

THE BY-LAWS OF VINEYARD COMMUNITY CHURCH

Article I

Purpose

Section 1. Introduction. These By-Laws constitute the regulations adopted by Vineyard Community Church, Inc. (the “Church”).

Section 2. Powers. The Church will have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by the Ohio Nonprofit Corporation Law, Ohio Revised Code Chapter 1702 (the “Act”), or any successor legislation.

Section 3. Purposes.

The purposes for which this Church is formed are:

A. The specific and primary purposes are:

1. To proclaim the good news of salvation by faith in our Lord Jesus Christ by any suitable method or media which includes but is not limited to the following:

(a) Establishing and operating a local church for the worship of Jesus Christ, using personal evangelism, television and radio for crusades, conventions, preaching, teaching, missions and other Christian purposes.

(b) Assisting and furthering the task of providing Biblical Scripture to groups of the world through the Holy Scriptures and other printed material by providing speakers and other instructional and educational programs which may be deemed necessary or convenient in effecting the above purposes; and

(c) Establishing new programs of outreach and ministry, and the strengthening of existing programs and organizations which have a similar purpose and dedication presenting Christ as Savior.

2. To license and ordain ministers of the Gospel and missionaries for the furtherance of the work of the Church and our Lord and Savior, Jesus Christ in the United States and all foreign countries in accordance with such regulations for ordination as shall be promulgated by the Senior Pastor.

3. To be obedient to our Lord Jesus Christ’s command to “Go ye therefore and teach all nations, baptizing them in the name of the Father, and of the Son, and of the Holy Spirit.”

4. To serve as an instrument through which men may be witnesses unto our Lord Jesus Christ “...in Jerusalem and unto all Judea, and in Samaria, and unto the uttermost parts of the earth;”

5. To do only that which glorifies the Father, the Son and the Holy Spirit.

B. Additional general purposes and powers are:

1. To engage in spiritual work and services based upon the authority of the Holy Bible;
2. To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest or devise; to sell and convert property, both real and personal, into cash, and to use the funds of the Church and the proceeds, income, rents, issues, and projects derived from any property of the Church for any of the purposes for which the Church is formed;
3. To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership;
4. To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property;
5. To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government, or other municipal or governmental subdivision;
6. To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal; and
7. To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this corporation is formed.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the Church.

No part of the net earnings of the Church shall ever inure to or for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Church shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which it was formed.

This Church is organized exclusively for religious purposes.

Notwithstanding any other provisions of these By Laws, the Church shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any corresponding or successor provision of any United States Internal Revenue Law), or (b) by a corporation,

contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or any corresponding or successor provision of any United States Internal Revenue Law).

Article II

Statement of Faith

Vineyard Cincinnati is part of a larger association of churches called Vineyard USA (vineyardusa.org). We affirm the Vineyard USA Statement of Faith.

God the King and the Holy Trinity we believe that God is the Eternal King. He is an infinite, unchangeable Spirit, perfect in holiness, wisdom, goodness, justice, power and love. From all eternity He exists as the One Living and True God in three persons of one substance, the Father, the Son, and the Holy Spirit, equal in power and glory.

God the King: The Creator and Ruler of all things: We believe that God's kingdom is everlasting. From His throne, through His Son, His eternal Word, God created, upholds and governs all that exists: the heavenly places, the angelic hosts, the universe, the earth, every living thing and human beings. God created all things very good.

Counterfeit Kingdom: Satan and Demonic Hosts: We believe that Satan, originally a great, good angel, rebelled against God, taking a host of angels with him. He was cast out of God's presence and, as a usurper of God's rule, established a counter-kingdom of darkness and evil on the earth.

The Kingdom in Creation, The Fall, and The Doctrine of Original Sin: We believe that God created mankind in His image, male and female, for relationship with Himself and to govern the earth. Under the temptation of Satan, our original parents fell from grace, bringing sin, sickness and God's judgment of death to the earth. Through the fall, Satan and his demonic hosts gained access to God's good creation. Creation now experiences the consequences and effects of Adam's original sin. Human beings are born in sin, subject to God's judgment of death and captive to Satan's kingdom of darkness.

