

RESTATED AND AMENDED BYLAWS
OF
TWO RIVERS CHURCH SOUTH FLORIDA

These Bylaws shall regulate the affairs of the corporation, hereafter called, Two Rivers Church South Florida or Church, subject to the provisions of the Two Rivers Church South Florida, Inc. Articles of Incorporation and any applicable provisions of the Florida Not For Profit Corporation Act.

ARTICLE I – NAME, LOCATION AND AFFILIATIONS

- A. **Name:** The name of the church shall be Two Rivers Church South Florida, Inc., (hereinafter the “Church”)

- B. **Location:** The principal office of the Church is located in Cooper City, Florida and/or such other places as may be designated from time to time by the Board of Elders, without the necessity of amending these Bylaws.

- C. **Affiliations:** The Church is a self-governing, autonomous, local gathering of the Church of Jesus Christ, but values the spiritual unity of the universal church and desires to fellowship and minister with other churches, ministries, and para-church organizations who live by the same rule of Scripture and serve under the same Lord Jesus Christ. The Board of Elders may elect to affiliate and/or disaffiliate with other churches, organizations, ministries or a denomination, as they believe they are led to do so by the Spirit of God.

ARTICLE II – PURPOSE AND ACTIVITIES

- A. **Purpose:** The primary purpose of the Church is to glorify God by being disciples of the Lord Jesus Christ and advancing the Good News of the Kingdom to all the nations and actively participating in the development of its members onto spiritual maturity. The Church shall do so in any manner or method deemed appropriate by the Board of Elders and consistent with the Church’s Articles of Incorporation, Bylaws, Ministry Table, Elder Board Governance Policies and other governing and vision documents as adopted from time to time by the Board of Elders. The general operational purposes for which this Church is organized are set forth in its Articles of Incorporation and exclusively religious within the meaning of Section 501(c)(3) of the Internal Revenue of 1986 Code (the “Code”) or the corresponding provision of the Code as may be amended from time to time.

- B. **Activities:** The activities of the Church shall include, but not be limited to, making available the resources, equipment, facilities, and staff members needed for the operation of a church congregation; implementing ministry activities as determined by the Board of Elders; employing a Lead Pastor and such other staff members as deemed appropriate by the Board of Elders. The Church may own, lease, and sell assets, (tangible and intangible), as deemed appropriate by the Board of Elders; receive and make financial gifts and grants; and undertake any activity allowed within the scope and purpose set forth in its Articles of Incorporation, these Bylaws and of a not

for profit corporation under the laws of the State of Florida; and any such other activities as may be deemed appropriate by the Board of Elders.

ARTICLE III – STATEMENT OF FAITH

We believe the following truths:

- A. The Scriptures, both Old and New Testaments, are the inspired Word of God, without error in the original writings, the complete revelation of His will for the Salvation of men, and the Divine and final authority for Christian faith and life. II Timothy 3:16; II Peter 1:21.
- B. In one God, Creator of all things, infinitely perfect and eternally existing in three persons: Father, Son and Holy Spirit. Deuteronomy 6:4; I Corinthians 8:6; Matthew 28:19
- C. That Jesus Christ is true God and true man, having been conceived of the Holy Spirit and born of the Virgin Mary. He died on the cross a sacrifice for our sins according to the Scriptures. Further, He arose bodily from the dead, ascended into heaven, where at the right hand of the Majesty on High, He is now our High Priest and Advocate. Colossians 1:15; Philipians 2:5-8; Matthew 1:18-25; Luke 24; Acts 1:9-11; Hebrews 4:14-16.
- D. That the ministry of the Holy Spirit is to glorify the Lord Jesus Christ; and during this age to convict men; regenerate the believing sinner; indwell, guide, gift, instruct, and empower the believer for godly living and service. Luke 3:22; Romans 8:9; Luke 12:12; John 16:7-14; I Corinthians 12 & 14.
- E. That man was created in the image of God but fell into sin and is, therefore, lost, and only through regeneration by the Holy Spirit can salvation and spiritual life be obtained. Genesis 1:26-27; Romans 3:23; John 3:3,5 and 16; Romans 6:23.
- F. That the shed blood of Jesus Christ and His resurrection provide the only ground for justification and salvation for all who believe, and only such as receive Jesus Christ are born of the Holy Spirit and, thus, become children of God. Matthew 17:22-23; 26:28; 28:7-8; Mark 14:24; Romans 1:4; 8:16; Galatians 3:26.
- G. That water baptism and the Lord's Supper are ordinances to be observed by the Church during the present age. They are, however, not to be regarded as a means of salvation. Luke 22:16-20; I Corinthians 11:23-26; Acts 8:36-38.
- H. That the true Church is composed of all such persons who, through saving faith in Jesus Christ, have been regenerated by the Holy Spirit and are united together in the Body of Christ of which He is the Head; that only those who are thus members of the Church shall be eligible for membership in the local church. I Corinthians 12:12-13; Ephesians 5:23-27.
- I. That Jesus Christ is the Lord and Head of the Church and that every local Church has the right, under Christ, to decide and govern its own affairs. Ephesians 5:23-27

