

BYLAWS OF UNIVERSITY CHRISTIAN  
FELLOWSHIP OF SYRACUSE

June 25, 2004

# Contents

<b>I</b>	<b>Name</b>	<b>3</b>
1.1	Name of the Fellowship. . . . .	3
<b>II</b>	<b>Prerogatives and Purposes</b>	<b>4</b>
2.1	Prerogatives and Purposes. . . . .	4
<b>III</b>	<b>Tenets of Faith and Practice</b>	<b>6</b>
3.1	Tenets of Faith and Practice of the Fellowship. . . . .	6
3.2	Our Values. . . . .	7
3.3	Our Priorities. . . . .	9
3.4	Our Practices. . . . .	10
3.4.1	Prayer Skills. . . . .	10
3.4.2	Marriage, Family, and Living Skills. . . . .	10
3.4.3	General Ministry Skills . . . . .	10
3.4.4	Community Skills . . . . .	11
3.5	Our Leadership Personnel Requirements. . . . .	11
<b>IV</b>	<b>Membership</b>	<b>13</b>
4.1	Qualification and Reception to Membership. . . . .	13
4.2	Membership Rolls. . . . .	13
4.3	Voting Members: Board of Directors. . . . .	13
4.4	Nonvoting Members. . . . .	14
4.5	Discipline of Members. . . . .	14
4.5.1	Grounds. . . . .	14
4.5.2	Procedure. . . . .	14
4.5.3	Resignation. . . . .	15
<b>V</b>	<b>Government</b>	<b>16</b>
5.1	The Headship of Christ. . . . .	16
5.2	The Oversight of His Body by the Board of Directors. . . . .	16
5.3	Qualifications. . . . .	16
5.4	Number, Election, Term of Directors. . . . .	16
5.5	General Corporate Powers. . . . .	17
5.6	Specific Corporate Powers. . . . .	17

5.7	Vacancy Causing Events. . . . .	18
5.8	Resignations. . . . .	18
5.9	Filling of Vacancies. . . . .	18
5.10	Annual Meeting. . . . .	18
5.11	Meetings. . . . .	18
5.12	Special Meetings: . . . . .	19
5.13	Special Meetings: Manner of Notice. . . . .	19
5.14	Special Meetings: Time Requirements and Notice Contents. . . . .	19
5.15	Quorum. . . . .	19
5.16	Waiver of Notice. . . . .	20
5.17	Adjournment. . . . .	20
5.18	Telephonic Meetings. . . . .	20
5.19	Action Without Meeting. . . . .	20
5.20	Removal of Directors. . . . .	20
5.21	Compensation of Directors. . . . .	21
5.22	Parliamentary Order and Order for Business Meetings. . . . .	21
<b>VI</b>	<b>Committees</b>	<b>22</b>
6.1	Advising Committees, . . . . .	22
6.2	Meetings and Action of Committees. . . . .	23
<b>VII</b>	<b>Officers</b>	<b>24</b>
7.1	Officers. . . . .	24
7.2	Election of Officers. . . . .	24
7.3	Subordinate Officers. . . . .	24
7.4	Removal of an Officer . . . . .	24
7.5	Resignation of Officers. . . . .	25
7.6	Vacancies in Office. . . . .	25
7.7	Responsibilities of Officers: Chairman of the Board. . . . .	25
7.8	Responsibilities of Officers; President (Senior Pastor). . . . .	25
7.8.1	Job Description. . . . .	26
7.8.2	Appointment. . . . .	26
7.8.3	Compensation. . . . .	26
7.8.4	Potential Termination. . . . .	26
7.9	Responsibilities of Officers: Vice-President. . . . .	27
7.10	Responsibilities of Officers: Secretary. . . . .	27
7.10.1	Book Of Minutes. . . . .	27
7.10.2	Notices, Seals, and Other Duties. . . . .	27
7.11	Responsibilities of Officers: Chief Financial Officer. . . . .	27
7.11.1	Books Of Accounts. . . . .	27
7.11.2	Deposit and Disbursement of Money and Valuables. . . . .	28
7.11.3	Bond. . . . .	28

<b>VIII</b>	<b>Indemnification of Directors, Officers, Employees, and Other Agents</b>	<b>29</b>
8.1	Definitions. . . . .	29
8.2	Successful Defense By Agent. . . . .	29
8.3	Actions Brought by Person Other than the Corporation. . . . .	30
8.4	Actions Brought by or on Behalf of the Corporation. . . . .	30
8.4.1	Claims Settled Out Of Court. . . . .	30
8.4.2	Claims and Suits Awarded Against Agent. . . . .	30
8.5	Determination of Agent's Good Faith Conduct. . . . .	31
8.5.1	Required Standard of Conduct - Actions Brought By Persons Other Than On Behalf of the Corporation. . . . .	31
8.5.2	Required Standard of Conduct - Actions By or on Behalf of the Corporation. . . . .	31
8.5.3	Manner of Determining Good Faith Conduct. . . . .	31
8.6	Limitations. . . . .	31
8.7	Advance of Expenses. . . . .	32
8.8	Contractual Rights of Non-Directors and Non-Officers. . . . .	32
8.9	Fiduciaries or Corporate Employee Benefit Plan. . . . .	32
<b>IX</b>	<b>Records and Reports</b>	<b>33</b>
9.1	Maintenance of Corporate Books. . . . .	33
9.2	Inspection of Corporate Books. . . . .	33
<b>X</b>	<b>Nonpartisan Activities</b>	<b>34</b>
10.1	Nonprofit and Nonpartisan Purposes. . . . .	34
10.2	Independence of Local Church. . . . .	34
10.3	Fellowship with Other Churches. . . . .	34
<b>XI</b>	<b>Property Rights</b>	<b>35</b>
11.1	Title to Property. . . . .	35
11.2	Disposition Upon Dissolution. . . . .	35
<b>XII</b>	<b>Finances</b>	<b>36</b>
12.1	Finances in General. . . . .	36
12.2	Handling of Offerings. . . . .	36
12.3	Remuneration. . . . .	36
<b>XIII</b>	<b>Rites of Ordination and Licensing</b>	<b>37</b>
13.1	Principle of Ordination. . . . .	37
13.2	Qualifications. . . . .	37
13.3	Procedure for Ordination. . . . .	38
13.4	Revocation of Ordination. . . . .	38
13.5	Principle of Licensing. . . . .	39
13.6	Revocation of License. . . . .	39
<b>XIV</b>	<b>Auxiliaries</b>	<b>40</b>
14.1	Auxiliaries Defined. . . . .	40