God's Providence, Kingdom Law and Covenants: We believe that God did not abandon His rule over the earth which He continues to uphold by His providence. In order to bring redemption, God established covenants which revealed His grace to sinful people. In the covenant with Abraham, God bound Himself to His people Israel, promising to deliver them from bondage to sin and Satan and to bless all the nations through them.

We believe that as King, God later redeemed His people by His mighty acts from bondage in Egypt and established His covenant through Moses, revealing His perfect will and our obligation to fulfill it. The law's purpose is to order our fallen race and to make us conscious of our moral responsibility. By the work of God's Spirit, it convicts us of our sin and God's righteous judgment against us and brings us to Christ alone for salvation.

We believe that when Israel rejected God's rule over her as King, God established the monarchy in Israel and made an unconditional covenant with David, promising that his heir would restore God's kingdom and reign over His people as Messiah forever.

Christ the Mediator and Eternal King: We believe that in the fullness of time, God honored His covenants with Israel and His prophetic promises of salvation by sending His Son, Jesus, into the world. Conceived by the Holy Spirit and born of the Virgin Mary, as fully God and fully human in one person, He is humanity as God intended us to be. Jesus was anointed as God's Messiah and empowered by the Holy Spirit, inaugurating God's kingdom reign on earth, overpowering the reign of Satan by resisting temptation, preaching the good news of salvation, healing the sick, casting out demons and raising the dead. Gathering His disciples, He reconstituted God's people as His Church to be the instrument of His kingdom.

After dying for the sins of the world, Jesus was raised from the dead on the third day, fulfilling the covenant of blessing given to Abraham. In His sinless, perfect life Jesus met the demands of the law and in His atoning death on the cross He took God's judgment for sin which we deserve as law-breakers. By His death on the cross He also disarmed the demonic powers. The covenant with David was fulfilled in Jesus' birth from David's house, His Messianic ministry, His glorious resurrection from the dead, His ascent into heaven and His present rule at the right hand of the Father. As God's Son and David's heir, He is the eternal Messiah-King, advancing God's reign throughout every generation and throughout the whole earth today.

The Ministry of the Holy Spirit: We believe that the Holy Spirit was poured out on the Church at Pentecost in power, baptizing believers into the Body of Christ and releasing the gifts of the Spirit to them. The Spirit brings the permanent indwelling presence of God to us for spiritual worship, personal sanctification, building up the Church, gifting us for ministry, and driving back the kingdom of Satan by the evangelization of the world through proclaiming the word of Jesus and doing the works of Jesus. We believe that the Holy Spirit indwells every believer in Jesus Christ and that He is our abiding Helper, Teacher, and Guide. We believe in the filling or the empowering of the Holy Spirit, often a conscious experience, for ministry today. We believe in the present ministry of the Spirit and in the exercise of all of the biblical gifts of the Spirit. We practice the laying on of hands for the empowering of the Spirit, for healing, and for recognition and empowering of those whom God has ordained to lead and serve the Church.

The Sufficiency of Scripture: We believe that the Holy Spirit inspired the human authors of Holy Scripture so that the Bible is without error in the original manuscripts. We receive the sixty-six books of the Old and New Testaments as our final, absolute authority, the only infallible rule of faith and practice.

The Power of the Gospel over the Kingdom of Darkness: We believe that the whole world is under the domination of Satan and that all people are sinners by nature and choice. All people therefore are under God's just judgment. Through the preaching of the Good News of Jesus and the Kingdom of God and the work of the Holy Spirit, God regenerates, justifies, adopts and sanctifies through Jesus by the Spirit all who repent of their sins and trust in Jesus Christ as Lord and Saviour. By this they are released from Satan's domain and enter into God's kingdom reign.

The Church: Instrument of the Kingdom: We believe in the one, holy, universal Church. All who repent of their sins and confess Jesus as Lord and Savior are regenerated by the Holy Spirit and form the living Body of Christ, of which He is the head and of which we are all members.

