

**CHRIST THE REDEEMER**

Spokane, WA

**BY-LAWS**

Adopted by the membership on January 29th, 2006

**Preamble**

Since it pleased Almighty God to call certain of his servants to gather together as a community of believers in the Fall of 1993 in the City of Spokane for the worship of God and to spread the gospel of Jesus Christ, and

WHEREAS, Christ The Redeemer formally incorporated under the laws of the State of Washington in March of 1994 and shortly thereafter adopted certain by-laws to guide it in its corporate governance and business affairs, and

WHEREAS, the members of Christ The Redeemer have with the passage of time developed a fuller appreciation of our need, individually and collectively, for continual reformation, and

WHEREAS, the members of Christ the Redeemer desire to reconstitute themselves to more closely conform to God's will for this church at this time and place in order to prepare ourselves for greater efforts in His name; and

WHEREAS, the by-laws which have guided us prior to this time have become outdated and are no longer suitable for their intended purposes, and

WHEREAS, we the members of Christ The Redeemer recognize that the by-laws which are set forth below reflect a fundamental change in the corporate governance of this church and, as such, represent new guidelines as opposed to an amendment,

NOW THEREFORE, we the members of Christ The Redeemer do hereby adopt the following by-laws as our articles of governance, to be interpreted at all times to reflect the character of and bring glory to Jesus Christ, as revealed in the Holy Bible and articulated in the Statement of Faith of this Church and Covenant of this Church.

**Article 1 - Name**

The name of this Church is Christ The Redeemer (hereinafter occasionally referred to as the "Church" or the "Corporation").

## Article 2 - Purpose

This Church exists by the grace of God for the glory of God, which shall be the ultimate purpose for all its activities. This Church glorifies God by seeking to love Him and seeking to obey his commands through:

- (1) Gathering together on the Lord's Day and at other times for public worship of Almighty God;
- (2) Proclaiming the Gospel of Jesus Christ, in season and out, through the preaching of God's Word and personal evangelism;
- (3) Teaching the whole counsel of God to equip the saints;
- (4) Administering the Sacraments of Baptism and the Lord's Supper;
- (5) Exhorting the saints to grow in personal holiness in accordance with God's Word; and
- (6) Cooperating, to the fullest extent possible, with churches, fellowships and ministries which embrace the Faith once delivered to the saints.

## Article 3 – Doctrinal Statement

The doctrinal basis of this Church shall be the fundamental truths of Christianity, as revealed in Holy Scripture, including:

- (1) The Godhead. The Father, the Son and the Holy Spirit are one in the Godhead.
- (2) The Sovereignty of God. God is sovereign in creation, revelation, redemption and final judgment.
- (3) The Person of Christ. The Lord Jesus is fully God, his incarnate Son; he was born of a virgin, his humanity real and sinless; he died on the cross, rose bodily and is now reigning in heaven and earth.
- (4) The Bible. The Bible is inspired by God (God-breathed) and infallible, as originally given, and is the supreme and sufficient authority in all matters of what to believe and how to live.
- (5) The Radical Corruption of Man. Since the fall, human nature has been radically corrupted by sin, whereby everyone willfully rebels against God's rule, making us guilty and subject to God's just wrath and condemnation.
- (6) The Work of Christ. We are redeemed from the guilt, penalty and power of sin only through the sacrificial death once and for all time of our representative and substitute, Jesus Christ, the only mediator between God and sinners.
- (7) Justification by Faith in Christ alone. Sinners are pardoned all their sins, and accepted as righteous in God's sight, only because of the righteousness of Christ, credited to them; this justification is God's act of undeserved mercy, to be received

solely by trust in him.

- (8) The Work of the Holy Spirit. The Holy Spirit must apply the work of Christ to individual sinners enabling them to turn to God from their sin and to trust in Jesus Christ.  
The Holy Spirit dwells in all those he has regenerated, producing in them increasing likeness to Christ in character and behavior, and giving them power for their witness in the world.
- (9) The Church. The one holy universal church is the Body of Christ to which all true believers belong and is made visible in local congregations of baptized believers.
- (10) The Return of Christ. The Lord Jesus will return in person, to judge everyone, to execute God's just condemnation on those who have not repented and to receive the redeemed to eternal glory.
- (11) Baptism & The Lord's Supper: Baptism and the Lord's Supper are visible signs of the gospel whose blessings are received by faith in Jesus Christ.  
Baptism is a symbol of union with Christ and entry into his Church; an act of obedience symbolizing the believer's repentance and faith in the Lord Jesus Christ. The Lord's Supper is a remembrance of our common union in the death and resurrection of Jesus Christ and a looking forward to his return.