<b>XV Annual Accounting Period</b>	<b>41</b>
15.1 Accounting Period Defined. . . . .	41
<b>XVI Arbitration of Disputes</b>	<b>42</b>
16.1 Arbitration Defined. . . . .	42
16.2 Arbitration Procedure. . . . .	42
<b>XVII Miscellaneous</b>	<b>44</b>
17.1 Execution of Documents. . . . .	44
17.2 Ecclesiastical Matters vs. Business Matters. . . . .	44
17.3 Identification and Consent of Members. . . . .	44
<b>XVIII Construction and Definition</b>	<b>45</b>
18.1 Construction and Definitions. . . . .	45
<b>XIX Amendments</b>	<b>46</b>
19.1 Amendments to the Bylaws. . . . .	46

# Preamble

For the purpose of establishing and maintaining a place for the worship of Almighty God, our Heavenly Father, to provide for the Christian fellowship for those of like precious faith, where the Holy Spirit may be honored; to assume our share of responsibility and the privilege of sharing the gospel of Jesus Christ, by all available means, both at home and in foreign lands; in fulfilling our vision to passionately pursue the redemption of the lost through deliverance; by laboring to present each believer mature in Christ through discipleship; through equipping the Saints unto the work of the ministry through development; through releasing laborers into the work of the harvest through deployment; and by encouraging each believer to love the Lord their God with all their heart and with all their understanding and with all their strength, and to worship Him in Spirit and in truth as our mutual privilege and delight. We the members of this fellowship, do hereby recognize ourselves as a local church and do hereby adopt the following articles of church order and submit ourselves to be governed by them.

# **Article I**

## **Name**

### **1.1 Name of the Fellowship.**

The name of this fellowship shall be University Christian Fellowship of Syracuse.

## **Article II**

# **Prerogatives and Purposes**

### **2.1 Prerogatives and Purposes.**

The prerogatives and purposes of this Corporation shall be as follows:

- A. This fellowship shall have the right to govern itself and to conduct its own affairs according to the standard of the New Testament Scriptures. This right shall include such matters as the calling of a pastor, the election of a church board, and the discipline of its members and the conducting of its own services and church programs.
- B. To proclaim the good news of salvation by faith in our Lord Jesus Christ by any suitable method or media, which includes, but is not limited to, any of the following:
  - (1) Establishing and operating a local church for the worship of Our Lord Jesus Christ, using personal evangelism, television and radio, conventions, preaching, teaching, missions, and other Christian purposes;
  - (2) Assisting and furthering the task of providing Biblical ministry to the cultures of the world through the Holy Scriptures and other printed material; providing ministry teams, speakers, and other instructional and educational programs which may be deemed necessary or convenient in effecting the above purposes;
  - (3) Establishing in the United States of America and abroad, new programs of outreach and ministry, and strengthening existing programs and organizations which have similar purpose of dedication to presenting Jesus Christ as Lord and Savior.
- C. To do only that which glorifies the Father, the Son, and the Holy Spirit.
- D. In connection therewith, or incidental thereto, it shall have the right to purchase or acquire a gift, bequest or otherwise, either directly or as trustee, and to own, hold in trust, use, sell, convey, mortgage lease or otherwise dispose of any real



estate or chattels as may be necessary for the furtherance of it's purposes, and to exercise all powers conferred upon it by its charter or by applicable nonprofit corporation law of this state; all in accordance with its bylaws as the same may, be hereafter amended.

- E. To do all things necessary, expedient, or appropriate to the accomplishment of any of the prerogatives and purposes for which this corporation is formed.

## **Article III**

# **Tenets of Faith and Practice**

### **3.1 Tenets of Faith and Practice of the Fellowship.**

The following tenets of faith and practice compose the doctrinal beliefs and practices that give this fellowship its distinctive testimony and comprise the life and ministry skills that we shall endeavor to model and impart to our membership:

- A. We believe that God is eternal, infinite, unchangeable, and perfect in every way. For all eternity He is the one true God who has revealed himself as Father, Son (The Word), and Holy Spirit.
- B. We believe that the kingdom of God is everlasting. All things were created, are held together, and sustained by the eternal Word of God.
- C. We believe that Satan, created as a good and powerful angel, rebelled against God, taking a third of the angels with him. He actively opposes the rule and reign of God, as he establishes a kingdom of darkness and evil.
- D. We believe that God, for His good pleasure, created man in His image to care for and rule over creation. Deceived by the Serpent, Adam and Eve obtained the knowledge of good and evil, and thereby fell under the curse of God. Human beings are all born into and subject to this curse as the natural order of life.
- E. We believe that God exercised His rule, and revealed His desire for relational restoration, through historical agreements with His people. Through these covenants, God revealed His grace and redemptive purposes for mankind.
- F. We believe that the Old Testament law provides a revelation of God's will and desire for His people. As such, it delineates boundaries of right relationship and behavior while bringing an outward order to individuals and societies.
- G. We believe that God provided for the restoration of His created purposes for mankind through the life and obedience of the Second Adam, the Son of God and Son of Man, Jesus Christ. Conceived of the Holy Spirit, the Word of God

transitioned into flesh as the anointed One of the Father, going about doing good and healing all who were oppressed by the devil, for God was with Him. He lived a sinless life of obedience to the Father, marked by love, grace, forgiveness, power, healing, miracles, and deliverance. Jesus was beaten, scourged, humiliated, crucified, and was raised from the dead, as He gave his life so we might truly experience freedom from our sin, direct relationship with God and man, and a blessed victorious life. Jesus Christ appeared that he might destroy the work of the devil. Like Him, we are empowered and expected to engage demonic forces in spiritual conflict.

- H. We believe that on the Day of Pentecost the Holy Spirit was poured out on the church in power, according to the word of the prophets. Jesus baptized believers in the Holy Spirit to empower them: to be witnesses, to proclaim the Word of God, and to do the works of Christ.
- I. We believe that the Holy Spirit indwells every believer and that He is our Helper, Teacher, and Guide. We believe in the baptism in the Holy Spirit for ministry today, with speaking in tongues as the initial physical evidence. We believe in the present ministry of the Holy Spirit and in the exercise of all the gifts of the Spirit. We practice the laying on of hands for the empowering of the Holy Spirit, for healing, for deliverance, and for recognition and empowering of those who lead and serve the church.
- J. We believe that the Holy Spirit inspired the human authors of the Bible so that the original manuscripts are without error. We recognize the Old and New Testaments as our rule of faith and practice.
- K. We believe in one universal church, which is the living Body of Christ. All who enter into relationship with Jesus are part of His Body, of which He is the head and we are members.
- L. We believe in and practice water baptism by immersion. As an act of obedience, it is an outward expression of an inward work of God in the believer.
- M. We believe in and regularly share communion to remember Christ's suffering and death. It is a symbol of the New agreement between God and man.
- N. We believe that the Kingdom of God has come through the ministry of Jesus Christ, that it continues through the work of the Holy Spirit in the Church, and that it will be fully realized in the visible and victorious return of Jesus.

