



Beaufort, South Carolina

Bylaws

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Article I -Name and Principal Office

The name of the Corporation is Foundation Church. The Corporation will be further referred to in the Bylaws as the “Church.” The Church maintains its principal office as filed with the South Carolina Secretary of State. The Elder Board has full power and authority to change the principal office from one location to another.

Article II -Mission, Vision, and Values

Our Mission: Reach, Preach, Teach

Our Vision: *Foundation Church* is a Bible-believing, community-focused Church with a vision to:

Reach: to go into all the world and make disciples (**Matthew 28:19**) through the gospel message presented through community service.

Preach: baptizing them in the name of the Father, Son and Holy Spirit and teaching them (**Matthew 28:19-20**) through our expositional preaching of the Word of God in our worship services.

Teach: teaching them to obey all that I have commanded (**Matthew 28:20**) through small groups and classes.

Our Core Values:

1. ***Outwardly Focused:*** *Foundation Church* is an externally focused Church with a deep desire to obey the Word of God by sharing the Gospel of Jesus Christ. We love our community and we are concerned with the needs we see there and around the world. We exist to make a difference like Jesus.
2. ***Doctrinal Purity:*** *Foundation Church* is a church with a deep commitment to the Word of God and a desire to see it rightly interpreted and taught. Our intent is to teach the Word of God using a literal, grammatical and historical hermeneutic in order to rightly divide the Word.
3. ***Biblical Preaching:*** *Foundation Church* preaches directly from the Word of God. We believe that the Word of God is divinely inspired, infallible and inerrant and as such believe that the Word of God and not the opinions of man are sufficient for every need.
4. ***Family of Believers:*** *Foundation Church* is a family of believers. We do life together, worship together and break bread together. We strive to live out Romans 12:15-16, *Rejoice with those who rejoice, weep with those who weep. Live in harmony with one another.*
5. ***Joy:*** Here at Foundation Church, we seek to cultivate a spirit of true joy rooted in Christ. We desire to reflect and spread the deep joy that comes from knowing Jesus and the unshakable confidence we have in His sovereign reign over all things.

Article III -Statement of Faith

In Detail: *Foundation Church* holds to the doctrinal statement outlined in our Statement of Faith, which is available on our website and reflects the core biblical beliefs we uphold as a church.

Article IV -Ministry Partnership

Section I: General

The New Testament presents a picture of definable groups of people who, once committed to the Lord, identified themselves with and committed themselves to a particular local body of believers (Acts 2:42-47; Romans 16:1; 1 Corinthians 1:2; 2 Corinthians 8:1; Philippians 1:1; Acts 11:26).

Ministry Partnership is in no way a prerequisite for involvement in every ministry in the Church, but is required for ministry leadership, involvement in certain ministries as determined by the Lead Pastor or Elder Board, and participation in congregational decision making.

Section II: Requirements for Ministry Partners

1. A personal commitment of faith in Jesus Christ as Lord for salvation.
2. Believer's baptism by immersion as a testimony of salvation.
3. Completion of the Church's Ministry Partner Class.
4. A commitment to abide by the Ministry Partner's Agreement which will be reaffirmed annually.
 - a. Affirmation documentation will be distributed to all Ministry Partners.

Section III: Responsibilities of Ministry Partners

The responsibilities of a Church Ministry Partner are described in the Ministry Partner's Agreement, which includes the following five statements:

1. I will actively participate in worship, a small group and community service as I am able. (Hebrews 1:25; Galatians 6:9; Matthew 28:18)
2. I will protect the unity of my Church by acting in love toward other Ministry Partners, by refusing to participate in gossip, and by following the leaders as they follow Christ (Romans 15:5, 19; 1 Peter 1:22; Ephesians 4:29; Hebrews 13:17).
3. I will share in the responsibility of my Church by praying for its growth, inviting the unchurched to attend, and by warmly welcoming those who attend (1 Thessalonians 1:2; Luke 4:23; Romans 15:7).
4. I will serve the ministry of my Church by discovering my spiritual gift(s) and talents, being equipped to serve by my Pastors, by cultivating a servant's heart, and by contributing regularly of my time, talents and resources (1 Peter 4:10; Ephesians 4:11-12; Philippians 2:34,7).
5. I will support the testimony of my Church by participating faithfully in the ministries of the Church and living a Christ-like life before the world (Hebrews 10:35; Philippians 1:27; 1 Corinthians 16:2).

