Qualifications for Membership: The minimum qualifications for membership are as follows:

A. A personal commitment of faith in Jesus Christ for salvation;

B. Baptism (or promise of baptism) by immersion as a testimony of salvation;

C. Completion of the Church's membership class; and

D. A commitment to abide by the Church's membership covenant.

3.03 Rights and Responsibilities of Membership: The responsibilities of the members are described in the membership covenant. Every member eighteen (18) years old or older shall have the right to vote on the following matters: (a) the annual Church budget; (b) the disposition of all or substantially all of the assets of the Church; (c) the merger or dissolution of the Church; (d) the acquisition of real estate and the related incurring of indebtedness; (e) amendments to the Articles of Incorporation or Bylaws of the Church; (f) election of Elder Team members; and (g) the calling or removing of the Lead Pastor. Voting by proxy is prohibited.

3.04 Termination and Dismissal of Membership: Members shall be removed from the Church roll for the following reasons: (a) the request of the member; (b) the transfer of membership to another church; (c) death; or (d) termination of membership by the Elder Team.

The Elder Team may terminate a person's Church membership when, in the opinion of the Elder Team, the member's life and conduct is not in accordance with the membership covenant in such a way that the member hinders the influence of the Church in the community. Dismissal of Church membership shall require the majority vote of the Elder Team members. Procedures for the dismissal of a member shall be according to Matthew 18:16-17

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3.05 Restoration of Membership: Dismissed members may be restored by the Elder Team according to the spirit of 2 Corinthians 2:7-8, when their life styles are judged to be in accordance with the membership covenant.

3.06 Membership Meetings: Unless otherwise stated herein, meetings of the Church members shall be held at the Church or such other places as may be designated from time to time by the Elder Team. The Moderator shall establish the agenda, protocol, and rules of order for each meeting and shall conduct the meeting accordingly.

A. General Meetings: A general meeting of the members shall be held each year. The general meeting shall be the annual membership meeting. The purpose of this meeting shall be to adopt an annual budget and to elect the Elder Team members. Any other proper business may be conducted at this meeting.

B. Special Meetings: A special meeting of the members may be called by the Lead Pastor or any three (3) members of the Elder Team for any purpose by giving notice to the members in accordance with Sections 3.07 and 3.08 of this Article.

3.07 Notice Requirements for Meetings: Whenever members are required or permitted to take any action at a meeting, notice of a meeting, whether general or special, may be made by oral announcement at a regularly scheduled Sunday Worship service, by announcement in the Church bulletin or pre-service slides, by email, or by distribution of written material to the congregation in attendance at a regularly scheduled Sunday Worship service. Notice shall be given to members no less that one (1) week prior to a meeting.

Notice of a meeting for the purpose of calling or removing the Lead Pastor shall be valid only if the notice specifies, with particularity, that a proposal to call or remove the Lead Pastor will be on the meeting's agenda.

3.08 Quorum: Unless otherwise expressly stated herein, the members present in a meeting duly noticed and called shall constitute a quorum of the membership for transaction of Church business.

3.09 Majority Vote: Unless otherwise expressly stated herein, all elections shall be had and all questions decided by a majority vote of the members present in person

## ARTICLE 4
## Management of the Church

Elder Team

4.01 Number and Term of Members: The members of the Elder Team (the "Elder Team members") shall consist of the Lead Pastor, and until changed by amendment of the Articles of Incorporation or by Bylaws duly adopted by the Church, such number of additional members as may, from time to time, be nominated and elected in accordance with Section 4.03 of this Article, provided that such number shall not be less than three (3), nor more than nine (9).

The Lead Pastor shall serve on the Elder Team and shall attend Elder Team meetings. Each Elder Team member, other than the Lead Pastor, shall serve for a period of three years and may serve two terms consecutively. Due to extenuating circumstances, an Elder may step down at any time. After a

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one-year sabbatical, Elders may become re-eligible for nomination. Terms will be staggered with Elders rotating off on a regular basis. The Lead Pastor shall be a full voting member of the Elder Team.

4.02 Powers: The Elder Team shall be considered the Board of Directors of the Church. The Elder Team shall have all of the rights, powers, and responsibilities of a Board of Directors pursuant to the Act, subject to any limitations under the Act, the Articles of Incorporation of the Church and these Bylaws.

