



BRIDGE CITY COMMUNITY CHURCH AMENDED AND RESTATED BYLAWS

(Last amended on June 18, 2013)

ARTICLE 1

Purpose

Bridge City Community Church a community of Christians in Portland, Oregon who band together for mutual encouragement, growth, and witness and whose primary purpose is to connect people with God and each other through Jesus Christ.

ARTICLE 2

Membership and Voting

Section 2.1 – Qualifications and Procedure for Becoming a Family Member. Members are committed participants of Bridge City Community Church and are referred to as “Family” or “Family Members.” People become “Family Members” when they

- (a) consider the Church as their spiritual home;
- (b) have accepted Jesus Christ as their Savior and Lord and have expressed that commitment through water baptism or are preparing to do so;
- (c) have participated in a membership initiation event prescribed by the Elders; and
- (d) have certified that they understand and support the mission, core values and ministry strategy of the Church.

Being a “Family Member” is not necessary to participate in the life of the Church or serve in its ministries. Elders, Deacons and primary ministry leaders are required to be “Family Members.” The Church affirms all confessed Christians as part of the Body of Christ regardless of their denominational or organizational membership. Consequently, membership at Bridge City Community Church is not exclusive, and members of this Church may also be members of other Christian denominations or organizations.

Section 2.2 – Family Business Meetings

(a) **Annual Meetings.** An Annual Meeting or “Annual Family Business Meeting” will be held annually in the month of September in conjunction with the beginning of the Ministry Year. At the Annual Family Business Meeting Family Members who are twelve years old or older will have the authority to affirm the team of Elders and transact whatever business may properly be brought before the meeting.

(b) Special Meetings. Special Family Business Meetings will be held upon the call of (1) the Elders, or (2) the written request of twenty-five Family Members or five percent (5%) or more of the Family Members, whichever is less.

(c) Notice. Notice of the annual and Special Family Business Meetings will be given in both of the following ways: (1) by announcing the meeting in the weekly Church program for the two weeks immediately preceding the meeting; or (2) by sending written or electronic notice to each Family Member at least twelve days preceding the meeting. The notice must contain the agenda for the meeting. No action may be taken on any item not listed on that agenda.

(d) Quorum. The Family Members of record who are present constitute a quorum.

(e) Voting. If a quorum is present at the time the vote is taken, the affirmative vote of a majority of those Family Members present constitutes the action of the Church unless the Articles of Incorporation or these Bylaws require a greater number.

(f) Proxies; Ballots. Family Members may not vote by proxy. They may, however, cast ballots.

(g) Record date. The date of the Family Business Meeting will be the record date for determining who constitutes a Family Member.

Section 2.3 - Determinations of Qualification. Membership at Bridge City Community Church is voluntary and self-selecting. Any person who qualifies according to Section 2.1 and who desires membership can consider themselves as such.

Section 2.4 - Disqualification of Membership. Removing a person from church membership is a rare and extreme step. It will only be taken only after all other means of reconciliation have been thoroughly exhausted and should only then be considered if the Family Member in question is currently bringing significant division and damage to the church family. Only a vote of the Family Members may disqualify a person as a Family Member of the Church, and that determination will be final. A person may be disqualified as a Family Member of the Church only at the annual or a special Family Business Meeting, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is to disqualify a person as a Family Member of the Church.

ARTICLE 3

Elders

Section 3.1 - Responsibilities. The spiritual, business and other affairs of the Church will be managed by the Elders. Except as expressly provided otherwise in these Bylaws, the Elders will be the ultimate governing authority of the Church. The Elders replace the Board of Trustees of the Church and assume the rights and authority previously delegated to the pastors of the Church. To the extent required by the Oregon Nonprofit Corporation Act, the Elders will be deemed to be the board of directors of the Church.

Section 3.2 - Number and Qualification. The Church will have at least three Elders. The qualifications of Elders are described in the Eldership Governance Proposal that was adopted by the Board of Trustees of the Church on April 9, 2013. Family Members will have the authority to

affirm or reject the Elders, as a slate, once each year at the annual Family Business Meeting. Elders should generally be individuals who have been Family Members of the Church for at least three years, and in addition, each Elder must support the mission, vision and ministry strategy of the Church with their time and financial resources. Elders may be employed by the Church and/or may be related to an employee of the Church by blood or marriage.