Section IV: Voting Rights of Ministry Partners

Voting by proxy is prohibited. Every Ministry Partner, 18 years or older, is entitled to one vote on the following matters:

1. The annual budget of the Church;
2. The affirmation of Trustees;
3. The acquisition of real property and related indebtedness;
4. The disposition of all or substantially all of the assets of the Church;
5. The merger or dissolution of the Church;
6. The calling or removal of a Lead Pastor.

Section V: Termination of Ministry Partnership

Ministry Partners shall be removed from the Church roll for the following reasons:

1. Death
2. Relocation beyond the Church's local ministry area for a period of more than 12 months. (Unless exempted by the Elder Board.)
3. Transfer to another Church.
4. Failure to renew annual Ministry Partner Agreement.
5. By personal request of the Ministry Partner.
6. Dismissal by the Elder Board according to the following condition:
 - a. The Ministry Partner's life and conduct are not in accordance with the Scriptural pattern for a Christian or not in accordance with the Ministry Partner's Agreement such that the Ministry Partner hinders the ministry influence of the Church in the community. Procedures for dismissal shall be according to Matthew 18:15-17.

Section VI: Restoration of Ministry Partners

Ministry partners dismissed by the Elder Board shall be restored by the Elder Board according to the spirit of 2 Corinthians 2:7-8, when their life-styles are determined to be in accordance with the Scriptural instructions for a Christian, as well as the Ministry Partner's Agreement.

Section VII: Non-Liability of Ministry Partners

A Ministry Partner of the Church shall not, because of such participation, be personally liable for the debts, obligations or liabilities of the Church.

Article V -Meetings

Unless otherwise presented or outlined in this document, all votes are to be taken without discussion and will be decided by simple majority.

Section I: Informational Meetings

All business requiring a vote will be previewed in at least two informational meetings led by the Elder Board or their designees where the information for a future vote will be introduced, questions will be addressed and discussion can occur. These will be followed by a meeting where the actual vote will take place.

Section II - Annual affirmation of the Trustees and Budget

This business meeting will be held in the last quarter of the calendar year at such a time as determined by the Lead Pastor and the Elder Board. The purpose of this meeting shall be to affirm Trustees and adopt the annual budget.

Section III: Special Business Meetings

Special meetings may be called as deemed necessary by the Lead Pastor or the Elder Board by giving notice to the Ministry Partners in accordance with Article V, Section IV: Required Notice to Ministry Partners for Business Meetings and Article IV, Section IV: Voting Rights of Ministry Partners.

Section IV: Required Notice to Ministry Partners for Business Meetings

General Requirements:

Whenever Ministry Partners are asked to vote, notice shall be given not less than two (2) weeks prior to a meeting. Notification of meetings may be given in any of the following manners:

1. Distribution of written material to the congregation in attendance at a weekend service;

2. Announcement of the meeting in a Church program, bulletin, newsletter or email;
3. Oral announcement to the congregation at a weekend service; or
4. Delivery of United States mail to each Ministry Partner.

Notice of Certain Agenda Items:

Notification of the Ministry Partner for any of the following proposals is valid only if the notice specifies the general nature of the proposal:

1. Calling or removing the Lead Pastor;
2. Amending the Articles of Incorporation;
3. Disposing of all or substantially all of the Church's assets;
4. Adopting or amending a merger agreement;
5. Approving the acquisition of real property and related indebtedness.

Section V: Quorum

Those Ministry Partners present and voting at a meeting duly noticed and called shall constitute a quorum for the transaction of business.