4.03 Nomination and Confirmation: The Elder Team shall nominate men they deem qualified to serve on the Elder Team by meeting the requirements found in Titus 1:5-9:

> 5 The reason I left you in Crete was that you might put in order what was left unfinished and
> appoint elders in every town, as I directed you. 6 An elder must be blameless, faithful to his
> wife, a man whose children believe and are not open to the charge of being wild and
> disobedient. 7 Since an overseer manages God's household, he must be blameless—not
> overbearing, not quick-tempered, not given to drunkenness, not violent, not pursuing
> dishonest gain. 8 Rather, he must be hospitable, one who loves what is good, who is self-
> controlled, upright, holy and disciplined. 9 He must hold firmly to the trustworthy message as
> it has been taught, so that he can encourage others by sound doctrine and refute those who
> oppose it.

and 1 Timothy 3:1-7:

> 1 Here is a trustworthy saying: Whoever aspires to be an overseer desires a noble task. 2 Now
> the overseer is to be above reproach, faithful to his wife, temperate, self-controlled,
> respectable, hospitable, able to teach, 3 not given to drunkenness, not violent but gentle, not
> quarrelsome, not a lover of money. 4 He must manage his own family well and see that his
> children obey him, and he must do so in a manner worthy of full respect. 5 (If anyone does not
> know how to manage his own family, how can he take care of God's church?) 6 He must not
> be a recent convert, or he may become conceited and fall under the same judgment as the
> devil. 7 He must also have a good reputation with outsiders, so that he will not fall into
> disgrace and into the devil's trap.

The Elder Team shall accept for examination elder candidates who present themselves as fulfilling the qualifications of an elder and feel led by the Holy Spirit to seek the position of elder (1 Timothy 3:1). Candidates must be a member of Solace Church and actively serving and giving for no less than two years.

The Elder Team shall assemble an Elder Nomination Team that will assist the elders in examining elder candidates by prayer along with written and oral questioning of the candidate. The nomination team may question spouses and Solace Church members to help in determining a candidate's qualifications to serve.

The persons nominated by the Elder Team shall be presented to the Church membership for confirmation at a Church general or special meeting. The candidate shall be approved by a majority affirmative vote.

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4.04 Vacancies: The Elder Team shall nominate men who they deem qualified to serve on the Elder Team to fill any unforeseen vacancy occurring on The Elder Team. A vacancy is filled by the affirmative vote of the majority of the remaining Elder Team members, even if it is less than a quorum of The Elder Team members, or it is a sole remaining Elder Team member. A person so confirmed to fill a vacancy shall be confirmed for the unexpired term of his predecessor in office.

4.05 Meetings: Regular or Special Meetings of The Elder Team may be held either within or outside the State of Oklahoma, but shall be held at the Church's registered office in Oklahoma if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of The Elder Team members, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Elder Team members participating in the meeting can hear one another. All Elder Team members shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence.

A. Regular meetings: Regular meetings of The Elder Team may be held without notice if the time and place of such meetings are fixed by a resolution of The Elder Team.

B. Special Meetings: A special meeting of The Elder Team may be called by the Lead Pastor or any three (3) Elder Team members.

C. Notice of Special Meetings:

1. Manner of Giving: Notice of the time and place of special meetings shall be given to each Elder Team member by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by telephone communication, either directly to The Elder Team member or to a person at The Elder Team member's office or home who the person giving the notice has reason to believe will promptly communicate the notice to The Elder Team member, or (d) by other available electronic communication directly to The Elder Team member's preferred address.

2. Time Requirements: Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by person delivery, telephone, or telecopy shall be delivered, telephoned, or faxed to The Elder Team member or given at least twenty-four (24) hours before the time set for the meeting.

3. Notice Contents: The notice shall state the time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

4. Waiver: Attendance of The Elder Team member at a meeting shall constitute waiver of notice of such meeting except where The Elder Team member attends a meeting for the express purpose of objecting that the meeting is not properly called.

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4.06 Action Without Meeting: Any action required or permitted to be taken by the Elder Team may be taken without a meeting if all of the Elder Team members, individually, or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceeding meeting of the Elder Team.