Section 3.3 – Term; Removal; Additional Appointments. Terms are not limited, and each Elder will serve until he or she resigns, is removed, becomes incapacitated, or dies. The Elders may remove an Elder, in which case Article 3.7 (Conflict of Interest) will apply. The Elders may also appoint additional Elders from time to time as they see fit.

Section 3.4 – Extraordinary Expenditures. The Elders will adopt an annual budget. Copies of the budget will be made available to all Family Members. The Elders may vary actual expenditures from budgeted expenditures depending on the actual financial condition of the Church. However, any authorization by the Elders for the purchase, sale or mortgaging of real property, or for any single unbudgeted expenditure of more than \$20,000 from unrestricted funds, will be effective only if approved or ratified by the Family Members.

Section 3.5 – Meetings of Elders

(a) Meetings. Regular meetings of the Elders may be held upon reasonable notice. The Elders may fix, by resolution, the time and place for holding regular meetings. The Elders will hold regular meetings at least quarterly.

(b) Special meetings. Special meetings of the Elders will be held upon the call of any Elder. The Elder calling a special meeting of the Elders must give each other Elder notice (either orally or in writing) of the date, time and place of the special meeting at least 24 hours before the meeting.

(d) Quorum. One-half of the number of Elders constitutes a quorum.

(e) Voting. The Elders will endeavor to make all decisions by consensus. The Bible again is silent as to how elders are to make decisions, but some passages suggest that leaders worked toward a spirit-led consensus. The Church believes that means Elders will pray about the issues under consideration, each Elder would contribute his or her perspective, consider the opinions and perspectives of the other Elders, and if appropriate, consider input from members and experts. The goal should be to move toward a decision that every Elder can support, where "all hearts are clear" on the subject. When the time to make a decision approaches, each Elder has the option of:

1. Supporting the decision,
2. Not supporting but being willing to defer to the rest of the Elder team, because the decision does not undermine or conflict with the culture or mission of the Church, or Biblical wisdom, or
3. Stopping the decision entirely because it violates the culture or mission of the Church, or Biblical wisdom.

Within the Elder team, wide ranging discussion and disagreement are appropriate as the team works toward the best resolution of any issue. Once a decision is made within the Elder team, regardless of an Elder's personal position, all Elders are expected to support the decision fully and speak with a unified voice.

(f) Action without a meeting. Any action that may be taken at a meeting of Elders may be taken without a meeting if the action is taken by all of the Elders as evidenced by a written or electronic consent signed by each Elder. A written or electronic consent may not be revoked.

(g) Attendance by conference telephone call. The Elders may permit all or any Elders to participate in a meeting of Elders by telephone or video conference call provided all Elders participating in the meeting are able to simultaneously hear each other during the meeting. An Elder participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.6 - Removal. The Elders may remove any Elder with or without cause. An Elder may be removed only at a meeting of Elders called for the purpose of removing the Elder, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Elder.

Section 3.7 - Conflicts of Interest.

(a) Disclosure. No transaction involving the Church will be voidable by the Church solely because of an Elder's direct or indirect interest in the transaction if: (1) the material facts of the transaction and the Elder's interest were disclosed to or known by the other Elders, and the other Elders authorize, approve or ratify the transaction; or (2) the material facts of the transaction and the Elder's interest were disclosed to the Family Members at a meeting of Family Members, and the Family Members authorize, approve or ratify the transaction.

(b) Definition of "indirect interest." For purposes of this Section 3.7, an Elder has an indirect interest in a transaction if: (1) a member of the Elder's family or any other member of the Elder's household is a party to the transaction; or (2) another entity in which the Elder or a member of the Elder's family or other member of the Elder's household has a material financial interest is a party to the transaction; or (3) another entity of which the Elder is a director, manager, officer or trustee is a party to the transaction.

(c) Participation by an Elder with a Conflict of Interest. An Elder with a direct or indirectly conflict of interest may not participate in any decision regarding that transaction. For purposes of this Section 3.7, a transaction in which an Elder has an interest is authorized, approved or ratified by the Elders if the Elders who have no direct or indirect interest in the transaction authorize, approve or ratify the transaction, except that a transaction may not be authorized, approved or ratified under this section by a single Elder. If the Elders who have no direct or indirect interest in the transaction agree, by consensus, to authorize, approve or ratify the transaction, a quorum will be present for the purpose of taking action under this section.