Article VI -Church Leadership

Section I: General

The leadership structure of *Foundation Church* is based upon the nature of the Church as revealed in Scripture, as well as the necessary legal requirements for a recognized religious organization. The leadership structure of the Church is intentionally designed to accommodate biblical teaching, simplicity, growth, and unity. .

1. Christ alone is the head of the Church (Colossians 1:18; Ephesians 1:22-23).
2. For the purpose of order, and in accordance with the teaching of the Bible, certain individuals have been charged with leadership responsibilities according to their spiritual giftedness, qualifications and call to ministry (Ephesians 4:11-13; 1 Corinthians 12; 1 Timothy 3:2).
3. Three different terms (Elder, Bishop/Overseer, and Pastor/Shepherd) are used interchangeably in the New Testament and reflect the different functions of the same office.
4. The New Testament Church had a plurality of Pastors in each local Church setting (1 Peter 5:1-2; Acts 20:17-18; Titus 1:5-7; 1 Timothy 5:17).
5. Among the multiple Elders within the New Testament Churches there was typically a first among equals who led the team of Pastors/Elders (Acts 21:18; 1 Corinthians 15:7; Galatians 2:9-12; Titus 1:5). In this church the Lead Pastor serves in this role.
 - a. The leadership structure of this Church involves the Lead Pastor, other Elders, Staff, Ministry Directors and Leaders, Small Group Leaders, and Trustees. The Lead Pastor will be assisted by an Elder Board of other Elders and Trustees who provide wise and godly counsel. The Staff administers the day to day functions of the Church and its ministries under the direction of the Lead Pastor (1 Timothy 3:1-7; Acts 14:23; Titus 1:5-9; 1 Timothy 5:17; 1 Peter 5:1-4; Acts 20:28-32).

Section II: Elders / Pastors

Requirements for Elders/Pastors

Pastors/Elders/Overseers will be men who meet the following biblical requirements detailed in 1 Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-4:

1. A God-given calling to shepherd people;
2. Personal integrity that is above reproach;
3. Demonstrable ability/giftedness in teaching others.

As such qualified men are carefully identified by the Lead Pastor and Elder Board , they will be presented to the body for affirmation, and then set apart for the service to which God has called them (Acts 13:1-3, 14:23). Should an Elder fail to meet these qualifications so as to hinder his ability to shepherd the Church or hinder the influence of the Church in the community, he will be disciplined by the Elder Board in keeping with Matthew 18:15-17, 1 Timothy 5:1 and 1 Timothy 5:17-22.

On Pastoral Leadership

Pastors (Elders) are called and directed by the Bible to lead the Church in teaching, vision and direction (Acts 11:30; 14:23; Philippians 1:1; 1 Timothy 5:17). The Pastors are the administrators of the Church, equipping and overseeing the ministries of the Church (Exodus 18:17-18; John 21:16-17; Acts 20:17,28; Ephesians 4:11-12; Titus 1:5-7; 1 Peter 5:1-2) as guided by the teachings of Scripture and godly wisdom. In response to such biblical patterns of leadership, believers are taught in Scripture to lovingly support their leaders and to submit to their leadership (Hebrews 13:17; 1 Corinthians 16:16; 1 Thessalonians 5:12-13). The shepherding of this Church is led by the Lead Pastor, assisted by other Elders, Staff, Ministry Directors and Leaders, Small Group Leaders, and Trustees. The Lead Pastor will appoint qualified Elders to serve on the Elder Board .

The Lead Pastor

The Lead Pastor is responsible for providing direction, spiritual instruction and administrative leadership to the body, Staff and ministries of the Church. The Staff, Ministry Directors, and other participants are under the direction and supervision of the Lead Pastor. The Lead Pastor shall not call or dismiss a member of the Staff without first consulting the Elder Board .

1. The Lead Pastor shall continue to serve as Lead Pastor until the relationship is ended by death, resignation or terminated by the affirmative vote of two-thirds of the Ministry Partners present and voting at a special business meeting of the Church called for such purpose. Upon the occurrence of a vacancy in the role of Lead Pastor, the Elder Board shall initiate a search for candidates to fill the position. Once the Elder Board has unanimously selected a candidate, that candidate shall be presented to the congregation, along with a date for his coming in view of a call. After preaching to the congregation, the candidate will be presented to all Ministry Partners present for affirmation by a two-thirds majority vote.