## **3.2 Our Values.**

The values of this fellowship shall be:

- A. We value the process of knowing God. We recognize his rule and reign over the earth and our lives. We submit to his will above our own and value his leadership and guidance.

- B. We value the process of knowing ourselves. We recognize this can only be accomplished by the interaction and revelation of God in our lives. We seek this understanding through one another, the scriptures, and prayer.
- C. We value being like Christ. We ask for the same Spirit who empowered Jesus to live his life to empower us. We want to be like the Savior, who is our example. Acts 10:38
- D. We value the leading of the Holy Spirit. We want to be a people who mature to the simple understanding of hearing and doing.
- E. We value the grace of God. We encourage all to receive freely of a grace that is greater than we think. We endeavor to minister this grace to one another and to a lost world.
- F. We value people. We look to provide an atmosphere where individuals from all walks of life will feel comfortable, and to provide ministry to as many people groups as possible while still maintaining effectiveness.
- G. We value the supernatural. We have an expectation for the supernatural to become a normal part of our everyday lives. We make ourselves available to God for such purposes to accomplish his will in and through our lives.
- H. We value worship. We see worship as a means of: ascribing worth to God, thanksgiving, celebration, praise, adoration, communication, and spiritual warfare.
- I. We value discipleship as God's means of building the church. We encourage and disciple those who have a relationship with Christ to find a deeper place of commitment and challenge with God.
- J. We value relationships with both God and man. We recognize both eternal and temporal relationships, giving priority to those which are eternal but at the same time maintaining those which are temporal. We work to lead unbelievers into relationship with Christ, and lead believers into a more meaningful place with God.
- K. We value the Body of Christ. We recognize our place within that body and work to develop individuals locally to find their place with their gifts and callings. We seek to encourage other parts of the body of Christ, recognizing when one member suffers we all suffer, but when the body is strong we all are strong.
- L. We value communication with God and each other. We seek to build lines of wholesome and meaningful dialog which produces more stable and merciful relationships.
- M. We value being real. We choose not to be fake or anything we are not. We choose instead to present ourselves honestly to God, each other, and those we meet. We seek to be people pursuing God in a way others can understand and be comfortable with.

- N. We value faithfulness. We commit to one another and to God in relationships of honesty, integrity, and service. We expect accountability within and without the local church.
- O. We value oneness. We recognize a difference between oneness and sameness. While we desire to function as one, we accept our diversity and find joy in it.

### 3.3 Our Priorities.

The priorities of this fellowship shall be:

- A. **WORSHIP.** We desire to worship God with our whole being. We want Jesus at the center as our Lord. We hunger for the fullness of the Spirit... His glory resting upon us! (Philippians 3:3, Hebrews 13:15, Psalms 42:1, 2, John 4:24, Psalm 63:1-5, Romans 12:1) We desire Spirit-enabled worship in a style that is intimate, dynamic, culture current, and life changing. (1 Peter 2:4, Ephesians 2:19-22, 1 Corinthians 14:26)
- B. **THE WORD.** We want to hear the Word of God taught in a practical, inspiring way, in conjunction with His current prophetic word. (Romans 15:4, 2 Timothy 3:16, 17, 1 Corinthians 14:26) We aim to hear and obey God's Word to us to be "doers of the Word" who are being transformed into the likeness of Christ. (Matthew 7:24-27, James 1:22)
- C. **FELLOWSHIP.** We are the family of God, one Body in Jesus Christ, joined together as brothers and sisters forever. (John 17:20-23, Romans 12:3-5) We seek to develop real, intimate, enabling friendships together, built on covenant love, mutual responsibility and faithfulness. (Hebrews 3:12-14, Philippians 2:3-5, Ephesians 4:11-16, Colossians 3:12-15)
- D. **MINISTRY.** We believe that all Christians are called to serve Christ in the power of His Spirit, in ways that build up the local church. (1 Peter 4:10,11, 1 Corinthians 12:4-7, Acts 1:8) We are called to do the ministry of Christ in the world today, for example, to... preach the Gospel of the Kingdom, persuade men to repent and believe in Jesus, heal the sick, care for the poor and those in need, counsel those in need of God's wisdom, teach believers to follow Christ, give our resources to the work of Christ, train Christians to serve the Lord. (Luke 4:18,19, James 1:27, Acts 26:18, Matthew 28:18-20)
- E. **TRAINING.** We believe that all Christians should be trained to "do the works of Christ." Matthew 28:18-20, 2 Timothy 2:2) We are committed to the "show and tell" model of "on the job" training, in which trainees are introduced to doing ministry functions with trainers and then are taught during and after the training experience. (Luke 11:1-4) We aim to provide training for all aspects of responsible Christian life and ministry. (Ephesians 4:11-16)

- F. SENDING. We aim to renew, refresh, and enable existing churches by sending trained personnel out on short-term ministry trips. (Matthew 10:5-15 , Luke 9:1-6 ; 10:1) We aim to build the Church of Jesus Christ by sending trained personnel to plant churches around the world. (Revelation 5:9,10 , Romans 15:20)

### **3.4 Our Practices.**

The practices we aim to instill.