#### **Article 4 – Membership**

- (1) Qualifications.

To qualify for membership in this Church ("Member"), a person must be a believer in Jesus Christ who gives evidence of regeneration, who has been baptized, and who wholeheartedly believes in the Christian faith as revealed in the Bible. Each member must agree to submit to the teaching of scripture as expressed in the Doctrinal Statement (see Article 3) and must promise to keep the commitments expressed in the Church Covenant (see Appendix 1). The Elders (see definition in Article 6 below) shall be responsible for determining each person's qualifications for membership. In making this determination, they may rely on a person's profession of faith, or such evidence, as the Elders deem appropriate.

Being that we as a body affirm that the Scripture teaches that the only means of salvation that the world has been afforded is in Christ alone through faith alone, membership in a group that holds to teachings contradictory to our doctrinal statement is incompatible with membership in this church.

- (2) Admission of Members

To be admitted into Church membership, applicants must be at least 18 years of age and be recommended by Elders for admission and accepted by the Members at any regular or special meeting of the Church.

All persons seeking membership shall be examined by two or more Elders before being formally recognized as Members at the next administration of the Lord's Supper.

(3) Duties and Privileges

In accord with the duties enumerated in the Church Covenant, each Member shall be privileged and expected to participate in and contribute to the ministry and life of the Church, consistent with God's leading and with the gifts, time and material resources each has received from God. Only those who are Members shall be entitled to serve as leaders in the ministries of the Church; non-members may serve on an ad-hoc basis with the approval of the Elders. Notwithstanding, non-members may serve the Church for purposes of administration and professional consultation.

It is the privilege and responsibility of Members to attend Member's meetings and vote on the election of officers, decisions regarding membership status and on such other matters as may be submitted to a vote.

(4) Associate Membership

Students and others temporarily residing in the Spokane area who are members of an evangelical church may apply for associate membership. Qualifications are identical to those for full membership as set out above, except that home church membership must be retained. A letter of commendation will be sought from the applicant's home church.

Duties and privileges of associate members are the same as for other members except:

a) while they will be encouraged to participate in Member's meetings they will not be eligible to stand for any office or vote.

Termination of associate membership as a disciplinary measure will be as it is for other Members, except that the Elders shall notify the pastor or Elders of the home church of that termination. Associate membership will normally terminate immediately upon the ending of the period of temporary residence in the Spokane area.

(5) On Church Discipline

Any Member consistently neglectful of his or her duties or guilty of conduct by which the name of our Lord Jesus Christ may be dishonored, and so opposing the welfare of the Church, shall be subject to the admonition of the Elders and the discipline of the Church, according to the instructions of our Lord in Matthew 18:15-17 and the example of scripture. Church discipline, then, should ordinarily be contemplated after individual private admonition has failed.

Church discipline can include admonition by the Elders or congregation, suspension from communion for a definite period, deposition from office, and excommunication (see Matthew 18: 15-17; 2 Thessalonians 3: 14-15; 1 Timothy 5:19- 20; 1 Corinthians 5: 4-5).

a) The purpose of such discipline should be for the repentance, reconciliation, and spiritual growth of the individual disciplined (see Proverbs 15: 5; 29: 15; I Corinthians 4: 14; Ephesians 6: 4; I Timothy 3: 4-5; Hebrews 12: 1-11; Psalm 119: 115; 141: 5; Proverbs 17: 10; 25: 12; 27: 5; Ecclesiastes 7: 5; Matthew 7: 26-27; 18: 15-17; Luke 17: 3; Acts 2: 40; I Corinthians 5: 5; Galatians 6: 1-5; II Thessalonians 3: 6, 14-15; I Timothy 1: 20; Titus 1: 13-14; James 1: 22).