Baptism and the Lord's Supper: We believe that Jesus Christ committed two ordinances to the Church: water baptism and the Lord's Supper. Both are available to all believers.

The Kingdom of God and the Final Judgment: We believe that God's kingdom has come in the ministry of our Lord Jesus Christ, that it continues to come in the ministry of the Spirit through the Church, and that it will be consummated in the glorious, visible and triumphant appearing of Christ—His return to the earth as King. After Christ returns to reign, He will bring about the final defeat of Satan and all of his minions and works, the resurrection of the dead, the final judgment and the eternal blessing of the righteous and eternal conscious punishment of the wicked. Finally, God will be all in all and His kingdom, His rule and reign, will be fulfilled in the new heavens and the new earth, recreated by His mighty power, in which righteousness dwells and in which He will forever be worshipped.

Article III

Membership

Section 1. Qualifications for Membership.

The membership of the Church shall be open to any believing and confessing Christian, who acknowledges and accepts Jesus Christ as Lord and Savior, who is willing to subscribe to the policies of the Church and who desires to preserve the unity of the Spirit in the bond of love. Persons desiring membership shall submit their names to the Church's database.

Section 2. Qualifications for Shareholder Members.

Members who desire to become a shareholder ("Shareholder Member") shall submit their names to the designated staff leader(s) and demonstrate a commitment to the Church by agreeing to the Shareholder Member's covenant annually in such form as determined by the Senior Pastor and approved by the Board of Trustees.

Such Shareholder Members shall be non-voting members of the Church and shall be classified as "Shareholder Members", or such other designation as determined by the Board or Trustees.

Section 3. Annual Meeting.

The annual meeting of the Shareholder Members shall be held at the offices of the Church in November of each year, or such other date as the Board of Trustees shall determine.

Notice of the time and place of the annual meeting of Shareholder Members shall be given electronically or otherwise to each Shareholder Member entitled.

Section 4. Removal from Membership in the Church.

Any member may be removed by the Senior Pastor upon a majority vote of the Trustees, either with or without cause. Any member so removed will be given written notice of removal at the address listed in the records of the Church. The removal shall include removal from any offices or positions held in the Church. Such member shall be entitled to a full hearing before the Board of Trustees if within (30) days after receipt of the notice of removal a written request is forwarded to the Senior Pastor. Following a meeting and full hearing before the Board of Trustees, a second vote will be taken, and such member shall be removed only upon a majority vote of the Trustees.

Section 5. Rights of Shareholder Members.

Each Shareholder Member of the Church, as defined in this Article III, shall be eligible for participation in positions of leadership of the Church, including as an officer or Trustee. The Shareholder Members shall be eligible to comment upon candidates nominated for the position of Trustee in writing prior to the vote of the Board of Trustees. For all purposes, the Trustees shall constitute the voting members of the Church for purposes of the Act. Members shall only have those voting rights as specifically set forth herein and/or as specifically mandated by the laws of the State of Ohio.

Section 6. Resignation of Members. Any member may resign by filing a written resignation with the Secretary of the Church.

Section 7. Transfer of Membership. Membership in the Church is neither transferable nor assignable.

Article IV

Government

Section 1. The Headship of Christ.

The government of the Church shall be focused on seeking and maintaining the Lordship and direction of Jesus Christ over His Body. All those in authority shall continually seek His mind and will, through His Spirit and the Word of God in all actions and decisions.

Section 2. The Senior Pastor.

The Senior Pastor shall have the spiritual authority to shepherd the Church. The Senior Pastor may, if he so wishes, consult with the Executive Pastor, and/or any Trustee concerning any issues or concerns which arise.

A. Ministry

1. The Senior Pastor shall minister unto the Lord in regular personal worship and praise. He shall give himself to the ministry of the Word and prayer (Acts 6:4)

and seek to walk uprightly before the Lord in his personal life. He shall seek the mind of God.

2. The Senior Pastor shall be the primary teaching pastor of the Church. He shall give considerable time to the study of the Word and shall teach the Scriptures to the Church by precept and example. He shall aim to feed the Church, equip the saints for ministry and guard the Church against the attack of the enemy.