#### **3.4.1 Prayer Skills.**

- A. Prayer of praise and adulation (Psalm 34:1)
- B. Prayer of petition (Philippians 4:6)
- C. Prayer of intercession (Romans 8:26,27 , 1 Timothy 2:1)
- D. Prayer of tongues (1 Corinthians 14:14,15)
- E. Prayer of faith, in healing and expulsion of demons (James 5:15 , Mark 1:25)

#### **3.4.2 Marriage, Family, and Living Skills.**

- A. Intimacy
- B. Communication
- C. Child-rearing
- D. Financial planning
- E. Life management (Ephesians 4:22-33 , 1 Peter 3:1-7)

#### **3.4.3 General Ministry Skills**

Communication skills – the ability to speak

- A. The ability to witness – sharing your experience with others (Matthew 28:18-20)
- B. The ability to counsel – sharing God’s Word with others (Ephesians 4:15)
- C. The ability to teach – sharing God’s Word with others (2 Timothy 2:24-26)

### **3.4.4 Community Skills**

Community skills – the ability to relate. Ministry to the Lord in:

- A. Worship (John 4:24)
- B. Fellowship (John 15:4)
- C. Obedient service of all kinds (Mark 10:45)
- D. Giving (John 4:34)
- E. Personal Bible study (2 Timothy 2:15)
- F. Ministry to the Body
- G. Giving and receiving forgiveness (Matthew 18:21-35 , Matthew 6:14)
- H. Laying on hands (1 Timothy 4:14)
- I. Exercise of gifts (1 Corinthians 14:26)
- J. Fellowship – sharing and relating to one another (Hebrews 3:12-14)
- K. Healing the sick– spiritually, socially, emotionally, bodily, demonic (James 5:13-16)
- L. Ministry to the world
- M. Care for the poor
- N. Care of the lost
- O. Care of the sick and brokenhearted (Luke 4:18,19)

### **3.5 Our Leadership Personnel Requirements.**

The requirements of leadership is this fellowship shall be:

- A. Sincere love for and pursuit of Jesus Christ demonstrated in regular personal worship, meditation on the Word, and prayer. (Psalm 1:1-6 , Psalm 18:1-3)
- B. Demonstrated fullness of the Holy Spirit, of faith and of wisdom. (Acts 6:3)
- C. A perception of leadership not as grasping for position, or title, or power, or authority, or respect, or privilege, but as a commitment to humble service and self-sacrifice. (Mark 10:37)
- D. Personal exposure, loyalty and commitment to their pastors, and to those whom they are pastoring. (Mark 3:14,15)
- E. Trustworthiness, with the ability to resist being bribed or bought. (Exodus 18:21)

- F. Commitment to the "Barnabas-style" of open, loving communication, to solving relational problems, to processing anger constructively, to encouraging and building up and maintaining confidences strictly. (Acts 4:36,37 , Ephesians 4:25-32)
- G. Willingness to be a "team player" and to help one's pastoral associates to succeed. (Phil. 2:3,4)
- H. A strong, loving marriage in which both the husband and wife sense the call to minister. (Acts 18:26)
- I. Capable and respected, mature in the faith, and with proven ministry ability. (1 Timothy 3:2-7)
- J. Willingness to be judged by strict standards and to accept reproof.
- K. Love for people and for Jesus, without desire to benefit personally at the expense of the sheep. (John 21:17, Ezekiel 34:1, 1 Peter 5:1-5)
- L. Commitment to equipping others for ministry through active recruiting, training, deploying, monitoring and nurturing. (Mark 3:13-15)
- M. Commitment to doing excellent work, taking responsibility seriously, being proactive, planning and executing well. (Ezra 5:1,2)
- N. A committed, cheerful giver who tithes regularly to the fellowship. (Malachi 3:8-10)



## **Article IV**

# **Membership**

### **4.1 Qualification and Reception to Membership.**

The membership of this corporation shall be open to any believing and confessing Christian who acknowledges and accepts Jesus Christ as Lord, and gives testimony to the following:

- A. An experience of the "new birth" (John 3:3).
- B. Obedience to the ordinances of baptism by immersion in water in the name of the Father, Son, and Holy Spirit.
- C. A willingness to contribute regularly to the financial support of this church.
- D. Agreement with the Tenets of Faith and practice as set forth in 3.1 through 3.5 of these bylaws.
- E. Agrees to be governed by the Bylaws of this fellowship, and amendments which may be made from time to time.

### **4.2 Membership Rolls.**

A list of active members who attend and give regularly shall be kept by the church Secretary. This list may be reviewed and updated at any time by the Board of Directors.

### **4.3 Voting Members: Board of Directors.**

The voting members of this corporation shall be the persons who from time to time are the members of the Board of Directors of this corporation. Death, resignation, or removal of any director as provided for in these bylaws automatically terminates his membership as a voting member of this corporation. Appointment of a successor

director as provided for in these bylaws shall operate to appoint that director to voting membership in this corporation. Each voting member of this corporation shall be entitled to one (1) vote, as well as the privileges described in Article V.

#### **4.4 Nonvoting Members.**

Members who are not voting members shall be known as nonvoting members. Each nonvoting member shall be entitled to attend meetings of this corporation, serve on committees, and express his / her wishes to the Board of Directors for consideration in matters of business.

#### **4.5 Discipline of Members.**

Discipline shall be guided by the following parameters:

##### **4.5.1 Grounds.**

Discipline is an exercise of spiritual authority for which the Church is responsible (Matthew 18:15-20, Luke 17:3, John 20:23, Acts 16:4, Ephesians 5:11, 1 Timothy 5:20, 2 Timothy 4:2, Hebrews 13:17). The purpose of discipline is to promote repentance and restoration through exposing sinful behavior. It is to be redemptive in nature as well as corrective. Any member of this fellowship is subject to discipline on the basis of unscriptural conduct or doctrinal departure from the Tenets of Faith of this fellowship. The discipline of credentialed ministers shall be administered by the Board of Directors.

##### **4.5.2 Procedure.**

The fellowship will follow the disciplinary procedure set forth in Matthew 18:15-20. This procedure consists generally of the following steps:

- A. The pastor or the designated member of the Board discusses the charges with the member in an effort to resolve the matter privately.
- B. If the first step does not resolve the matter, then the member shall meet with the Pastor and Board in an effort to resolve the matter privately.
- C. If the first step or second steps do not resolve the matter, then the member or the Board may submit the matter in a special business meeting. The decision of the majority of the full membership, both voting and associate, present at such a meeting shall be final. A member found guilty may be dismissed from the membership in the church (Matt.18:17). However, lesser disciplinary sanctions may be imposed as appropriate, depending on the circumstances of each case. In the case of discipline of a voting member other than the pastor, that member shall not have a vote in step (3) of the disciplinary process.

**4.5.3 Resignation.**

Members who are under discipline by this fellowship forfeit and waive the right to resign from the membership in this fellowship. Resignations from the membership are possible only by those members in good standing who are not under any disciplinary action.

# **Article V**

## **Government**

### **5.1 The Headship of Christ.**

The government of the church shall be founded upon the will and direction of Jesus Christ. Everyone in authority shall continually seek his mind and will, through his Spirit and the Word of God in any actions and decisions.

### **5.2 The Oversight of His Body by the Board of Directors.**

The Board of Directors shall serve under the leadership of the pastor, who is to function as the President of the Board. The Board of Directors shall be the governing body of the church in respect to matters concerning business being done by the church (i.e. financial investments, buying and leasing of facilities, maintenance, contract negotiation, etc.).