- b) For the instruction in righteousness and good of other Christians, as an example to them (see Proverbs 13: 20; Romans 15: 14; I Corinthians 5: 11; 15: 33; Colossians 3: 16; I Thessalonians 5: 14 [note this is written to the whole church, not just to leaders]; I Timothy 5: 20; Titus 1: 11; Hebrews 10: 24– 25);
- c) For the purity of the church as a whole (see I Corinthians 5: 6–7; II Corinthians 13:10; Ephesians 5: 27; II John 10; Jude 24; Revelation 21: 2);
- d) For the good of our corporate witness to non–Christians (see Proverbs 28: 7; Matthew 5: 13–16; John 13: 35; Acts 5: 1–14; Ephesians 5: 11; I Timothy 3: 7; II Peter 2: 2; I John 3: 10); and
- e) Supremely for the glory of God by reflecting His holy character (see Deuteronomy 5:11; I Kings 11: 2; II Chronicles 19: 2; Ezra 6: 21; Nehemiah 9: 2; Isaiah 52: 11; Ezekiel 36: 20; Matthew 5: 16; John 15: 8; 18: 17, 25; Romans 2: 24; 15: 5–6; II Corinthians 6: 14–7: 1; Ephesians 1: 4; 5: 27; I Peter 2: 12).

(6) Termination of Membership.

Termination of membership shall be recognized by the Church following the death or voluntary resignation of any Member. Membership may be terminated as an act of Church discipline with the recommendation of the Elders and with the vote of two-thirds of the Members present at any regular or special meeting of the Members.

### **Article 5 -Meetings**

(1) Worship Meetings

Worship services shall be held each Lord’s Day, and may be held throughout the week as the Church determines.

(2) Members’ Meetings

In every meeting together, Members shall act in that spirit of mutual trust, openness and loving consideration which is appropriate within the body of our Lord Jesus Christ.

The place of all meetings of the Members shall be at Christ The Redeemer Church Building, 1523 W. Mallon Avenue, Spokane, Washington, or such other place within or without the State of Washington as may be determined from time to time by the Elders. If it is not at the regular location for Sunday worship services, the place at which such meetings shall be held shall be stated in the notice and call of the meeting.

(3) Annual Meeting

The annual meeting of the Members of the Church shall be held during the month of January each year, the day and time of such meeting to be fixed by the Elders. Notice of the Annual Meeting shall be given to the Members by either the Chairman of the Elders or the Senior Pastor, in any practical manner, at least two weeks prior to the appointed day. The primary business to be accomplished at the Annual Meeting shall be the election of officers, the filling of any open positions and the approval of the Church’s annual budget. The Church shall operate on a calendar fiscal year.

The Chairman of the Elders shall preside as moderator at all Members’ meetings of

the Church. In the absence or incapacity of the Chairman of the Elders, these duties shall be performed by the Senior Pastor or by another Elder designated by the Elders.

(4) Eligibility to Vote and Quorum

Except as expressly set forth in these By-Laws, any number of Members being present at the meeting shall constitute a quorum. The majority of Members present at the meeting shall determine any matter coming before the meeting unless a different vote is required by statute, by the Church's Articles of Incorporation or by these By-Laws.

The voting at all meetings of Members shall be by voice, except if by special circumstances decided by the Elders it shall be conducted by written ballot.

The decision to either hire or terminate the employment of a full-time pastor shall be made at a meeting attended by two-thirds of all Members (either physical or by written proxy). Further, the action being proposed shall require the approval of three-quarters of those in attendance.

(5) Meetings called by Members

Members may call a Members' meeting by presenting a petition to the senior pastor or the Chairman of the Elders. Not only must the petition state the purpose of the meeting, but also the petition must be signed by twenty percent of the members. Upon receipt of the petition, the senior pastor or the Chairman of the Elders shall schedule a members' meeting on a day that is that is not more than 22 days after they day they received the petition. Notice of the meeting shall be given by either the Chairman of the Elders or the senior pastor, in any practical manner, at least 14 days prior to the appointed day.

(6) Eldership Board Meetings

The Eldership Board will meet regularly to pray for the membership and to conduct the business of the church. These meetings will be at a time and place designated by the Board.

A quorum will be required to vote on any matter that comes before the Board. While consensus on all matters is desired, it is quite possible that God-fearing men could disagree harmoniously, therefore any voting matter that comes before the Board will require a 2/3 approval of the members present to pass.

## **Article 6 - Officers**

(1) Summary

The Biblical offices in the Church are Elders and Deacons. In addition, our Church recognizes the administrative positions of secretary and treasurer. All officers must be Members of Christ The Redeemer prior to assuming their responsibilities.