4.07. Quorum: A majority of the number of Elder Team members then in office shall constitute a quorum for the transaction of business at any meeting of The Elder Team. The Elder Team members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough of The Elder Team members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Elder Team members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of The Elder Team members present may adjourn and reconvene the meeting one time without further notice. Elder Members present by proxy may not be counted toward a quorum.

4.08 Duties of Elder Team Members: Member duties include, but are not limited to, overseeing the church (Acts 15), shepherding the people (1 Peter 5:2), equipping for ministry (Ephesians 4:11-12), teaching the members (1 Timothy 3:2), protecting sound doctrine (Titus 1:9-11), living the standard of Godliness (1 Timothy 3, 1 Peter 5:3), and supporting the Lead Pastor and staff (1 Timothy 3). Members shall discharge all their duties, including any duties as Committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. Elder Team members may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or present by a variety of persons, including officers and employees of the Church, professional advisors, or experts such as accountants or legal counsel. An Elder Team member is not relying in good faith if the Elder Team member has knowledge concerning a matter in question that renders reliance unwarranted.

Elder Team members are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may subject to restrictions imposed by the donor or transferor of the property.

4.09 Delegation of Duties: The Elder Team is entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. Elder Team members have no liability for actions taken or omitted by the advisor if The Elder Team acts in good faith and with ordinary care in selecting the advisor. The Elder Team may remove or replace the advisor with or without cause.

4.10 Interested Members: Contracts or transactions between Elder Team members, officers, or members of the Church who have financial interests in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the member, officer, or Church member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, the material facts must be disclosed to or known by The Elder Team or other groups authorizing the transaction, and approval from disinterested parties must be obtained.

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4.11 Actions of Elder Team: The Elder Team shall try to act by consensus. However, the vote of a majority of the members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of The Elder Team unless the act of a greater number is required by law or the bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of The Elder Team.

4.12 No Compensation: The Elder Team members; including the Lead Pastor, shall not receive salaries or compensation for their services to The Elder Team. The Elder Team may not adopt a resolution providing for payment to members for expenses of attendance, if any, at a meeting of The Elder Team. An Elder Team member may serve the Church in any other capacity and receive reasonable compensation for those services.

4.13 Removal of Members: The Elder Team may vote to remove an Elder Team member, other than the Lead Pastor, at any time with or without cause. A meeting to consider the removal of an Elder Team member may be called and noticed following the procedures provided in these Bylaws. An Elder Team member may be removed by the affirmative vote of fifty percent (50%) of The Elder Team members.

## ARTICLE 5
## Officers

5.01 Officer Positions: The officers of the Church shall be the Lead Pastor, Treasurer, and Secretary. The Lead Pastor shall serve as the President and Chief Executive Office of the Church and shall act as the Moderator of the Church. The Lead Pastor may appoint a member of the Church to act as Moderator. The Moderator shall establish the agenda protocol, and rules of order for each meeting and shall conduct the meeting accordingly. The Lead Pastor shall appoint the Treasurer and Secretary and shall have the power to dismiss with or without cause any persons serving in these capacities. The Lead Pastor may create additional officer positions, define the authority and duties of each position, and appoint persons to fill the positions.

5.02 Election and Term of Office: The Lead Pastor of the Church shall be elected by the majority vote of the members of the Church present in person at a general or special membership meeting. All other officers of the Church shall be appointed by the Lead Pastor.

5.03 Removal: Subject to the rights, if any, under any contract of employment with the Church, the Lead Pastor shall only be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the members of the Church present in person at any general or special membership meeting duly noticed pursuant to section 3.07 of these Bylaws and held in the main sanctuary of the Church at the regularly scheduled Sunday Worship service(s). All other Church offices may be removed, with or without cause, by the Lead Pastor.

5.04 Vacancies: A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

5.05 President-Lead Pastor: The Lead Pastor shall be responsible for the leadership of all the ministries of the Church in accordance with the statement of faith and the oversight of the Elder Team. The Lead Pastor shall supervise and control all of the business and day-to-day affairs of the Church. The Lead Pastor shall be responsible for hiring a staff of his choice and shall supervise directly or by delegation all staff members so hired. The Lead Pastor shall be vested with the authority, subject to the rights, if

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any, under contract of employment, to terminate any staff members' employment, with or without cause, after consultation with the Elder Team.