J. In the personal and imminent coming of our Lord Jesus Christ, and that this “Blessed Hope” has a vital bearing on the personal life and service of the believer. I Thessalonians 4:16-18; Revelation 20:4-6; I Corinthians 15:51; II Peter 3:11-14.

K. In the bodily resurrection of the dead; of the believer to everlasting blessedness and joy with the Lord; and of the unbeliever to judgment and everlasting conscious punishment. I Thessalonians 4:16-18; Revelation 20:4-6; I Corinthians 15:51; II Peter 3:11-14.

The Board of Elders may from time to time change this statement to clarify the church’s doctrinal position or they may produce supplemental statements as position papers.

ARTICLE IV – MEMBERSHIP IN THE CONGREGATION

Section 1 – The Church shall have no Members of any class as defined in the Florida Not-For-Profit Corporation Act. Any action which would otherwise require approval by the Members shall require only approval of the Board of Elders. All rights which would otherwise vest under the Florida Not For Profit Corporation Act in the Members shall vest in the Board of Elders.

Section 2 - Qualifications and Admissions as a Congregation Member of the Church

Any person who meets the following criteria on a continuing basis is considered a member of the Church Congregation (hereafter called a “Congregation Member”):

1. confesses faith in Jesus Christ as Savior and Lord;
2. actively participates in the community life of the Church through public worship, small groups or other community activities;
3. serves the Church through the use of their time, gifts and skills;
4. supports the Church in material means;
5. joins the Church in our personal and corporate prayer journey;
6. and who is at least eighteen years of age;

Membership in the Church Congregation does not convey upon the Congregation Member any right to vote or otherwise participate in Church governance unless such participation is expressly authorized by the Board of Elders. Any Congregation Member of the Church may request in writing to inspect any of the following:

1. The Articles of Incorporation of the Church.
2. The Bylaws.
3. Summary accounting reports of the Church.

Notwithstanding anything to the contrary in these Bylaws, the Board of Elders may refuse to allow any Congregation Member the privilege of inspecting any records or any portion of any records of the Church or may impose one or more of the following conditions upon such request, at any time, in its sole discretion.

1. All requests for financial or Church related information must be submitted to the Lead Pastor or his designee in writing.
2. The Board of Elders may condition any inspection by a Congregation Member on the delivery to the Board of Elders of certain written assurances and a Confidentiality Statement being signed.
3. The Board of Elders may place any restrictions on a Congregation Member's privilege of inspection as the Board of Elders may determine in its discretion, including, without being limited to, restrictions on copying of records and materials, restrictions on access of a member's agents and/or attorneys to any such records or materials, and confidentiality and non-disclosure obligations.
4. The privilege of inspecting any records of the Church shall only be allowed after the Congregation Member signs an acknowledgment of the Statement of Faith.