(d) Calculation and counting of votes at a meeting of Family Members. The vote cast by an Elder who has a direct or indirect interest in the transaction, and the vote of any member of the Elder's family or household, will be disregarded in a vote of the Family Members to determine whether to authorize, approve or ratify a conflict of interest transaction.

Section 3.8 - Compensation. Elders will not be compensated for their services as Elders. The Elders may, subject to Article 7, employ Elders, who will serve at the pleasure of the Elders. In addition, Elders may be reimbursed for reasonable expenses incurred in connection with the performance of their duties as Elders.

ARTICLE 4

Officers

To the extent necessary to comply with the Oregon Nonprofit Corporation Act, the Elders will designate a President and a Secretary of the corporation. The Elders will appoint a treasurer, who may be an Elder or a Deacon. The Treasurer will be responsible for (a) the Church's accounts, (b) the depositing of all moneys, securities and other valuable effects in depositories designated for that purpose by the Elders, (c) providing a summarized written report of the accounts to the Elders on a monthly basis or as otherwise requested by the Elders, (d) presenting a complete financial report at the annual meeting of Family Members. Expenditures from deposited funds will be made by checks or other instruments, with such signature authority as the Elders may determine from time to time. While the Treasurer is responsible for the tasks described in this Article 4, the actual work may be done by volunteer or paid staff if the growth of the Church warrants. The Treasurer will ensure that the bank statements of the Church are reviewed by a person who does not have the authority to sign checks on behalf of the Church.

ARTICLE 5

Deacons/Committees

Section 6.1 – Deacons. The Elders may from time to time appoint persons to serve as Deacons. Deacons will serve at the pleasure of the Elders.

Section 6.2 – Committees. The Elders may from time to time appoint standing or ad hoc committees. Committee members will serve at the pleasure of the Elders.

Section 6.3 – Rules governing Deacons and committees. Except as expressly provided otherwise, Section 3.5 and 3.7 of these Bylaws will apply to meetings of Deacons and all committees of the Church. No group except the Elders may authorize distributions above the budget approved by the Elders; approve or recommend the dissolution, merger or sale, pledge or transfer of all or substantially all of the Church's assets; elect, appoint or remove Elders; or adopt, amend or repeal the Church's Articles of Incorporation or these Bylaws.

ARTICLE 7

Employees of the Church

Section 7.1 – Hiring. The Elders are responsible for all personnel matters, including the hiring of employees of the Church. When Elders consider the hiring, review or dismissal of an Elder who is an employee of the Church, Article 3.7 (Conflict of Interest) will apply.

Section 7.2 - Review. The Elders will review the performance, compensation and job assignments of each employee of the Church at least annually.

Section 7.3 - Dismissal. Only the Elders may hire or terminate an employee of the Church.

ARTICLE 8

Amendments of Bylaws

These Bylaws may be amended in one of two ways:

Section 8.1 - By the Elders. The Elders may amend, repeal and restate these Bylaws. The Elders must give prompt written notice to the Family Members of any such amendment, repeal or restatement of these Bylaws in the same manner as is given with respect to meetings of Family Members. The Family Members may rescind any amendment, repeal or restatement of these Bylaws by the Elders by calling a Family Business Meeting for that purpose in the manner provided in Section 2.2 above.

Section 8.2 - By the Family Members. The Family Members may amend, repeal or restate these Bylaws by calling a Family Business Meeting of members for that purpose in the manner provided in Section 2.2 above. The proposed amendment(s) must be included in the notice of the meeting.

ARTICLE 9 Miscellaneous

Section 9.1 - Statements by Elders, Deacons, Committee Members and Family Members and affiliated organizations. Any Elder, Deacon, member of a committee, or Family Member and any person affiliated with any ministry or other organization affiliated in any way with the Church may not make any public statement on behalf of the Church without the approval of the Elders. All other statements must clearly indicate that they are the statements only of that person, committee, ministry or group and are not the statements of the Church.

Section 9.2 – Recognition of Ordination. Bridge City Community Church holds that ordination is something that God alone can do and that no organization or church can ordain or remove the ordination of someone God has called to ministry. As such, the Church does not ordain people to ministry. From time to time the Church will, however, formally recognize the evident ordination of God on an Elder, Deacon or Family Member's life. Upon recommendation of the Elders, the Family Members may vote to recognize the God's ordination of a Family Member. This "Recognition of Ordination" is usually celebrated in a formal and public way.