### **5.3 Qualifications.**

The qualifications for directors shall be as follows:

- A. A director shall be a person of mature Christian experience and knowledge, meeting the requirements of Acts 6 and 1 Timothy 3, and Titus 1:6-9.
- B. A director shall be at least 21 years old to be a member of the fellowship.
- C. A director is to always seek unity within the body of believers and within the Board of Directors.

### **5.4 Number, Election, Term of Directors.**

The number, election, and term of directors shall be as follows:

- A. The Board of Directors shall consist of no more than five (5) members, and at least three (3) members until the number of directors is changed by amendment to these bylaws.
- B. The Board of Directors shall at first be appointed by the organizer of this Corporation, and thereafter be elected by the preceding Board of Directors at their annual meeting. Each director shall serve a term of one (1) year. A director may succeed himself. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected.

## **5.5 General Corporate Powers.**

The business affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors, who will work under the leadership of the pastor.

## **5.6 Specific Corporate Powers.**

Subject to the limitation of the Articles of Incorporation, other sections of these bylaws, and of New York State law, the business affairs of the corporation shall be controlled by and under the direction of the Board of Directors which shall have the following powers:

- A. Recommend the selection and remand of all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, the Articles of Incorporation, and with these bylaws; and fix the compensation of employees.
- B. Change the principal office in the State of New York from one location to another, and cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of New York.
- C. Borrow money, incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- D. Adopt, make, alter, and use a corporate seal and alter the form of seal.
- E. To elect a financial board, with Senior Pastor as Chairman, that will from time to time fix, change, and evaluate all salaries and remunerations.

### **5.7 Vacancy Causing Events.**

A vacancy in the Board of Directors shall be deemed to exist on the occurrence of the following:

- A. Death, resignation, or removal of any director.
- B. The increase in the authorized number of directors.

### **5.8 Resignations.**

Except as provided in this paragraph, any director may resign by giving a written notice to the Chairman of the Board, President, the Secretary, or the Board of Directors. Any resignation shall take effect upon receipt of notice or at any later time specified in that notice. If the resignation of a director is effective at a later date, the Board of Directors may elect a successor to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

### **5.9 Filling of Vacancies.**

Vacancies in the Board of Directors shall be filled by the remaining directors of the board, or the sole remaining director. This action may be taken even though less than a quorum may be present.

### **5.10 Annual Meeting.**

The annual meeting of the members of this corporation shall be held on the third Wednesday of May, each year, at 7:00 p.m. at the principal office of this corporation, or at any other time and at any other place determined by a resolution of the Board of Directors. No notice of any such annual meeting need be given if it is held on the date and at the time immediately above stated, at the principal office of the corporation; otherwise written notice of the time and place of the annual meeting shall be delivered by mail or other written communication, charges prepaid, to each voting member, addressed to him at the address shown on the records of this corporation, or if it is not readily ascertainable, at the place where the meetings of the members are regularly held. Any notice shall be mailed at best five (5) days before the date of the meeting.

### **5.11 Meetings.**

Regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board. Such regular meetings may be held without notice.

### **5.12 Special Meetings:**

Authority to call special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board, the President, any Vice President, Secretary, or two directors.

### **5.13 Special Meetings: Manner of Notice.**

Notice of the meeting and place of special meetings shall be given to each director by one of the following methods:

- A. By personal delivery or written notice.
- B. By first class mail, postage paid.
- C. By telephone communication, either personally with director or to a person at the directors office who would reasonably be expected to communicate such notice promptly to the director.
- D. By telegram, charge prepaid.
- E. By electronic mail
- F. All such notices shall be given or sent to the director's address or telephone number as shown on the records of this corporation, or if it is not shown on the records or is not readily ascertainable, at the place at which meetings of the Directors are regularly held.

### **5.14 Special Meetings: Time Requirements and Notice Contents.**

Notices sent by the first class mail shall be deposited in a U.S. mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, or electronic mail shall be delivered, telephoned, or given to the telegraph company at least twenty-four (24) hours before the time set for meetings. The notice shall state the time and place of meeting. However, it need not specify the purpose or place of the meeting, if it is held at the principal office of the corporation.

### **5.15 Quorum.**

A majority of the authorized number of directors with the Chairman present shall constitute a quorum for the transaction of business, except to adjournment as provided for in 5.17 of these bylaws. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

### **5.16 Waiver of Notice.**

The transactions of the meeting of the Board of Directors, however called and noticed, and wherever held, shall be valid as though taken at a meeting duly held after a regular cancellation and notice of:

- A. A quorum is present.
- B. Either before or after the meeting, each of the directors 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 that meeting. All waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protest before or at its commencement about the lack of notice.

### **5.17 Adjournment.**

A majority of directors present, whether or not constituting a quorum, may adjourn a meeting to another time and place. 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, the personal notice of time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of adjournment.

### **5.18 Telephonic Meetings.**

Any meeting, regular or special, may be held by conference call or other communication equipment, so long as all directors participating in the meeting can communicate with one another, and all such members deemed to be present in person at such a meeting.

### **5.19 Action Without Meeting.**

Any action required or permitted can be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Such written consent or consents shall be filed with the minutes of the proceeding Board.

### **5.20 Removal of Directors.**

A director other than the President (pastor) may be removed from office by a majority vote of the Directors. The President (pastor) can only be removed as specified in 7.8.4.



### **5.21 Compensation of Directors.**

The Directors shall receive no compensation for their services as directors. Directors may also serve as officers of this church for which they may be compensated.

### **5.22 Parliamentary Order and Order for Business Meetings.**

All business meetings of the church shall be governed by parliamentary procedure as set forth in the current edition of *Robert's Rules of Order Newly Revised*, in keeping with the spirit of Christian love and fellowship. The regular order of business for the annual business meeting of this fellowship shall be as follows:

- A. Registration or roll call to determine a quorum.
- B. Devotional Prayer.
- C. Call to order.
- D. Reading of previous minutes.
- E. Report of Chief Financial Officer.
- F. Report of Committees.
- G. Unfinished business.
- H. Election of officers.
- I. New business.
- J. Adjournment/Prayer.