Section 3 – Discipline

Any person, who is a member of the Church Congregation, by qualifying according to Article IV, Section 2 above, is voluntarily agreeing to submit to the leadership of the Elders and any disciplinary procedures and policies established by the Board of Elders from time to time.

Section 4 – Removal

A Congregation Member may resign from membership in the Church Congregation by submitting a written communication to the Lead Pastor at any time, which shall be effective upon formal acceptance by the Pastor. However, if such resignation is an attempt to avoid the process of Church discipline, the Board of Elders will not accept the resignation until that process is completed as outlined in Article IV, Section 3 above. Though generally such resignations by a Congregation Member not under discipline shall not be formally announced or published, such information is treated as public and available to any Congregation Member or inquiring Pastor from another local church. Any Congregation Member that does not continue to meet the standards set forth in Article IV, Section 2 above may be removed by the Board of Elders at their discretion.

ARTICLE V – GOVERNANCE & LEADERSHIP

Section 1 – Board of Elders

A. General Powers: The Board of Elders may establish internal operating policies governing their own operations including Church Officers and their powers and duties, quorums, majorities, meeting notices and waivers, regular and special meetings, and committees and their powers, conflict of interest policies, and other policies they deem necessary.

The Board of Elders shall constitute the “Board of Directors” of the Church for all legal purposes and for the purposes of Florida Law. All corporate powers of the Church shall be exercised by

and under the authority of the Board of Elders. All affairs of the Church shall be managed under the direction of the Board of Elders. The Officers of the Church, the Lead Pastor, individual Elders, and all other staff members and employees shall serve at the pleasure of the Board of Elders and may be removed by the Board of Elders at any time.

B. Number: The Board of Elders shall consist of a minimum of three (3) and a maximum of twelve (12) Congregation Members elected by the members of the Board of Elders. The number shall be determined by need and available qualified persons.

C. Lead Pastor: The Lead Pastor shall be an ex-officio, full voting member of the Board of Elders, with the exception of Article V, Section 4(D) below.

D. Qualifications: Elders shall be selected in accordance with the qualifications described in the Scriptures found in 1 Timothy 3:1-7 and Titus 1:5-9. An Elder shall be in agreement and alignment with the Church's Articles of Incorporation, Bylaws, Ministry Table, Elder Board Governance Policies and other governing and vision documents as adopted from time to time by the Board of Elders.

E. Duties: The spiritual governance of the Church, under the headship of Christ, shall be provided by the Board of Elders. Therefore, the Elders shall collectively be responsible for the ultimate spiritual oversight of the Church, ensuring that the people of the Church are shepherded and spiritually healthy, and also for the effective governance of the organization. The Board of Elders and each individual Elder shall be governed by the principals and policies set forth in the Church's Ministry Table and Elder Board Governance Policies.

F. Selection and Term of Office: The process of their selection and election shall be determined by the Board of Elders and may be modified from time to time as necessary. Elders shall be elected for three-year terms. Elders may serve up to six consecutive years if so elected, after which they must take a year off before they are again eligible to be elected as an Elder. The terms of Elders will be established and staggered by the Board of Elders so that approximately one-third of the board stands for appointment each year. The Elders may from time to time adjust the term of a particular Elder to assure that a majority of Elders do not rotate off the Board at any given time.

G. Vacancy or Absence: A remaining term of office vacated by an Elder, due to resignation, death, Church discipline, or other actions of the Board of Elders, may be filled by a new Elder, adhering to the procedures for selection and acceptance. Either upon request or at their discretion, the Board of Elders may grant an Elder a leave of absence from the Board for a stated period of time.

H. Removal: An Elder may be removed from his office at any time by a three-fourths (3/4) majority vote of the other Elders upon their sole discretion, or upon an Elders disqualification by not maintaining the Biblical standards described in the Scriptures and these Bylaws, or by an Elders own decision. Any Elder who is no longer a Congregation Member will automatically lose the title of "Elder" and no longer be eligible to represent the Church in this capacity.