3. The Senior Pastor shall be the President of the Church and a member of the Board of Trustees.

B. Qualifications (See I Timothy 3:1-7; Titus 1:5-9).

The Senior Pastor shall be a Spirit-gifted teacher of the Word, an ordained pastor of good reputation, Biblically conservative theology, Christ-centered, Spirit-filled, and willing to serve a non-denominational church without promoting denominational interest.

C. Appointment.

The Senior Pastor shall be elected by seventy-five percent (75%) of the Trustees. In the event of a vacancy in the position of Senior Pastor and with input from the Executive Pastor(s) of the Church, the Board of Trustees shall seek, find and nominate a candidate for election by the Trustees.

D. His Compensation.

The Senior Pastor's compensation and any other benefits provided by the Church shall be specified and set by the Board of Trustees and approved by a majority of the Trustees.

E. Termination and Removal.

For the purpose of the termination and removal of the Senior Pastor, any two (2) members of the Board of Trustees may call a meeting of the Board of Trustees. In the event that seventy-five percent (75%) or more of the Trustees agree that the Senior Pastor's pastorship of the Church should be terminated, then within five business days the Chairman of the Board of Trustees shall consult with the National Director of the Association of Vineyard Churches and such individual shall deliver a nonbinding written report of his or her findings to the Board of Trustees within ten business days of such consultation. If after review of such report, seventy-five percent (75%) or more of the Trustees agree that the Senior Pastor's pastorship should be terminated, then the Board of Trustees shall have the authority to terminate his pastorship, with or without cause. If the National Director of the Association of Vineyard Churches USA does not timely send the above-referenced report to the Board of Trustees, the Board of Trustees shall be entitled to move forward with the vote to terminate and remove the Senior Pastor. The Senior Pastor shall not be entitled to vote on such termination.

Section 3. The Executive Pastor(s).

Reporting to the Senior Pastor, the Executive Pastor shall have primary authority to operate the Church. An Executive Pastor may, with respect to the operation of the Church consult with the Senior Pastor and/or any Trustee concerning any matters.

A. Ministry.

1. An Executive Pastor shall be committed to daily devotional and prayer and seek to walk uprightly before the Lord in his personal life. He shall seek the mind of God.

2. An Executive Pastor shall be the chief operating officer of the Church. He shall give considerable time to the development of the organization, its people and its resources. He shall aim to guide the Church towards the realization of its mission and vision. He shall ensure the efficient use of its resources.

3. An Executive Pastor shall be the Secretary of the Church.

B. Qualifications (See I Timothy 3:1-7; Titus 1:5-9).

An Executive Pastor shall also be an experienced and gifted executive leader of good reputation, Christ-centered, Spirit-filled, and willing to serve a non-denominational church without promoting denominational interest.

C. Appointment.

An Executive Pastor shall be elected by seventy-five percent (75%) of the Trustees. In the event of a vacancy in the position of Executive Pastor, the Board of Trustees, with input from the Associate Pastors of the Church, shall seek, find and nominate a candidate for election by the Trustees.

D. Compensation.

An Executive Pastor's compensation and any other benefits provided by the Church shall be specified and set by the Board of Trustees and approved by a majority of the Trustees.

E. Potential Termination.

An Executive Pastor of the Church may be removed either with or without cause at any time by a vote of seventy-five percent (75%) or more of the Trustees.

Section 4. Board of Trustees.

A. Purpose, Mission and Ministry.

1. The Church shall be governed by a Board of Trustees which shall meet regularly, but not less frequently than once each quarter. This Board shall be a legislative, not an executive body, whose duties and responsibilities shall be primarily:

(a) assistance, guidance, evaluation and monitoring of the progress of the Church in the fulfillment of its mission and vision;

(b) the selection and periodic (not less than once each fiscal year) written performance assessment of the Senior Pastor;

(c) participation, as needed, in the selection of the Executive Pastor, Associate Pastor(s), and other key staff leaders;

(d) assurance of periodic (not less than once each fiscal year) written performance assessments of the Executive Pastor(s), Associate Pastors, and other key staff leaders;

(e) the ongoing monitoring of the financial status and risk management practices of the Church to ensure fiscal responsibility, solvency and adequate protection of all operating risks;

(f) the periodic review of all practices, activities and decision-making processes of the Church to ensure they do not violate commercially reasonable standards of conduct, professional ethics or the “best practices” of reputable business institutions.