(2) Elders

The Elders shall be comprised of not less than three men who satisfy the qualifications for the office of Elder set forth in I Timothy 3:1-7 and Titus 1:6-9 (the "Elders" or "Eldership Board"). A majority of the Eldership Board shall be composed of Church Members who are not in the regular pay of the Church, and no Elder shall hold the office of Deacon during his tenure.

Subject to the will of the congregation, the Elders shall oversee the ministry and resources of the Church. In keeping with the principles set forth in Acts 6:1-6 and I Peter 5:1-4, the Elders shall devote their time to prayer, the ministry of the Word (by teaching and encouraging sound doctrine), and shepherding God's flock.

The Church shall recognize men gifted and willing to serve this calling, in accordance with the constitutional provisions on elections. These men shall be received as gifts of Christ to his Church and set apart as Elders. With the exception of senior and associate pastors, this recognition shall be reaffirmed by the Church triennially. After an Elder, other than the senior or associate pastor(s), has served two consecutive three year terms, he may only be elected to the office of Elder after at least one year sabbatical. In recognition that the task of Eldership is significant and is accomplished while continuing care of family and work responsibilities, we understand that individual Elders may need to take leave of some of the responsibilities of Eldership for periods of time. Such sabbatical times will be arranged through mutual consent of the Elders.

An Elder's term of office may be terminated by resignation or by dismissal. An Elder may resign his office without prejudice if for good and valid reasons he is no longer able to discharge the duties required. Any two Members having reason to believe an Elder should be dismissed should express such concern to the Elders and, if need be, to the congregation. Any such action shall be done in accordance with the instructions of our Lord in Matthew 18:15-17 and 1 Timothy 5:17-21. Any of the Elders may be dismissed by a two-thirds vote of the Members at any Members' meeting of the Church.

The Elders shall take particular responsibility to examine and instruct prospective Members, examine and recommend all prospective candidates for offices and positions, oversee the work of the Deacons and appointed Church agents and committees, conduct worship services, administer the ordinances of baptism and communion, teach the Scriptures, equip the Members for the work of the ministry, encourage sound doctrine and practice, admonish and correct error, oversee the process of Church discipline, coordinate and promote the ministries of the Church, and mobilize the Church for world missions. The Elders shall further ensure that all who minister the Word to the congregation, including outside speakers, share the fundamental convictions of Christ The Redeemer.

The Elders may establish ministry positions or committees to assist them in fulfilling their responsibilities. The Elders may also propose funding for new staff positions. The Eldership shall approve all candidates to fill the positions of senior and associate pastor. The scope and approval of job descriptions for any staff position shall reside in the hands of those with hiring authority for that position.

The Elders shall have primary responsibility for the employment, supervision, and evaluation of staff members. This responsibility may, on a case-by-case basis, be delegated to the deacons or other staff members.

In February each year the Elders shall elect a Treasurer, Secretary, Vice Chairman and a Chairman who shall serve as the Chairman at all Elders' meetings and as moderator at all Members' meetings. In his absence, the Elders shall appoint another Elder to fulfill these duties. The Elders shall meet monthly, unless deemed unnecessary in a particular month by a majority of the Elders.

For purposes of compliance with the nonprofit corporation laws of the State of Washington, the Chairman of the Elders shall serve as the president of the Corporation.

Resolutions adopted by the Elders, which would trigger new, unbudgeted expenditures that exceed 10% of the total annual Church budget, must be approved by the Church at a Members' meeting, prior to implementation and disbursement of any funds.

(3) The Senior Pastor

The senior pastor shall be an Elder. He shall perform the duties of an Elder described in Article 6, Section 2, and shall be recognized by the Church as particularly gifted and called to the full-time ministry of preaching and teaching.

He shall preach on the Lord's Day, administer the ordinances of baptism and communion, and perform such other duties as usually pertain to that office. His call shall not be subject to the triennial reaffirmation or to the term limitation set out in Article 6, section 2.

In the absence or incapacity of the senior pastor the Elders shall assume responsibility for his duties, any of which can be delegated.

(4) Associate Pastors

The Church may call additional pastors whose relationship to the senior pastor is that of associate. An associate pastor shall be an Elder. He shall perform the duties of an Elder described in Article 6, Section 2, and shall be recognized by the Church as particularly gifted and called to the full time ministry of preaching and teaching. His call shall not be subject to the triennial reaffirmation or to the term limitation set out in Article 6, section 2.