I. Elder Emeritus: Any Elder who was installed and commissioned as an Elder of Church and successfully completed his initial term of office, and has stayed a Congregation Member, may be granted the title of Elder Emeritus at the discretion of the Board of Elders, and may be requested from time to time by the Board to provide counsel and/or ministry to the Church.

J. Indemnification and Insurance: The Church will indemnify the members of the Board of Elders and Officers against any and all liability, loss, costs, damages, reasonable fees of attorneys, court costs, investigative costs, expert witness costs and other expenses which such Elders(s) or Officer(s) may sustain or incur by reason of, or in consequence of rendering and carrying out their responsibilities and obligations under their office and in agreement with these Bylaws, and including but not limited to, sums paid and liabilities incurred in any settlement of, and expenses paid or incurred in connection with any claims, suit or judgment under any complaint or legal proceeding against them through this Church, whether jointly or severally, and the Church shall bear all costs and fees to be paid or incurred in defending any complaint or legal proceeding, including such Elder(s) recovering or attempting to recover losses or expenses paid or incurred by such Elder(s) in connection with any complaint or legal proceeding due to default or nonperformance of the Church under terms of this indemnity provision.

K. Committees:

1. The Board of Elders may appoint one or more committees and delegate to such committees any of the authority of the Board except with respect to:

- i. The approval of any action for which the Florida Not For Profit Corporation Act requires approval of the Board of Elders;
- ii. The filling of vacancies on the Board of Elders or in any committee;
- iii. The fixing of compensation of the Elders for serving on the Board of Elders or on any committee;
- iv. The amendment or repeal of Bylaws or the adoption of new Bylaws;
- v. The amendment or repeal of any resolution of the Board of Elders, which by its express terms, is not so amendable or repealable;
- vi. The appointment of other committees of the Board of Elders or the members thereof;
- vii. Except to the extent provided by the Florida Not-For-Profit Corporation Act, the approval of any self-dealing transaction, as such transactions are defined therein.

2. Any committee must be created, and the members thereof appointed, by resolution adopted by no less than a majority of the Board of Elders, and provided a quorum is present. The Board of Elders may appoint, in the same manner, alternate members of any committee to

replace any absent member at any meeting of such committee. When any committee is created, the Board of Elders will develop a Charter for that committee describing the purpose, responsibilities, functions and limitations of that committee.

3. The Board of Elders will have the power to prescribe the manner in which proceedings of any such committee will be conducted. In the absence of any such prescription, a committee will have the power to prescribe the manner in which its proceedings will be conducted. Unless the Board of Elders or the committee otherwise provides, the regular and special meetings and other actions of any committee will be governed by the provisions of Article V, Section 2 below applicable to meetings and actions of the Board of Elders. Minutes will be kept of each meeting of each committee.

Section 2 – Meetings of the Board of Elders

A. Place of Meetings: Meetings By Telephone: Regular meetings of the Board of Elders may be held at any place within or outside the state of Florida that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the Church. Special meetings of the Board of Elders shall be held at any place within or outside the state of Florida which has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal executive office of the Church. Notwithstanding the above provisions of this Article V, Section 2, a regular or special meeting of the Board of Elders may be held at any place consented to in writing by all of the Elders, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by telephone conference or similar communication equipment, so long as all Elders participating in the meeting can hear one another, and all such Elders shall be deemed to be present at such meeting.

B. Notice. Unless otherwise provided for in these Bylaws, whenever notice is required to be given to Elders, Officers or members, unless otherwise provided by law, the Articles of Incorporation or these Bylaws, such notice may be given in person, by facsimile transmission, teletype, email or other form of electronic communication, or by telephone, telegraph, mail or private carrier. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, and addressed to the respective address that appears for each such person on the books of the Church. Any other written notice shall be deemed to have been given at the earliest of the following: when received; five (5) days after its deposit in the United States mail if sent first class, postage prepaid; or on the date on the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid, and the receipt is signed by or on behalf of the addressee. Email or other electronic communication is deemed to have been given when it was sent.