(g) as needed, the establishment of fiscal “guardrails” and management policies to ensure the ongoing health of the Church

2. Notice of the time and place of any regular or special meeting of the Trustees shall be given to each Trustee by personal delivery, telephone, mail, telegram, cablegram or electronic mail at least forty-eight (48) hours before the meeting, which notice need not specify the purpose of the meeting. Such notice, however, may be waived in writing by any Trustee either before or after any such meeting, or by attendance at such meeting without protest prior to the commencement thereof.

3. Subject to the limitations set forth herein, the Board of Trustees shall be responsible for the administration and care of all real and personal property held by the Church and shall have that authority conferred on said Trustees pursuant to the Act*.

**Ohio Nonprofit Corporation Law, Ohio Revised Code Chapter 1702 (the “Act”)*

B. Trustee Qualifications.

Each Trustee must be a Shareholder Member of the Church as set forth in Article III Section 2 hereof and must annually recommit to the Shareholder Membership covenant for the entirety of their term of office. Each Trustee must possess significant experience and gifts in areas of expertise relevant to the Purpose, Mission and Ministry of the Church and the primary duties and responsibilities of the Board of Trustees.

C. Membership.

1. The number of Trustees shall consist of not less than six (6) members and not more than twenty (20) members. The Board of Trustees shall consist of the Senior Pastor and Shareholder Members who are not employees of the Church. A Trustee shall be elected upon a seventy-five percent (75%) vote of the Trustees (with any current Trustee abstaining from the vote on such Trustee's reelection). A quorum must be present for an election.

2. The Trustees, except for the Senior Pastor who shall be automatically appointed annually, shall be elected for a term of three (3) years, according to the following procedure:

(a) The Trustees shall solicit nominations for Board membership from Trustees and/or Shareholder Members. This solicitation shall occur at such time as the Board of Trustees shall determine; provided that in no event shall the solicitation occur less than 30 days before the Trustees vote on new members of the Board of Trustees.

(b) Based on the nominations received or selected, the Trustees shall recommend certain Shareholder Members for election as Trustees. The Board of Trustees may select the candidates in their sole discretion and shall submit such candidates to the Shareholder Members for comment. The Shareholder Members shall have not less than fifteen (15) days prior to election (the "Comment Period") to make any comments with respect to the candidates. Comments may be submitted to the Trustees orally, electronically, or in writing.

(c) Subsequent to the expiration of the Comment Period, the Board of Trustees shall elect new Trustees.

3. The Trustees shall, in order to receive the benefits of staggered terms, attempt to nominate and elect Trustees at staggered times throughout the year.

4. The Trustees shall annually, by majority vote, elect a Chairman for a term of one (1) year, commencing on November 1 of each year. A Chairman may serve not more than five (5) consecutive one (1) year terms.

D. Term Limits.

Any Trustee shall be limited to serving two (2) consecutive three (3) year terms. After the completion of any second consecutive three (3) year term, such Trustee shall be required to sit out for one year before being eligible to be nominated and elected as a Trustee and may then

serve additional two (2) consecutive three (3) year terms.

If a Trustee is elected for a term less than three (3) years but greater than one (1) year, that term shall be considered a full three (3) year term for purposes of the term limit provision described herein, and that Trustee shall be permitted to serve only one additional three (3) year term, after which that Trustee will be required to sit out one year before being permitted to be nominated and elected as a Trustee for an additional term. In exceptional circumstances, the term limit provision described herein may be waived by a unanimous vote of all other Trustees.

E. Quorum.

A quorum consists of a majority of Trustees.