## Article VI

# Committees

### 6.1 Advising Committees,

The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees consisting of one or more of the directors, to serve at the pleasure of the Board. Any committees to the extent provided in the resolution of the Board, shall have advisory authority only, and no committee, regardless of Board resolution may:

- A. Fill vacancies on the Board of Directors or in any committee.
- B. Fix compensation of the Directors for serving on the Board or any other committee.
- C. Amend or repeal bylaws or adopt new bylaws.
- D. Amend or repeal any resolution of the Board of Directors which by its express terms is not amenable or repealable.
- E. Appoint any other committee of the Board of Directors or members of these committees.
- F. Extend corporate funds to support a nominee for director.
- G. Approve any transaction:
  - (1) To which the Corporation is a party and one or more Directors have a financial interest.
  - (2) Between the Corporation and one or more of its Directors have a material financial interest.

## **6.2 Meetings and Action of Committees.**

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article V of these bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provision of the bylaws.

## **Article VII**

### **Officers**

#### **7.1 Officers.**

The officers of this corporation shall be President, Vice-President, Chief Financial Officer, and Secretary. The Corporation may also have, at the discretion of the President, Chairman of the Board, one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and other such officers as may be appointed in accordance with the provisions of 7.3 of these bylaws. Any number of officers as may be held by the same person, except neither the Secretary nor the Chief Financial Officer may serve concurrently as either President or Chairman of the Board.

#### **7.2 Election of Officers.**

The officers of the corporation, except those appointed in accordance with the provisions of 7.3, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

#### **7.3 Subordinate Officers.**

The Board of Directors may appoint, and may authorize the Chairman of the Board or the President, or another officer to appoint any other officers that business of the Corporation 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 Directors.

#### **7.4 Removal of an Officer**

Removal of an officer, to the rights, if any, of an officer under any contract of employment, an officer may be removed with or without cause, by an unanimous decision of

the Board of Directors, at any regular or special meeting or, except in the case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors. If the Decision is not unanimous, the President will have the deciding vote.

### **7.5 Resignation of Officers.**

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect upon 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 corporation under any contract to which the officer is a party.

### **7.6 Vacancies in Office.**

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 of regular appointments to that office.

### **7.7 Responsibilities of Officers: Chairman of the Board.**

If such an office be elected, the Chairman of the Board shall preside at meetings of the Board of Directors and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the bylaws. If there is no President, the Chairman of the board shall, in addition, be the Chief Executive Officer of the Corporation and have the powers and duties prescribed in 7.8 below:

### **7.8 Responsibilities of Officers; President (Senior Pastor).**

The President (Senior Pastor) shall generally supervise, direct, and control the business and officers of the corporation. He shall preside at all meetings of the members. He shall have the right to delegate funds or give financial consideration to other ministries and missions whether foreign or locally based. He shall have the deciding vote in all matters not decided by the majority. He shall have the right to veto any decisions made by the majority which he deems inconsistent with the vision, values, priorities, practices and philosophy of ministry of the corporation. In addition, the following shall pertain to the President:

**7.8.1 Job Description.**

The Senior Pastor shall be the President of the Corporation, its Chief Executive Officer, and Chairman of the Board of Directors. He shall oversee the business of the church on a daily basis and give leadership to the associate and assistant pastors, the Board of Directors, and the general church body and its ministries. The Senior Pastor shall have general supervision of the entire church and charge of any and all services, gatherings, and meetings. He shall serve as an ex-officio member of all committees. The president shall also have the responsibilities pertaining to associate and assistant pastors:

- A. The President shall define an associate or assistants ministry description upon his appointment. Associates and assistants shall serve under the Senior Pastor's direction, and work with him in the administration and oversight of the church and its business.
- B. The President shall appoint, and the Board shall ordain or license an associate or assistant to share in the ministry.
- C. The President shall specify associate or assistant compensation to be ratified by the Board of Directors.
- D. It shall be the prerogative of the President, after counseling with the Board of Directors, to ask for the resignation of Pastoral Associates or Assistants, if they are not in harmony with the ministry of the church as directed by the Senior Pastor.

**7.8.2 Appointment.**

The Board of Directors shall seek and appoint a new Senior Pastor should a vacancy arise in the pastorate. They shall seek first from among the associate or assistant pastors within the fellowship. The resignee or retiring pastor may nominate a successor and/or participate in the appointment of his successor.

**7.8.3 Compensation.**

The Senior Pastor's initial compensation shall be specified by the Board of Directors at his calling. The church shall provide adequate salary, housing allowance, health insurance, expense allowance, pension, conference fund, and continued education and other special funds as needed for the ministry. The church shall also defray the costs of sending the Senior Pastor to out-of-town conferences or conventions attended for the church, as approved by the Board of Directors.

**7.8.4 Potential Termination.**

Should a three-quarters (3/4) vote of the Board of Directors including the President, and a three quarters (3/4) vote of the congregation (voting members, nonvoting members, and those who regularly attend) concur that the Senior Pastor should terminate his

pastorship of the church, he shall then resign or be terminated. The Senior Pastor shall have the right to waive his vote in such an election.

### **7.9 Responsibilities of Officers: Vice-President.**

In the absence or disability of the President, the Vice-President shall perform all duties of the President and in 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 him by the Board of Directors or the President.

### **7.10 Responsibilities of Officers: Secretary.**

The Secretary shall attend to the following:

#### **7.10.1 Book Of Minutes.**

The Secretary shall keep or cause to be kept, at the principle executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board of Directors and committees of the Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, and the name of those present at such meetings.

#### **7.10.2 Notices, Seals, and Other Duties.**

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the bylaws to be given. He/she shall keep the seal of the corporation and affix it to papers as business requires. He/she shall have such powers and perform such other duties as may be prescribed by the Board of Directors or by the bylaws.

### **7.11 Responsibilities of Officers: Chief Financial Officer.**

The Chief Financial Officer shall attend to the following:

#### **7.11.1 Books Of Accounts.**

The Chief Financial Officer shall keep and maintain, or cause to be maintained, adequate and correct books or records of accounts of the properties and business transactions of the Corporation, 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 director at reasonable times.

**7.11.2 Deposit and Disbursement of Money and Valuables.**

The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors always to be federally insured accounts; shall disburse the funds of the Corporation with a cosigner as ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all his transactions as Chief Financial Officer and for the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

**7.11.3 Bond.**

If required by the Board of Directors, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation 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.



## Article VIII

# Indemnification of Directors, Officers, Employees, and Other Agents

### 8.1 Definitions.

For the purpose of this Article:

**Agent** means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation or another enterprise at the request of the predecessor corporation.

**Proceeding** means any threatened, pending, or completed action or proceeding whether civil, criminal, administrative, or investigative.

**Expenses** includes, without limitation, all attorney's fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorney's fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

### 8.2 Successful Defense By Agent.

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against such expenses actuary

and reasonably incurred by the agent in connection with the claim or sustains a judgment rendered against him, then the provisions of 8.3 through 8.5.1 shall be determined whether the agent is entitled to indemnification.