(5) Pastoral Ministry Assistants

The Elders may hire additional staff to assist with pastoral ministry, designated as pastoral ministry assistants. These shall not be pastors, though they may be recognized as Elders should they be nominated by the Elders and elected by the congregation, in accordance with Article 6, Section 2.

The Elders shall define the responsibilities of the pastoral ministry assistant(s). They

shall serve at the will of the Elders for an initial term up to four years, though that term may be extended with the approval of the Elders.

(6) Deacons & Deaconesses

The office of Deacon is described in I Timothy 3:8-13 and Acts 6:1-7(“Deacons”). The Church shall recognize, in accordance with the constitutional provisions on elections, men and women who are giving of themselves in service to the Church, who possess gifts of leadership, and who are called to further service. These Members shall be received as gifts of Christ to His church and set apart as Deacons. They shall be elected to one term lasting for a maximum of three years and may only be elected to another term after a one year sabbatical. The Elders may make an exception to this if a Deacon, who is serving faithfully, is particularly gifted for his or her area of ministry.

Deacons shall care for the temporal needs of Members, attend to the accommodations for public worship, oversee the financial activities and properties of the Church, and encourage and support those able to help others and those with gifts of administration.

Each year the Deacons, with the approval of the Elders, shall present to the Church an itemized budget in advance of the annual Members’ meeting. This budget shall be voted upon at the annual Members’ meeting. No money shall be solicited by or on behalf of the Church or any of its ministries without the approval of the Elders and Deacons.

The Deacons shall also be responsible for presenting regular reports of the account balances, revenues, and expenses of the Church at each Members’ meeting. They shall receive, hold, and disburse a fund for benevolence, reporting on its use to the Elders at their request, and reporting to the Church its total receipts and total disbursements only.

The Deacons, with the agreement of the Elders, may establish unpaid administrative positions or committees of members to assist them in fulfilling their responsibilities in the Church.

Deacons, pastoral staff and others have authority to incur financial expenditures up to the annual budget for the specific category within their area of responsibility. Proposals or requests made by Deacons, pastoral staff or others, which would cause actual expenditures to exceed said annual budget for any category, must be approved by the Elders, prior to implementation and disbursement of any funds. If such request constitutes an emergency (whereby not acting could delay worship or other meetings), it may be approved by the Treasurer and one other Elder.

(7) Secretary

It shall be the duty of the secretary to record the minutes of all regular and special Members’ meetings of the church and all meetings of the Eldership Board, to preserve an accurate roll of the membership, and to render reports as requested by the pastor, the Elders, the Deacons, or the Church.

In the absence or incapacity of the secretary, the Elders shall appoint a Member to perform the duties of the Church secretary.

For purposes of compliance with the nonprofit corporation laws of the State of Washington, the secretary shall serve as the secretary of the Corporation.

The Church secretary shall ensure that dated copies of the most recent revision of these By-Laws shall be available for all Members.

(8) Treasurer

The treasurer shall ensure that all funds and securities of the Church are properly secured in such banks, financial institutions, or depositories as the Deacons shall designate as a depository. The treasurer shall also ensure that full and accurate accounts of receipts and disbursements are kept in books belonging to the Church, and that adequate controls are implemented to guarantee that all funds belonging to the Church are appropriately handled by any officer, employee, or agent of the Church. The treasurer shall render to the Elders monthly, or whenever they may require it, an account of all transactions as treasurer and of the financial condition of the Church.

(9) Paid staff are not eligible to hold any of the corporate offices.

### **Article 7 - Elections**

(1) General Principles

The process for church elections shall be interpreted and carried out to fulfill the following principles:

Substantial prayer, both individual and corporate, should be an integral part of the election process;

Nominations should proceed with the support of the Elders;

All candidates for church office should be treated with the grace, kindness, and honesty appropriate in evaluating fellow Members;

The election process should at all times express that spirit of mutual trust, openness, and loving consideration which is appropriate within the body of our Lord Jesus Christ.

(2) Process for Elder Nominations

The Elders shall, in the Fall of each year, and no later than the end of November, report to the congregation suggested names of men, if any, unanimously approved by the Elders, who would be willing to serve as Elders.

Any objecting Member will have the right (and the obligation) to explain his or her reservation(s) to the Elders. Providing the existing Elders are still of one mind, the

list of elder candidates will then be submitted to the membership at least three weeks before the date set for the annual meeting.