The Lead Pastor of the Church is responsible for leading the Church in accordance with Biblical principles as set forth in the New Testament. The Lead Pastor is expressly authorized to do all things necessary and proper to fulfill the above described leadership position and to fulfill all duties incident to the office of the President.

In the event of a vacancy, for any reason, in the office of Lead Pastor, The Elder Team shall adopt a resolution establishing a Lead Pastor Selection Committee. The recommendation of the Lead Pastor Selection Committee shall constitute a nomination for the office of Lead Pastor. The election shall take place at a regular or special meeting called for the purpose of electing a new Lead Pastor.

5.06 Treasurer: The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the church; (b) receive and give receipts for monies due and payable to the Church from any source; (c) deposit all monies in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by The Elder Team; (d) write checks and disburse obligations of the church; (e) maintain the financial books and records of the Church; (f) prepare financial reports at least annually; (g) perform other duties as assigned by the Lead Pastor or The Elder Team; (h) if required by The Elder Team, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by The Elder Team; and (i) perform all duties incident to the office of the Treasurer.

5.07 Secretary: The Secretary shall: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of the meetings of the members and of The Elder Team and keep minutes as a part of the corporate records; (c) maintain custody of the corporate records and of the seal of the Church; (d) affix the seal of the Church to all documents as authorized; (e) keep a register of the mailing address of each member, officer, and employee of the Church; (f) perform duties as assigned by the Lead Pastor or by The Elder Team; (g) perform all duties incident to the office of Secretary.

**ARTICLE 6**
**Teams**

6.01 Establishment: The Elder Team may adopt a resolution establishing one or more teams to assist in the ministry at any time.

6.02 Deacon Team: The Elder Team may form a Deacon Team to serve the Church and community. Deacons shall meet the requirements of 1 Timothy 3:

> [8] In the same way, deacons are to be worthy of respect, sincere, not indulging in much wine, and not pursuing dishonest gain. [9] They must keep hold of the deep truths of the faith with a clear conscience. [10] They must first be tested; and then if there is nothing against them, let them serve as deacons.
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> [11] In the same way, the women are to be worthy of respect, not malicious talkers but temperate and trustworthy in everything.

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[12] A deacon must be faithful to his wife and must manage his children and his household well. [13] Those who have served well gain an excellent standing and great assurance in their faith in Christ Jesus.

6.03 Duties of Deacon Team Members (Acts 6:3): Member duties include caring for the congregation, assisting the Elders, Pastors, and staff as requested, assisting with visitation, and assisting with benevolence.

## ARTICLE 7
## Transactions of the Church

7.01 Contracts and Legal Instruments: The Elder Team may authorize an individual officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

7.02 Deposits: All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that The Elder Team selects.

7.03 Gifts: The Elder Team may accept on behalf of the Church any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Church. The Elder Team may make gifts and give charitable contributions that are not prohibited by these Bylaws, the articles of incorporation, State law, and any requirements for maintaining the Church's federal and state tax status.

7.04 Potential Conflicts of Interest: The Church shall not make any loan to an Elder Team member, Staff member, Deacon Team member, or officer of the Church. An Elder Team member, Staff member, Deacon Team member, officer, or member of the Church may lend money to and otherwise transact business with the Church, except as otherwise prohibited by these Bylaws, articles of incorporation, or applicable law. Such persons transacting business with the Church has the same rights and obligations relating to those matters as other persons transacting business with the Church. The Church shall not borrow money from or otherwise transact business with an Elder Team member, Staff Member, Deacon member, officer, or member of the Church, unless the transaction is described fully in a legal, binding instrument and is in the best interest of the Church. The Church shall not borrow money from or otherwise transact business with an Elder Team member, Staff member, Deacon Team member, officer, or member of the Church without full disclosure of all relevant facts and without the approval of the Elder Team, not including the vote of any persons having personal interest in the transaction.

## ARTICLE 8
## Books and Records

8.01 Required Books and Records: The Church shall keep correct and complete books and records of account.

8.02 Fiscal Year: The fiscal year of the Church shall begin on the first day of January and end on the last day of December each year, or whenever deemed appropriate by The Elder Team.