### **8.3 Actions Brought by Person Other than the Corporation.**

Subject to the required findings to be made pursuant to 8.5.1, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceedings.

### **8.4 Actions Brought by or on Behalf of the Corporation.**

#### **8.4.1 Claims Settled Out Of Court.**

If any agent settles or otherwise disposes of threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

#### **8.4.2 Claims and Suits Awarded Against Agent.**

This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought on by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- A. The determination of good faith conduct required by 8.5.2, must be made in the manner provided for on that section; and
- B. Upon application, the court in which action was brought must determine that, in view of all the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

## **8.5 Determination of Agent's Good Faith Conduct.**

### **8.5.1 Required Standard of Conduct - Actions Brought By Persons Other Than On Behalf of the Corporation.**

As a condition for the indemnification described in 8.3, the agent seeking reimbursement must be found in the manner provided below, that he acted in good faith and in a manner such person believed to be in the best interests of the Corporation, and in the case of criminal proceeding, had not reasonable cause to believe the conduct of such person unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or of its equivalent shall in good faith and in a manner which the person had reasonable cause to believe that the person's conduct was unlawful.

### **8.5.2 Required Standard of Conduct - Actions By or on Behalf of the Corporation.**

As a condition for the indemnification described in 8.4, the agent seeking reimbursement must be found, in the manner which such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

### **8.5.3 Manner of Determining Good Faith Conduct.**

The determination that the agent did act in a manner complying with 8.5.1 and 8.5.2 above shall be made by:

- A. The Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; and/or
- B. The court in which the proceeding is or was pending.

## **8.6 Limitations.**

No indemnification or advance shall be made under this Article, except provided elsewhere in these bylaws, in any circumstance when it appears:

- A. That the indemnification or advance would be inconsistent with a provision of the Articles or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification or that the indemnification would be inconsistent with any condition expressly imposed by the court in approving a settlement.
- B. That the indemnification would be inconsistent with any condition expressly imposed by the court in approving a settlement.

### **8.7 Advance of Expenses.**

Expenses incurred in defending any proceeding may be advanced by this corporation before final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

### **8.8 Contractual Rights of Non-Directors and Non-Officers.**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against liability under the provisions of this section.

### **8.9 Fiduciaries or Corporate Employee Benefit Plan.**

This Article does not apply to any proceeding, any trustee, investment manager, or other fiduciary of an employee benefits plan in that person may also be an agent of the Corporation as defined in 8.1. Nothing contained in this Article shall limit the right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

## **Article IX**

# **Records and Reports**

### **9.1 Maintenance of Corporate Books.**

The Articles of Incorporation, bylaws, accounting books, records, minutes of proceedings of the board of Directors and committees of the Board of Directors shall be kept at such a place or places as designated by the Board of directors or, in the absence of such designation, at the principal executive office of the Corporation. Minutes shall be kept in written, electronic, or typed form and other books and records shall be kept in written form or any other form capable of being converted into written form.

### **9.2 Inspection of Corporate Books.**

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation for a reason reasonably related to his interests as a Director. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copies and extracts of documents.

## **Article X**

# **Nonpartisan Activities**

### **10.1 Nonprofit and Nonpartisan Purposes.**

This Corporation has been formed under New York State Nonprofit Corporation Law for the religious purposes described in Article II, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or against any cause or measure being submitted to the people for vote. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

### **10.2 Independence of Local Church.**

We believe in the independence of the local church with full freedom of deliberation, decision, and department under God without restriction, supervision or denomination from any outside individual, or organization which seeks to exercise control over the local church.

### **10.3 Fellowship with Other Churches.**

This church desires the fellowship of all evangelical churches and Christian groups and will cooperate with them to promote the cause of Jesus Christ.

## **Article XI**

# **Property Rights**

### **11.1 Title to Property.**

Title to all real and personal property of the Corporation shall be in the name of the Corporation and no member or group of members shall have any individual property rights in the assets of the Corporation.

### **11.2 Disposition Upon Dissolution.**

In the event the Corporation is dissolved, the properties shall be sold and all proceeds, above liabilities, proportioned on the basis of current support shall be distributed in accordance with the certificate of incorporation of University Christian Fellowship of Syracuse.

## **Article XII**

### **Finances**

#### **12.1 Finances in General.**

All funds for the maintenance of this fellowship shall be provided by the voluntary contributions, tithes, and offerings of the members and friends of the organization. Offerings shall be accepted by the fellowship at such times and in such ways as agreed upon by the Board of Directors and should be administered by the Chief Financial Officer under their direction (Malachi 3:10, Luke 6:38, 1 Corinthians 16:1-2, 2 Corinthians 9:6-8).

#### **12.2 Handling of Offerings.**

All offerings shall be counted by at best two authorized persons. A record shall be kept of all receipts and disbursements of the local church and of all individual giving. All funds shall be deposited in federally insured accounts.

#### **12.3 Remuneration.**

The pastor shall be remunerated for his services by a salary or by other means agreed upon by the Board of Directors and himself. The Board shall review the pastor's remuneration at least annually. In the event a pastor is removed from office by a vote of the membership as prescribed in 7.8.4, he shall be given three months regular or average remuneration as severance pay.



## **Article XIII**

# **Rites of Ordination and Licensing**

### **13.1 Principle of Ordination.**

University Christian Fellowship of Syracuse, Inc. recognizes that only our Sovereign Holy God can truly call and ordain his children for service in the ministry of the Gospel of Jesus Christ. The calling of a minister is not the result of a title, rather the title is a result of His calling. This calling being recognized as from the true and living God. It is a person's privilege and, specifically, the privilege of the overseers of the true Church of Jesus Christ to ratify the ordination of God when such is obviously placed upon a man's life. The purpose of this bylaw is to provide for the ordination rites of ministers of the Gospel by University Christian Fellowship of Syracuse, Inc.

### **13.2 Qualifications.**

The qualifications for ordination are as follows:

- A. A candidate for ordination must be a "born again" believer in Jesus Christ, as described by our Lord Jesus Christ in the third chapter of the Gospel of John.
- B. A candidate must believe and accept the stated tenets of faith, values, priorities, and practices of University Christian Fellowship of Syracuse, Inc.
- C. A candidate must meet the scriptural requirements for the office of bishop, as described in 1 Timothy 3:1-7 and Titus 1:6-9.
- D. A candidate must believe, and render evidence of his belief, that the Holy Bible is the complete and divinely inspired Word of God and that God has not added, deleted, or altered this work with subsequent writings and revelations.
- E. A candidate must believe in the purposes, objectives, and vision of this body and its concepts concerning the work of the Holy Spirit.