(3) Election of Officers

The election of officers shall be held at the annual Members' meeting of the Church. A slate of names of nominees to serve as Elders and Deacons, shall be presented by the Elders to the Members at least three weeks prior to the annual meeting.

Any Member with reason to believe that a nominated candidate is unqualified for an office should express such concern to the Elders. Members intending to speak in opposition to a candidate should express their objection to the Elders as far in advance as possible before the annual meeting.

The Chairman of the Elders shall declare elected all persons receiving a 75% majority of all votes cast for any office; abstentions will not be considered as votes cast.

The person elected shall assume their respective offices on the first day of February following the annual meeting. Elections to fill any vacancies that may occur during the course of the year may be held at any Members' meeting, upon recommendations of the Elders. In filling vacancies, the process outlined above shall be utilized.

(4) Calling of the Senior Pastor

In the calling of any man to this position, the same basic process of calling an Elder must be followed. In addition, however, the Church must be given adequate opportunity to assess the preaching gifts of any potential senior pastor and, before being asked to express its judgment, must receive assurance from the Elders that, having interviewed the man concerned, they are in no doubt as to his wholehearted assent to the Statement of Faith and Church Covenant. The Pastor (and his wife if married) successfully receiving the endorsement of the Church by vote automatically are recognized and receive Membership of the Church.

(5) Calling of Associate Pastors

In the calling of any man to this position, the same basic process of calling an Elder must be followed. In addition, however, the Church must be given adequate opportunity to assess the preaching gifts of any potential associate pastor and, before being asked to express its judgment, must receive assurance from the Elders that, having interviewed the man concerned, they are in no doubt as to his wholehearted assent to the Statement of Faith and Church Covenant. The Pastor (and his wife if married) successfully receiving the endorsement of the Church by vote automatically are recognized and receive Membership of the Church.

(6) Pastoral Ministry Assistants

The senior pastor may hire additional staff to assist with the pastoral ministry,

designated as pastoral ministry assistants. These staff appointments shall not automatically become Elders, though they may be recognized as Elders should they be nominated by the Elders and elected by the congregation, in accordance with Article 6, section 2.

### **Article 8 - Amendments**

#### (1) Power to Amend By-Laws

Approval, alterations, amendments, repeal of these By-Laws may be made by a two-thirds vote of all the Members of the Church at any regular or special meeting. The Church shall, from time-to-time, undertake a review of its bylaws to determine alternative, yet biblical, forms of governance and the suitability of such alternative forms based on the size of the congregation at the time of the review and any other relevant factors.

### **Article 9 - Indemnification**

#### (1) Basis for Indemnification

- (a) Under the circumstances prescribed herein below, the Corporation shall indemnify and hold harmless any person who is or was a party or who 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 Corporation) by reason of the fact that he or she is or was an Elder, Deacon, director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an Elder, Deacon, director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's 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 a manner he or she reasonably believed to be in the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

#### (2) Right to Indemnification

- (a) To the extent that an Elder, Deacon, director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 of this Article or in the defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.
- (b) Except as provided in subsection (a) of this Section 2, and except as may be ordered by a court, any indemnification under Section 1 of this Article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Elder, Deacon, director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct as set forth in Section 1 of this Article. Such a determination shall be made: (1) by the Elders by a majority vote of a quorum

consisting of Elders who were not parties to such action, suit or proceeding; or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested elders so directs, by the firm of independent legal counsel then employed by the Corporation, in a written opinion; or (3) by the affirmative vote of a majority of the Members of the Corporation entitled to vote thereon.

(3) Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Elder, Deacon, director, officer, employee, or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized herein.

(4) Non-Exclusivity

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed to be exclusive of any other right, in respect of indemnification or otherwise, to which those seeking indemnification or advancement of expenses may be entitled under any By-Law, resolution, or agreement, either specifically or in general terms approved by the affirmative vote thereon, if any, or if none, by the affirmative vote of the Elders, taken in either case at a meeting, the notice of which specified by such By-Law, resolution or agreement would be placed before the Members of the Corporation or the Elders, as the case may be, both as to action by an Elder, Deacon, director, officer, employee, or agent in his or her official capacity while holding such office or position. No such other rights, in respect to indemnification or otherwise, may be provided or granted to an Elder, Deacon, director, officer, employee, or agent pursuant hereto: (a) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; or (c) for any transaction from which such person derived an improper personal benefit.