F. Manner of Acting.

Unless otherwise specified in these By-Laws, any action by the Board of Trustees requires a majority of the then current Trustees to vote in favor of the action. Any action which may be taken at a meeting of Trustees may be taken without a meeting if authorized by a writing or writings signed by all the Trustees, which writing or writings shall be filed or entered upon the records of the Church. Trustees may utilize communication equipment to hold a meeting, and to thereby take action, if all those in attendance can hear each other.

G. Resignation.

Any Trustee may resign at any time by giving thirty (30) days written notice to the Church.

H. Removal.

A Trustee of the Church may be removed with or without cause at any time upon a seventy-five percent (75%) vote of the Trustees, except that the Trustee for whom removal is sought shall not be entitled to vote on such Trustee's removal. Thereupon the term of office of such Trustee who shall have been so removed shall forthwith terminate.

I. Vacancies.

A vacancy in the Board of Trustees, from whatever cause (for example, resignation or removal), may be filled for the unexpired portion of the term by a seventy-five percent (75%) vote of the Trustees at a regular meeting or at a special meeting for that purpose. With respect to any vacancy, Trustees shall seek nomination suggestions from the staff of the Church and the Shareholder Members. The Trustees may also form a nominating committee to nominate candidates to fill the vacancy.

J. Executive Committee.

The Board of Trustees may create from its membership an Executive Committee. The Executive Committee operates within the following boundaries:

- (a) Comprised entirely of VC Board of Trustees members
- (b) Includes Board Chairman, Board Vice Chairman (optional), and 1-3 additional Trustees, for a minimum of three members
- (c) May exercise all of the powers of the Church (to the extent permitted by the Ohio Nonprofit Corporation Law) between full Board meetings
- (d) Reports any action taken by the Executive Committee prior to or during the subsequent meeting of the full Board

The purpose and responsibilities of the Executive Committee are as follows:

- (a) Speeds up decision-making between full Board meetings
- (b) Assesses financial health and keeps routine financial activities moving between full Board meetings
- (c) Assists Senior Pastor during emergencies
- (d) Provides counsel to the Chair or Senior Pastor between full Board meetings
- (e) Leads Board development efforts and new member on-boarding

K. Other Committees.

1. The Board of Trustees may from time to time appoint certain of its members to act as a committee or committees in the intervals between meetings of the Board of Trustees and may delegate to such committee or committees power to be exercised under the control and direction of the Board of Trustees. Each such committee and each member thereof shall serve at the pleasure of the Board of Trustees. Any such committee, to the extent provided in the resolution of the Board of Trustees, shall have and may exercise the powers and authority of the Board of Trustees in the affairs of the Church with the exception of any authority the delegation of which is prohibited by the Act.

2. Unless otherwise provided by the Board of Trustees, a majority of the members of any committee appointed by the Board of Trustees pursuant to this Section shall constitute a quorum at any meeting thereof and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of such committee. Any such committee shall prescribe its own rules for calling and holding meetings and its method of procedure, subject to any rules prescribed by the Board of Trustees, and shall keep a written record of all action taken by it.

Section 5. Elders.

The Church considers as Elders the Trustees (which include the Senior Pastor), the Executive Pastor and other church staff selected by the Senior Pastor and Executive Pastor(s). The qualifications for Elders are as hereinbefore set forth (I Timothy 3:1-7; Titus 1:5-9).

Section 6. Officers.

A. Election.

Each officer shall be a Shareholder Member of the Church as set forth in Article III Section 2 hereof. The Trustees shall elect a President, a Treasurer, a Secretary (which shall be the Executive Pastor or one of the Trustees if no Executive Pastor is presently on staff) and such Assistant Secretaries, Assistant Treasurers and such other officers of the Church as the Board of Trustees may deem necessary and proper. Such officers, excluding the offices held by the Senior Pastor, shall be elected annually at such other time as agreed to by the Trustees, by a majority of the Trustees, if a quorum is present at said meeting, and shall serve at the pleasure of the Board of Trustees.