C. Regular Meetings: Regular meetings of the Board of Elders shall be held without call at such time as shall from time to time be fixed by the Board of Elders. Such regular meetings may be held without notice. The Board of Elders is required to have a minimum of one (1) meeting per year.

D. Special Meetings: Special meetings of the Board of Elders for any purpose may be called at any time by the Elder Chairman, the President, or any two Elders.

E. Quorum: A majority of the authorized number of Elders shall constitute a quorum for the transaction of business, except to adjourn as provided in Article V, Section 2(G) below. Every act or decision done or made by a majority of the Elders present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Elders, subject to the provisions of the Florida Not-For-Profit Corporation Act, especially those provisions relating to (1) approval of contracts or transactions in which an Elder has a direct or indirect material financial interest; (2) appointment of committees; and (3) indemnification of Elders. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Elders, if any action taken is approved by at least a majority of the required quorum for that meeting.

F. Waiver of Notice: The transactions of any meeting of the Board of Elders, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each of the Elders not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waiver, consents, and approvals shall be filed with the Church records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed to have been waived with respect to any Elder who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

G. Adjournment: A majority of the Elders present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

H. Notice of Adjournment: Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Elders who were not present at the time of the adjournment.

I. Action Without Meeting: Any action required or permitted to be taken by the Board of Elders may be taken without a meeting if all Elders, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Elders. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Elders.

J. Fees and Compensation of Directors: Elders and any members of any committees formed under the direction of the Board of Elders may not receive compensation for their services as Elder of the Church; however, they may be reimbursed for their expenses in connection with their duties, as may be determined by resolution of the Board of Elders to be just and reasonable.

K. Voting by Proxy: All voting at meetings of the Board of Elders shall be by each Elder in person and voting by proxy shall not be allowed.

L. **Rules of Order:** All meetings of the Board of Elders and any committees shall be governed by the most current edition of Robert's Rules of Order, unless properly waived by a vote of the Board or committee at the commencement of any meeting.

Section 3 - Elder Chairman

A. **General:** The Elder Chairman shall be the Chairman of the Board of Elders as elected by the members of the Board of Elders for a term of office decided by the Board of Elders, but not to exceed his term of office as an Elder.

B. **Duties:** He shall preside at all Board of Elders meetings and Church Congregation meetings. If the Elder Chairman is not available to preside at a meeting, the Elders shall appoint another Elder to serve as Chairman of the meeting. He shall be an ex-officio member of all standing ministry teams or committees of the Church. He shall also have such powers and duties as may be prescribed by the Board of Elders or these Bylaws. Upon appointment by the Board of Elders he shall assume all powers and responsibilities as may be required by law. He shall be the designated, administrative spokesman for the Board of Elders to the Senior/Lead Pastor and to the Congregation Members of the Church. The Senior/Lead Pastor or any other staff member shall not be eligible to fulfill the office of Elder Chairman. The specific duties and responsibilities of the Elder Chairman shall be governed by the Elder Board Governance policies.

C. **Vice Chairman.** The Board of Elders may appoint a Vice Chairman if they feel the need to do so in order to assist the Elder Chairman in the performance of his duties. The Vice Chairman shall perform the duties of the Elder Chairman in his absence or incapacity. The Vice Chairman may have such other duties authorized by the Board of Elders. The specific duties and responsibilities of the Elder Vice Chairman shall be governed by the Elder Board Governance policies.

Section 4 – Lead Pastor

A. **Qualifications:** The Lead Pastor shall meet the qualifications of an Elder and be a gifted communicator. The Lead Pastor shall be in agreement and alignment with the Church's Articles of Incorporation, Bylaws, Ministry Table, Elder Board Governance Policies and other governing and vision documents as adopted from time to time by the Board of Elders..