Section III: Elder Board

The Elder Board will serve as a team of counselors for the Lead Pastor. It shall consist of other Elders who serve under the leadership of the Lead Pastor. Upon the recommendation of the Lead Pastor and the approval of the Elder Board the Church Treasurer may also be an *ad hoc*, non-voting member, of the Elder Board . The Elder Board will be responsible for:

1. Providing spiritual guidance and leadership to the church and implementing the Church's strategy in light of its purpose, values, and vision.
2. Affirmation of any selection or removal of an officer, agent and/or employee of the Church except for the Lead Pastor (See Section II: Elders / Pastors). When an employee is removed for any reason severance will be supplied for a period of two full months.
3. Developing and assisting the Lead Pastor and Staff in management of the Church's annual budget;
4. Changing the principal executive office or the principal business office of the Church in the state of South Carolina from one location to another.
5. Adopting, altering and using a corporate seal.
6. Determining the compensation of the Lead Pastor, and with the Lead Pastor, determine the compensation of the other Church Staff members.

7. Provide counsel on financial and legal matters, spiritual advice, and assistance to the Lead pastor and Staff.

The number of Elder Board members shall be no less than two (2) and no more than eight (8), including the Lead Pastor and other Elders.

The number of Elder Board members shall be no less than two (2) and no more than eight (8), including the Lead Pastor and other Elders.

The Church Treasurer may bring the number to nine (9) as an *ad hoc* member but will not have voting rights. The number of Trustees is not to exceed four (4), and the number of ordained Pastors/Elders on the Elder Board other than the Lead Pastor is not to exceed three (3). At no time may there be a majority of paid staff, excluding the lead pastor, on the Elder Board. Should the number of actively teaching Elders/Pastors within the Church exceed three (3), the Lead Pastor will appoint three (3) of these to serve on the Elder Board for staggered periods of not more than three (3) years. After an Elder's three year term is completed, he may be asked by the Lead Pastor to serve another term. If an Elders position becomes vacant during his term the remaining Elders will select another qualifying member. Written minutes of the proceedings of the Elder Board shall be kept and filed at the principal business offices of the Church.

Section IV: Trustees & Ministry Team Leaders

The second ministerial role mentioned in the Bible is the role of the Deacon which in the New Testament functions as a "servant-leader" of specific ministry tasks or responsibilities within the Church. Deacons liberated the apostles from direct oversight of specific ministries in order that they might be free to study, teach, pray and lead. There are no specific, on-going roles specified in the Bible for Deacons, rather they served as needed (Acts 6:1-4; Philippians 1:1). The roles of Trustees and Ministry Leaders in *Foundation Church* parallel the role of Deacons in the New Testament. They are given the responsibility, freedom, and authority to lead in their area of ministry under the supervision and leadership of the Pastors, and are appointed by the Pastors on the basis of need and giftedness (1 Timothy 3:8-12). There can be no limit to the number of Ministry Leaders, as this is dependent solely upon the Holy Spirit's disbursement of spiritual gifts in the Church. Certain Ministry Leaders will be naturally elevated to the status of Ministry Directors, as well as to other Staff positions, overseeing a large portion of a particular area of ministry. These directors may or may not be ordained Pastors, but should fulfill the biblical requirements for ministerial leadership. These servants may be female (Romans 16:1), provided that their roles and responsibilities are in keeping with Biblical role assignments within the Church (1 Corinthians 14:33-35, 1 Timothy 2:12, Titus 2:3-5). Ministry Directors are to be appointed by the Lead Pastor, assisted by the Elder Board. They shall serve in this role until the relationship is ended by resignation, by the Lead Pastor, by the Elder Board, or by the expiration of a predetermined time of service.