## ATRICLE 9



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<#>Pastoral Personnel Team: Annually, The Ministry Leadership Team shall adopt a resolution establishing a Pastoral Personnel Team. The Senior Pastor shall be the Chairman and a voting member of the Team. Additional persons serving on the Team: (a) shall be Ministry Leadership Team members; (b) shall not be pastors; (c) shall be elected by a majority vote of The Ministry Leadership Team (excluding those Ministry Leadership Team members who are employees of the Church). The Pastoral Personnel Team shall assist the Senior Pastor in issues relating to the compensation of the Church's pastoral staff and advise the Senior Pastor regarding appropriate pastoral staff salaries and benefits. In so doing, the Pastoral Personnel Team may consider pastoral staff needs, performance, evaluations, compensation comparability data, and other relevant information. The Senior Pastor shall not participate in the Team's discussion and formulation of, or vote regarding, his salary and benefits, or any family member's salary or benefits.¶
¶
<#>Delegation of Authority: Each team shall consist of two or more persons, the majority of whom shall be The Ministry Leadership Team members. If, in addition to the Pastoral Personnel Team, The Ministry Leadership Team establishes or delegates any of its authority to a team, it shall not relieve The Ministry Leadership Team, or any Ministry Leadership Team members, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Ministry Leadership Team shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership of all teams.¶
¶
No team shall have the authority to: (a) amend the Articles of Incorporation; (b) adopt a plan of merger or a plan of consolidation with another church; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church; (d) authorize the voluntary dissolution of the Church; (e) revoke proceedings for the voluntary dissolution of the Church; (f) adopt a plan for the distribution of the assets of the Church; (g) amend,[1]

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**Indemnification**

9.01 Indemnification:

A. To the full extent permitted by the act, as amended from time to time, the Church shall indemnify any Elder Team member, Deacon Team member, Pastor, officer, Team member, employee, or agent of the Church who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church.

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B. A determination of the right to indemnification under the act shall be made by legal counsel selected by the majority vote of The Elder Team.

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**ARTICLE 10**
**Miscellaneous Provisions**

10.01 Amendments to Bylaws: These Bylaws may only be amended, or repealed, and new Bylaws may only be adopted by the membership of the Church

10.02 Construction of Bylaws: These Bylaws shall be construed in accordance with the laws of the state of Oklahoma. All references in the Bylaws to statutes, regulations, or others sources of legal authority shall refer to the authority cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provisions and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

10.03 Seal: The Elder Team may provide for a corporate seal.

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10.04 Power of Attorney: A person may execute any instrument related to the Church be means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Church to be kept with the Church records.

10.05 Parties Bound: The Bylaws shall be binding upon and inure to the benefit of the Church members, The Elder Team members, officers, Team members, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns, except as otherwise provided in the Bylaws.

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10.06 Christian Alternative Dispute Resolution: In keeping with 1 Corinthians 6:1-8, all disputes which may arise between any member of the Church and the Church itself, or between any member of the Church and any Pastor, officer, Elder Team member, employee, agent, or other church member shall be resolved in accordance with the clear teaching of scripture such as Matthew 18:15-17, and 1 Corinthians 6:1-8. If efforts to conciliate or mediate the dispute fail, then the matter shall be resolved through binding arbitration. The decision of the arbitrators shall be binding on both parties, and both parties shall submit themselves to the personal jurisdiction of the courts of Oklahoma, both state and federal, for the entry of a judgment confirming the arbitrator's award. Each party shall bear their own costs, including attorney's fee, related to any mediation, conciliation, or arbitration proceedings.

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If a dispute may result in an award of monetary damages, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church, and the insurer's agreement to honor any mediation, conciliation, or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Church, and shall in no way affect the authority of the Church to investigate reports of misconduct, conduct hearings, or administrative discipline of members.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly appointed and acting Secretary of Solace Church and that the foregoing Bylaws constitute the Bylaws of the Church. These Bylaws were duly adopted by the Consent of the Church, date _____, _____

Dated:_____,_____

By:_____

Name:_____
Title: Secretary

**Page 9: [1] Deleted** **Solace Church** **5/25/18 11:58:00 AM**