B. **Selection:** When the Lead Pastor position is open or imminently available, the Board of Elders shall establish a Pastoral Search Team that will oversee the search process. The Board of Elders will define the criteria that will be used in the evaluation of prospective candidates. A final Lead Pastor candidate shall be selected by the Board of Elders at the recommendation of the Pastoral Search Team. He shall then be presented to the Congregation Members for their input. The decision to call the candidate as Lead Pastor shall be made by a three-fourths (3/4) majority vote of the full Board of Elders after prayer, fasting, input from the Congregation, and the Elders collective discernment of the Lord's choice for this position.

C. **Term of Office:** The Lead Pastor serves at the pleasure of the Board of Elders for an indefinite period of time.

D. Resignation or Removal: The Lead Pastor may resign at any time from his employment upon giving one (1) month's written notice to the Board of Elders. In the event the Lead Pastor resigns the Board of Elders will consider severance pay options for the Lead Pastor using the standards for severance for dismissal with or without cause stated herein below.

The Board of Elders may remove the Lead Pastor from his employment, with or without cause, at any time, upon giving him one (1) month's written notice. The Lead Pastor may not participate in Board discussion or vote in the decision for his removal from office. The notice period for resignation or dismissal may be a lesser time, or longer, by mutual agreement between the Board of Elders and the Lead Pastor. The Board of Elders may choose to waive the one month's written notice period and conclude the Lead Pastor's services immediately. In any event, if the Lead Pastor is removed by the Board of Elders with cause, he shall receive no less than thirty (30) days severance pay from the date of deliverance of written notice. If the Lead Pastor is removed by the Board of Elders without cause, he shall receive no less than ninety (90) days severance pay from the date of deliverance of written notice.

E. Duties: In general, the Lead Pastor shall devote himself to "the equipping of the saints for the work of the ministry." In addition to duties as a member of the Board of Elders, the Lead Pastor shall be responsible for the search, selection, hiring and terms of employment, supervision, evaluation, and dismissal of all pastoral and support staff. The Lead Pastor shall serve as the Chief Executive Officer and President of the Church and shall have general and active management of the Church. This power shall include the authority to execute contracts on behalf of the Church or to designate an individual or individuals who are either Elders, Officers or staff of the Church to execute contracts on behalf of the Church. He shall have such other powers and duties as may be prescribed by the Board of Elders or these Bylaws. He shall see that all orders and resolutions of the Board of Elders are carried into effect, subject, however, to the right of the Board to delegate any specific powers to any other officer of Church. He shall be an ex-officio member of all standing ministry teams or committees of the Church. He shall be given notice and an agenda of all Board and committee meetings at least forty-eight (48) hours in advance of any such meeting and shall have the right to attend all such meetings. He is responsible for any other duties as may be assigned to him from time to time by the Board of Elders. His execution of these duties shall reflect and fulfill the mission of Church, accomplish the strategic objectives and policies established by the Board of Elders, and shall be subject to the financial guidelines and boundaries of the Church budget.

F. Performance Evaluation: The Lead Pastor shall be evaluated by the remaining members of the Board of Elders by a method prescribed by the Board. This evaluation shall occur at periodic intervals or at least once a year. A written report of the findings of this evaluation shall be furnished to the Lead Pastor and also placed in his personnel file.

Section 5 – Officers

A. Officers: The Officers of the Church shall be the Elder Chairman, Elder Vice Chairman, President, Vice President, Secretary, and Treasurer. The Church may also have, at the discretion of the Board of Elders, one (1) or more Assistant Secretaries and such other Officers as may be appointed in accordance with the provisions of Articles V, Section 5(C) below. Any number of

offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person.