Section V: Trustees

Trustees are people who provide servant leadership in our Church. A Trustee must fulfill the responsibilities contained in the Ministry Partner's Agreement and satisfy those qualifications for a Deacon recorded in 1 Timothy 3:8-13 and Acts 6:1-6. The Trustees shall have the following duties:

1. Give affirmation to the hiring of any Staff member;
2. Serve the Church as official representatives of the Church in terms of business contracts and other legal matters. Trustees, upon the approval of the Elder Board or, if required, congregational approval, may borrow money and incur indebtedness on behalf of the Church and cause to be executed and delivered for the Church's purposes and in the Church's name promissory notes and other evidences of debt and securities;
3. Conduct other duties and activities as requested by the Lead Pastor, Staff or Elder Board.

The Lead Pastor will appoint the initial Trustees to serve terms not to exceed three (3) years and staggered by one (1) year. Subsequent Trustees will be selected by the Lead Pastor, affirmed by the Elder Board and affirmed by the Ministry Partners at the annual Ministry Partners meeting to serve a three (3) year term. Removal of a Trustee before completion of the three year term must be affirmed by a majority vote of the Elder Board. Any vacancy occurring from removal or resignation shall be replaced by a qualified person. The Lead Pastor will appoint a

replacement adhering to the previous mentioned qualifications. The appointment must also receive affirmation by the Elder Board by majority vote. The replacement will last the duration of the term vacated by the previous Trustee. Upon completion of his 3 year term a Trustee may be asked by the Lead Pastor to serve another term.

Section VI: Small Group Leaders

A Small Group Leader is a Ministry Leader who serves to facilitate missional community: outreach, ministry, Bible Study, prayer, and fellowship within a small group. The Small Group Leader serves under the direction and accountability of a Pastor of Small Groups or a Director of Small Groups. The qualifications of a Small Group Leader are the same as that of any other ministry leader. Small Group Leaders are extensions of the Pastoral ministry of the Church.

Section VII: Other Staff Members

Other Staff members shall be hired as needed in accordance with the above-stated areas of responsibility, the annual budget, as well as the personnel and financial policies of the Church. Such Staff members shall be responsible to their immediate supervisors or designated Staff persons.

Section VIII: Officers

Officers of the Church include Moderator, Treasurer and Clerk. The Lead Pastor shall serve as the Moderator. A Pastor/Elder or Trustee, selected by the Elder Board, shall be considered Assistant Moderator. The Treasurer and Clerk shall be the Business Administrator, Financial Secretary, Office Administrator, or Trustee designated by the Elder Board.

1. President – The Lead Pastor shall be the President of the Church.
2. Moderator
 - a. The Lead pastor shall be the Moderator.
 - b. The Moderator shall preside at all business meetings of the Church consistent with the guidelines for presiding officer in the latest edition of Robert's Rules of Order. If the meeting is for the removal of the Lead Pastor an Elder will preside.
 - c. A Pastor or Elder selected by the Elder Board shall be considered Assistant Moderator.
 - i. In the absence of the Moderator, the Assistant Moderator shall carry out the duties of the Moderator.
 - d. In the absence of the Assistant Moderator, the Clerk shall call the meeting to order and carry out the duties of the Moderator.
3. Clerk -The Clerk shall be responsible for:
 - a. Maintaining an accurate roll of the Church Ministry Partners with dates of admission and dismissal and other pertinent information.
 - b. Issuing letters of dismissal as authorized by the Elder Board and the Bylaws.
 - c. Preparing accurate and complete minutes of all business meetings of the Church.
 - d. Keeping record of all official documents of the Church.
 - e. Serving notice of all meetings where notice is necessary as indicated by these Bylaws.
 - f. The Clerk may appoint one or more Assistant Clerks who shall assist the Clerk in the performance of these duties. All Assistant Clerks must be with the approval of the Elder Board.
4. Treasurer - It shall be the duty of the Treasurer to:
 - a. Receive, preserve, and pay out upon proper internal procedures and controls as determined by

- the Elder Board, all money or things of value paid or given to the Church.
- b. Keep at all times an itemized report of the receipts and disbursements.
 - c. When necessary upon the recommendation of the Lead Pastor and the approval of the Elder Board, the Church Treasurer may also be an *ad hoc* member of the Elder Board.