B. Powers and Duties of Officers.

The officers of the corporation shall each have such powers and perform such duties as may be conferred and assigned from time to time by the Board of Trustees.

1. The President. The Senior Pastor shall be the President of the Church and shall have the spiritual authority to shepherd the Church and in general control all of the affairs of the Church, including without limitation the negotiating and signing of any contracts, deeds, mortgages, bonds, documents, debt instruments or other agreements or commitments properly authorized by the Board of Trustees. He shall report to the Board of Trustees and be generally responsible for all of the affairs of the Church.

2. The Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. The Treasurer shall perform such other duties and responsibilities incident to the Office of Treasurer as may be assigned as directed by the President or the Board of Trustees. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Church.

3. Secretary. An Executive Pastor shall be the Secretary of the Church. The Secretary shall record the minutes of the meetings of the Members and Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; 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 by the President or by the Board of Trustees.

C. Vacancies.

A vacancy in any office, from whatever cause, may be filled for the unexpired portion of the term by appointment by the President, or in the case of the office of President, by a majority vote of the Board of Trustees.

D. Resignation.

Subject to the provisions of any contract of employment, any officer may resign as such at any time by giving written notice to the President or in the case of the President, the Chairman of the Board of Trustees.

E. Removal.

Any officer, excluding the office of President may be removed summarily either with or without cause at any time by the President and in the case of the President by a majority vote of the Board of Trustees.

Article V

Books and Records

Section 1. Records. The Church shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Shareholder Members and Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the Members.

Section 2. Right to Review Books and Records. Any Shareholder Member shall have the right to examine the books and records of the Church, and may do so only at a reasonable and convenient time as established by the Church. In any event, no member shall have the right to examine any personnel, financial, or medical information that would invade the personal privacy of Church staff, members, contributors, or guests as determined by the Board of Trustees.

Article VI

Limitations of Liability and Indemnification

Section 1. Indemnification. The Church shall indemnify any person who is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Church, by reason of the fact that he or she is or was a trustee, officer, employee, member or agent of the Church, or is or was serving at the request of the Church, against expenses, including reasonable attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Church, and with respect to any criminal proceedings, if he or she had no reasonable cause to believe that any conduct was unlawful.

Article VII

Rights of Ordination and Licensing

Section 1. Principles of Ordination.

Candidates for ordination recognize that only our Sovereign, Holy God can truly call and ordain His children for service in the ministry of the Gospel of Jesus Christ. The calling of a minister is not the result of a title; rather the title is a result of His calling. This calling is recognized as from the true and living God. It is man's privilege and specifically the privilege of the overseers of the true church of Jesus Christ to ratify the ordination of God when such is obviously placed upon a man's or woman's life. Ordination is awarded to a pastor who shows evidence of an obvious life long calling of God upon his/her life to the satisfaction of the Senior Pastor. The ordained pastor has the right to perform ministerial functions in accordance with the laws of the land and the ordinances for God's Holy Church with all prerogatives of such a calling and office. The purpose of this Article is to provide for the ordination rites of ministers of the Gospel of The Vineyard Community Church.

Section 2. Qualifications for Ordination.

- A.** A candidate for ordination must be a "Born Again" believer in Jesus Christ as described by Our Lord in the third chapter of the Gospel of John.
- B.** A candidate for ordination must ascribe to the statement of faith as described in the preamble of this document.
- C.** A candidate must have completed four (4) years of Bible study or the equivalent as designated by the Senior Pastor.
- D.** A candidate should have evidenced the obvious calling of God upon his or her life to the satisfaction of the Senior Pastor.

Section 3. Procedures for Ordination.

The procedure for ordination shall be as follows:

- A.** Each person fulfilling the above qualifications, and upon their presentation to the Senior Pastor of this body, will receive full consideration for ordination into the ministry of the Gospel of Jesus Christ by The Vineyard Community Church.
- B.** The Senior Pastor may make exceptions to these qualifying standards wherein the unanimous opinion of the Board of Trustees and under the strong compelling conviction of the Holy Spirit such exception is according to the will of God and consistent with His Word.