B. Election of Officers: The President shall be appointed by the Board of Elders as provided in this Article V, Section 4 above subject to the rights, if any, of an officer under any contract of employment. The remaining Officers of the Church shall be appointed by the Board of Elders by a two-thirds (2/3) majority vote of the full Board of Elders at a general or special meeting of the Board of Elders called for such purpose at which a quorum is present, subject to the rights, if any, of an officer under any contract of employment.

C. Subordinate Officers: The Board of Elders may appoint any other Officers that the business of the Church may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Elders.

D. Removal of Officers: Subject to the rights, if any, of any Officer under any contract of employment, any Officer may be removed, with or without cause, by the Board of Elders, at any regular or special meeting of the Board, or by an Officer on whom such power of removal may be conferred by the Board of Elders.

E. Resignation of Officers: Any Officer may resign at any time by giving written notice to the Elder Chairman or the President. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Church under any contract to which the Officer is a party.

F. Vacancies in Offices: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws.

G. Responsibilities of Officers:

1. **President.** Subject to such supervisory powers as may be given by the Board of Elders to the Elder Chairman, if any, the President shall, subject to the control of the Board of Elders, and carry out the duties set forth in Article V, Section 4(E) above. This power shall include the authority to execute contracts on behalf of the Church or to designate an individual or individuals who are either Elders, Officers or staff of the Church to execute contracts on behalf of the Church. The President shall have such other powers and duties as may be prescribed by the Board of Elders or these Bylaws.

2. **Vice President.** In the absence or disability of the President, the Vice President designated by the Board of Elders, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Elders or the Elder Chairman.

3. **Secretary.** The Secretary shall attend to the following:
 - i. **Book of minutes.** The Secretary or his designee shall keep or cause to be kept, at the principal executive office of the Church or such other place as the Board of Elders may direct, a book of minutes of all meetings and actions of Elders and committees of Elders, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, and the names of those present at such meetings.
 - ii. **Notices and other duties.** The Secretary or his designee shall give, or cause to be given, notice of all meetings of the Board of Elders required by the Bylaws to be given. He shall have such other powers and perform such other duties as may be prescribed by the Board of Elders or the Bylaws.

4. **Treasurer.** The Treasurer shall attend to the following:
 - i. **Books of account.** The Treasurer or his designee shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Church, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Elder at all reasonable times.
 - ii. **Deposit and disbursement of money and valuables.** The Treasurer or his designee shall deposit or cause to be deposited all money and other valuables in the name and to the credit of the Church with such depositories as may be designated by the Board of Elders; shall disburse or cause to be disbursed the funds of the Church as may be ordered by the Board of Elders; shall render to the President and Elders, whenever they request it, an account of all of his transactions and of the financial condition of the Church; and shall have other powers and perform such other duties as may be prescribed by the Board of Elders or these Bylaws.
 - iii. **Bond.** If required by the Board of Elders, the Treasurer or his designee shall give the Church a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the Church of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

Section 6 - Other Pastors and Other Paid Staff

A. **Qualifications:** All Pastoral staff shall be in agreement and alignment with the Church's Articles of Incorporation, Bylaws, Ministry Table, Elder Board Governance Policies and other governing and vision documents as adopted from time to time by the Board of Elders.

B. Selection, Supervision and Removal: All other staff will be engaged by the Lead Pastor or his designee, in consultation with Elders and/or other senior staff as appropriate. All staff ultimately report to the Lead Pastor. Any staff member may be removed by his/her own decision, or by the Lead Pastor, operating in accordance with established policies and procedures.

ARTICLE VI – CONGREGATIONAL MEETINGS, RECORDS AND REPORTS

Section 1 – Annual Congregational Meeting

A. Annual Meeting: The annual meeting of the Church shall be held during the first financial quarter of each year. At this meeting, new Elders may be presented, the budget for the next fiscal year may be presented, the ministry goals for the upcoming year may be presented and/or any other business transacted and information communicated as deemed necessary by the Elders. The day and time of the meeting shall be determined by the Elders.