Section IX: Authority to Execute Legal Documents

Official documents of the Church may be executed by the Lead Pastor in the capacity of the President of the Church, by the Secretary of the Church in the capacity of the Clerk of the Church, by the Business Administrator or Financial Secretary in the capacity of the Treasurer of the Church, and by the Trustees.

Article VII -Real Property

Section I: Title

Title to all real property of the Church shall be in the name of the Church.

Section II: Purchasing Real Property

Real property may be purchased in the name of and on behalf of the Church by the act of the Trustees and/or other legal representatives of the Church after the proposal to do so has been presented to and approved by the Elder Board, and if necessary, to Ministry Partners as detailed in Article V.

Section III: Disposition of Real Property

Real property of the Church may be sold, mortgaged, conveyed, transferred, or otherwise disbursed with the affirmative vote of a majority of the Ministry Partners present at a business meeting as detailed in Article V.

Article VIII -Affiliations

The Church shall have full power and authority to associate itself with and participate in organizations in keeping with the character and purpose of the Church as set forth in the Articles of Incorporation. The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control.

Recognizing the benefits of cooperation with other churches in world missions and ministry, the Church may choose to partner with like-minded organizations as deemed appropriate by the Elder Board.

Article IX -Amendments

All requests for amendments to these Bylaws must be submitted in writing to the Elder Board for study and consideration. The Elder Board shall review and may amend these Bylaws as it deems appropriate to ensure the effective governance of the Church. However, the Elder Board may also, at its discretion, present any proposed amendments to the Ministry Partners for adoption. When amendments are submitted to the Church for approval, they shall require the affirmative vote of two-thirds of the Ministry Partners present at a duly called business meeting as detailed in Article V of this document.

Article X -Finances

Section I: Annual Budget

The Church shall have an annual budget, approved by vote of the Church, to serve as the normative guide for the financial operation of the Church.

Section II: Budget Management

The budget is to be managed by the Elder Board and the various Ministry Directors and Staff persons according to their area of responsibility. Modifications within the budget can be made by the Elder Board upon the request of Ministry Directors or other Staff with budget responsibilities if extenuating circumstances in the life of the Church mandate such a change.

Section III: Annual Review

An annual review of the Church's financial matters will be conducted by qualified individuals designated by the Elder Board and made available to the Ministry Partners.

Section IV: Fiscal Year

The Church's fiscal year shall begin on January 1 and end on December 31.

Section V: Records and Reports

The Church shall maintain the following records and reports:

1. Adequate and current books and records of accounts (financial records);
2. Written minutes of the proceedings of its business meetings and Elder Board.
3. A record of the Ministry Partners of the Church, setting forth the partners names and addresses.
4. Contribution statements for contributors.

Article XI - A Tax-Exempt Organization

The term for which the Church has been organized and incorporated is perpetual and it shall operate as a tax-exempt organization under the United States Internal Revenue Code. In the event of dissolution of the Church, the assets therefore shall be liquidated and distributed by first paying all creditors, and all remaining assets shall then be distributed to (an) other Christian entity(s) for the purpose of establishing or supporting the establishment of new Churches which have like faith, belief, and purposes as ours and which qualify as tax exempt organization.

Article XII -Incorporation

It is the desire and intent that the Church shall operate as a corporate entity not-for-profit pursuant to the South Carolina Nonprofit Corporation Act of 1994. None of its funds shall insure to the benefit of any individual connected with the organization, except in consideration of services rendered. Accordingly, all references to the "Church" herein shall be interpreted to be references to the "Corporation" as that term is defined under the South Carolina Nonprofit Corporation Act of 1994, and the officers of the Church, specifically President, Clerk, and Treasurer, shall have the same definitional meaning and authority to bind the Church as the same officers referred to under the said Act.