C. Upon unanimous approval of the Trustees, the candidate will be ordained as a minister of the Gospel with the right to perform ministerial functions in accordance with the laws of the land and the ordinances of God’s Holy Word with all prerogatives of such a calling and office.

D. All candidates, successful or otherwise, will be notified of the Board’s decision in writing within one (1) week of the final Board action.

Section 4. Certificate of Ordination.

The following is the text of the Certificate of Ordination to be issued to each successful candidate:

CERTIFICATE OF ORDINATION

“You did not choose Me, but I chose you, and appointed you, that you should go and bear fruit and that your fruit should remain, that whatever you ask of the Father in My name, He may give to you.” John 15:16

This is to certify that Pastor _____ was duly ordained by The Vineyard Community Church as a minister of the Gospel of Jesus Christ. He/She has completed all studies and has met all the requirements of this body for recognition of such office; further, by rite of ordination this date he/she is duly ordained to perform all ministerial functions without limit as accorded by the laws of the land and in compliance with the ordinances of God’s Holy church as set forth in the Holy Bible. We now pray for God’s Divine blessing and the power of the Holy Spirit upon him/her.

Given this ____ day of _____, 20__

THE VINEYARD COMMUNITY CHURCH

SENIOR PASTOR
with headquarters in Cincinnati, Ohio.

“But the goal of our instruction is love from a pure heart and a good conscience and a sincere faith.” 1 Timothy 1:5

Section 5. Ministry License.

A pastor is licensed by Vineyard Community Church as a result of their title, rather than a result of his/her calling. The license qualifies the individual to perform ministerial functions related to their position. The Ministry License is renewed yearly. The following is the text of the Ministry License to be issued to each successful candidate:

MINISTRY LICENSE

“You did not choose Me, but I chose you, and appointed you, that you should go and bear fruit and that your fruit should remain, that whatever you ask of the Father in My name, He may give to you.” John 15:16

This is to certify that Pastor _____ is duly licensed by The Vineyard Community Church of Cincinnati on this ____ day of _____ in the year of our Lord _____, as a minister of the Gospel of Jesus Christ. This license is good for one year from the above date. Further, he/she has completed all the studies and has met all the requirements of this body for recognition of such office; further, by rite of license he/she is duly licensed to perform all ministerial functions without limit as accorded by the laws of the land and in compliance with the ordinances of God’s Holy church as set forth in God’s Holy Word. We now pray for God’s Divine blessing and the power of the Holy Spirit upon him/her.

Given this ____ day of _____, 20__

THE VINEYARD COMMUNITY CHURCH

SENIOR PASTOR

with headquarters in Cincinnati, Ohio.

“But the goal of our instruction is love from a pure heart and a good conscience and a sincere faith.” 1 Timothy 1:5

Article VIII

Auxiliaries

Any organization, group or club whose membership is primarily for a church activity, shall be considered an auxiliary of the church and shall be subject to the Articles of Incorporation and By-Laws of the Church. As an auxiliary, the organization shall exist only in cooperation with the Senior Pastor, and the Board of Trustees.

Article IX

Amendment of Articles of Incorporation and By-Laws

The Articles of Incorporation and By-Laws may be amended, repealed or new Articles of Incorporation or By-Laws may be adopted by the affirmative vote of seventy-five percent (75%) of the Trustees at a meeting held for such purpose if a quorum is present.

Article X

Annual Accounting Period

The annual accounting period for this corporation shall begin on the first day of September, and shall end on the last day of August.

Article XI

Miscellaneous

Section 1. Execution of Documents.

The Board of Trustees may authorize by majority vote any officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the Church and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or other person shall have any power or authority to bind the Church by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2. Inspection of Articles of Incorporation and By-Laws.

The Church shall keep in its principal office the original or a copy of its Articles of Incorporation and By-Laws, as amended to date, which shall be open to inspection by the Shareholder Members at all reasonable times during normal office hours.

Section 3. Construction of Definitions.

Unless the context otherwise requires the general provisions, rules of construction and definitions contained in the Act shall govern the construction of these By-Laws.