B. Other Meetings: Other Congregational meetings may be called by the Board of Elders.

C. Place: Meeting of the Church Congregation shall take place in the Church sanctuary or other place decided by the Board of Elders and communicated to the Congregation Members of the Church.

D. Notice: Notice shall be provided to the members of the Church Congregation of a meeting of the Church Congregation by posting the notice of the meeting in the Church bulletin each week at least two (2) weeks prior to the date of the meeting or having the meeting published by the Lead Pastor or his designee from the pulpit each week at least two (2) weeks prior to the meeting. The notice shall contain the place and the purposes of the meeting.

E. Voting and Quorum: Congregation Members have no voting rights. Since there is no voting by Congregation Members there is no quorum requirement.

F. Meeting Governance: All meetings of Congregation Members will be governed by the most current edition of Robert's Rules of Order, unless properly waived by a vote of the Church Congregation at the commencement of any meeting.

Section 2 – Records and Reports

A. Corporate Records: The Church shall keep, at its principal office, as permanent records, minutes of all Congregation Meetings and all meetings of the Board of Elders, including its committees; a record of all actions taken by Board of Elders without a meeting; appropriate accounting records, and any other documents as may be required of them by Federal or Florida State law or by other groups with whom the Church voluntarily chooses to associate.

B. Annual Financial Statements: The Church shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year, an income and expense statement for that

year, and such other information necessary to comply with the requirements of the applicable provisions of the laws of the State of Florida.

ARTICLE VII - FINANCE

Section 1 - Annual Budget and Fiscal Year

The Board of Elders will establish a financial budget, usually annually at a regular meeting at least prior to the third month of the new fiscal year. Approval of the budget shall constitute authority for the expenditure of funds in the amounts and for the purposes stated in the budget. The fiscal year of the Church shall be fixed by resolution of the Board of Elders.

Section 2 – Financial Accountability

The Board of Elders shall be responsible for reviewing the financial records of the Church on a regular basis. At least once every two years the Church shall perform an independent audit by a certified public accounting firm selected by and reporting to the Board of Elders. The scope of the examination will be determined by the Board of Elders, and at a minimum include an evaluation of the church's financial statements and internal financial controls.

Section 3 - Purchase or Disposition of Property

The Board of Elders shall have authority to purchase real and personal property in the name of the Church and to sell, mortgage, lease, otherwise convey, or dispose of any tangible or intangible, real or personal property of the Church. All acquisitions of real property will be in accordance with the Elder-established and revised Church Gift Acceptance Policy.

Section 4 – Other Financial Matters

A. **Negotiable Instruments:** All checks, drafts, notes or other obligations of the Church shall be signed by an officer of the Church or by such other person(s) as may be expressly authorized by the Board of Elders.

B. **Deposits:** The monies of the Church shall be deposited in the name of Two Rivers Church South Florida in such financial institution(s) as the Board of Elders shall designate from time to time and shall be drawn out by check signed by the officer(s) or person(s) designated by resolution adopted by the Board of Elders.

ARTICLE VIII – LICENSING AND ORDINATION OF A MINISTER OF THE GOSPEL

The Board of Elders may establish and modify from time to time policies and procedures for issuing and revoking both the licensing and ordination of Ministers of the Gospel as allowed by the State of Florida and as recognized by the Internal Revenue Service for ministry both inside and outside the United States.

ARTICLE IX – AMENDMENTS

These Bylaws may be amended by a three-fourths (3/4) majority vote of the full Board of Elders, at any regular or special called meeting of the Board of Elders called specifically for this purpose.

CERTIFICATION

I, the undersigned, certify that I am the presently elected and acting Secretary of Two Rivers Church South Florida, Inc., a Florida Not For Profit corporation, and the above Bylaws, consisting of fifteen (15) pages, are the Bylaws of this Church as adopted at a meeting of the Board of Elders held on the _____ day of _____, 2013.

David Wilson, Secretary