(5) Insurance

- (a) The Corporation may purchase and maintain insurance on behalf of any person who is or was an Elder, Deacon, director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as an Elder, Deacon, director, officer, employee, or agent of another corporation, partnership, joint venture, trust or enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.
- (b) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order, or action by the members (or if none, by the Directors as herein provided), or by any insurance carrier pursuant to the insurance maintained by the Corporation, the Corporation shall, not later than the next annual meeting of the Members unless such meeting is held within three (3)

months from the date of such payment, send by first class mail to the members or other persons then entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the of such payment of the litigation or threatened litigation.

(6) Survival of Indemnification

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be an Elder, Deacon, director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

### **Article 10 - Office and Registered Agent**

(1) Registered Office and Agent

The registered office of the church shall be 900 N. Maple, Suite 100, Spokane, Washington 99201 and the registered agent shall be Steve Gill.

(2) Principle Office

The principle office shall be located at 900 N. Maple, Suite 100, Washington 99201 provided the principle office may be changed from time-to-time by the Elders.

## Appendix 1 Church Covenant

Having, we trust, been brought by God's grace to repent and believe in Jesus Christ as our Lord and Savior, and having been baptized upon our profession of faith, into the name of the Father and of the Son and of the Holy Spirit, we now, relying on his gracious aid, solemnly and joyfully renew our covenant with each other.<sup>1</sup>

We will work and pray for the unity of the Spirit in the bond of peace.<sup>2</sup>

We will walk together in love, as the members of a Christian Church; exercise an affectionate care and watchfulness over each other; faithfully admonishing and urging one another to obey God's Word.<sup>3</sup>

We will not neglect to meet together, nor neglect to pray for ourselves and others.<sup>4</sup>

We will endeavor to bring up those under our care, in the nurture and admonition of the Lord, and by a pure and loving example to seek the salvation of our family and friends.<sup>5</sup>

We will rejoice at each other's happiness, and endeavor with tenderness and sympathy to bear each other's burdens and sorrows.<sup>6</sup>

We will seek, depending on the Holy Spirit, to live carefully in the world, denying ungodliness and worldly lusts, and remembering that, as we have been voluntarily buried by baptism and raised again from the symbolic grave, so there is now a special obligation on us to lead a new and holy life.<sup>7</sup>

We will work together to continue a faithful evangelical ministry in this church, as we sustain its worship, ordinances,<sup>8</sup> discipline, and doctrines.<sup>9</sup>

We will contribute cheerfully and regularly to the support of the ministry, the expenses of the church, the relief of the poor, and the spread of the Gospel through all nations.<sup>10</sup>

We will, if we should move from this place, as soon as possible unite with some other church where we can carry out the spirit of this covenant and the principles of God's Word.<sup>11</sup>

May the grace of the Lord Jesus Christ, and the love of God, and the fellowship of the Holy Spirit be with us all. Amen.

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<sup>1</sup> Titus 3v3-8; Titus 2v11-15; Matthew 28v18-20

<sup>2</sup> Ephesians 4v1-13; Ephesians 5v18; Colossians 4v2

<sup>3</sup> Ephesians 4v15-16; Ephesians 5v1-2; Colossians 3v12-14; 1 Timothy 4v6-10; Titus 2v3-4; 1 Peter 4v8-11; 1 John 3v11 1 John 4v7-21

<sup>4</sup> Hebrews 10v24-25; Hebrews 2v1-4; Hebrews 4v14-16; Ephesians 6v18

<sup>5</sup> Ephesians 5v22 1 Peter 3v1-7; Colossians 4v5-6

<sup>6</sup> Galatians 6v2; Romans 12vTI15; 1 Corinthians 12v26.

<sup>7</sup> Romans 6v1-14; Romans 8v2-14; 1 Corinthians 6v9-20; Titus 2v1-15

<sup>8</sup> Baptism & The Lord's Supper

<sup>9</sup> Acts 2v38-41; Acts 2v42-47; 1 Corinthians 11 v23-26; 1 Corinthians5; 2 Corinthians2v5-11

<sup>10</sup> 1 Corinthians 9v1-14; 16v1-3; 2 Corinthians 8v1 -1 5; 9v6 Philippians 1v27-28; 1 Timothy 5v17-18

<sup>11</sup> 'one another verses' - John 13v34-35; Romans TI2v10; 15v7; 15v14; Galatians 5v13; 6v2; Colossians 3v13; 1 Thessalonians 5v11 12 2 Corinthians 13v14