- F. A candidate should have evidenced the obvious calling of God upon his life in terms of ministerial experience and report.

### **13.3 Procedure for Ordination.**

The procedure for ordination shall be as follows:

- A. Each person fulfilling the above qualifications, upon their proper presentation to the Board of Directors of this body, will receive full consideration for ordination into the ministry of the Gospel of Jesus Christ by University Christian Fellowship of Syracuse, Inc.
- B. The Board may make exceptions to these qualifying standards, wherein the unanimous opinion of the Board and under strong compelling conviction of the Holy Spirit, such exception is according to the will of God and consistent with His Word.
- C. Upon unanimous approval of the Board of Directors, the candidate will be ordained as a minister of the Gospel with the right to perform ministerial functions in accordance with the laws of the land and the ordinances of God's Holy Word with all prerogatives of such calling and office.
- D. All candidates approved or otherwise, will be notified of the Board's decision in writing, within one week of the final Board action. A sample of the Certificate of Ordination to be issued to each approved candidate is annexed as an exhibit to these bylaws and may be revised from time to time as the Board sees fit.

### **13.4 Revocation of Ordination.**

Ordination is a privilege extended to the candidate and can be revoked at any time for cause according to the following provisions:

- A. The matter giving rise to revocation shall be sent to the candidate in writing thirty (30) days prior to the vote for revocation by the Board of Directors after a majority of the Board has voted to send such a notice of revocation.
- B. The candidate shall submit a defense to the charges either in writing or orally before the Board of Directors.
- C. Following the defense or within thirty (30) days from notification, the Board shall vote on the revocation of ordination. The revocation shall be made by a majority vote of the Board of Directors.
- D. The outcome of the vote on revocation shall be communicated to the candidate in writing within seven (7) days of the vote on revocation.

### **13.5 Principle of Licensing.**

UCF of Syracuse, Inc. may license an individual for service in the ministry of the Gospel of Jesus Christ which gives that individual all the rights of the ordained minister with the following exceptions:

- A. The rights and powers granted the licensed minister do not go beyond the local body he/she serves.
- B. The license may be granted for one year intervals and may be renewed by the Board of directors of UCF of Syracuse, Inc. upon receipt of the written request of the candidate for a letter of good standing to verify continued licensure granted by the local body. Failure to request verification shall render the license void until reestablished in writing by this corporation. Written verification of continued licensers shall be returned to the candidate within ten (10) days of request.

### **13.6 Revocation of License.**

Licensing is a privilege extended to the candidate and can be revoked at any time for cause according to the provisions of 13.4 Invocation of Ordination. These provisions shall also apply to licensed ministers.

## **Article XIV**

### **Auxiliaries**

#### **14.1 Auxiliaries Defined.**

Any organization, group, club whose membership is for a church activity, shall be considered an auxiliary of the church and shall be subject to the bylaws of the church. An auxiliary organization shall exist only in cooperation with the Board of Directors.

## **Article XV**

# **Annual Accounting Period**

### **15.1 Accounting Period Defined.**

The annual accounting period for this Corporation shall begin on the first day of January and shall end on the last day of December.

## **Article XVI**

# **Arbitration of Disputes**

### **16.1 Arbitration Defined.**

Inasmuch as the Scriptures require Christians to take their disputes to the saints and not to the civil courts (1 Corinthians 6:1-8), all disputes which may arise (1) between any member of this church and the church itself, or (2) between any member of this church and any pastor, officer, director, employee, volunteer, or other worker of this church, shall be resolved by binding arbitration if efforts to mediate or conciliate the dispute have failed.

### **16.2 Arbitration Procedure.**

The following procedure shall govern the arbitration of disputes:

- A. Either party to the dispute may initiate the arbitration process by filing with the other party a written request for arbitration within a reasonable time after the dispute has arisen and efforts to mediate or conciliate have failed. In such a case, the member and the church shall each name an arbitrator, and the two so selected shall name a third. All arbitrators must be born again, Spirit filled believers who are members of an University Christian Fellowship of Syracuse or other reputable body. The third arbitrator chosen by the other two shall disclose, before accepting the appointment, any financial professional, family, or social relationships which are likely to affect the impartiality or which might reasonably create the appearance of partiality or bias. Either of the parties to the arbitration, on the basis of such disclosures, may disqualify such a candidate from serving as the third arbitrator. A third arbitrator who serves without objection from either Party has a continuing duty to disclose relationships or interests which may impair his impartiality. Either party, regardless of the stage of the arbitration process, may on the basis of such disclosures disqualify such a person from further participation. The arbitration process shall not proceed until the third arbitrator is selected.

- B. The arbitrators shall appoint the time and place for the hearing and cause notification to the parties to be served personally or by registered mail not less than thirty days before the hearing, appearance at the hearing waives such notice. The arbitrators may adjourn the hearing from time to time as necessary and, on request of a party and for a good cause, or upon their own motion, may postpone the hearing to a later date. The arbitrators may hear and determine the controversy upon the evidence produced notwithstanding the failure of a party duly notified to appear. The parties are entitled to be heard, to present evidence material to the controversy, and to cross-examine witnesses appearing at the hearing. The hearing shall be conducted by the arbitrators, but a majority of them may determine any question and render a final award. If during the course of the hearing, for any reason an arbitrator ceases to act, he shall be replaced in the same manner in which he was originally selected. The arbitrators may in their absolute discretion admit as evidence any affidavit or declaration concerning the matters in the dispute, a copy thereof having been given at least five days previously to the party against whom the same is offered, but the person whose evidence is so taken shall be subject to cross examination by such party. The arbitrators shall have the power to order and direct what they shall deem necessary to be done in either of the parties relating to the matters in dispute. Cost of the arbitration shall be assessed in the discretion of the arbitrators, who may award by and whom they shall be paid. Any submission of a dispute to arbitration shall not be revoked by the death of any party to the dispute, any award will be binding such person's heirs and successors.
- C. The decision of the arbitrators shall be binding on both parties, and both parties submit themselves to the personal jurisdiction of the civil courts in this state (including federal courts), as well as the courts of any other state which may have jurisdiction over any dispute contemplated by this Article, for the entry of a judgment confirming the arbitrators' award.
- D. The arbitration process is not a substitute for any disciplinary process set forth in the bylaws of the church, and shall in no way affect the authority of the church to investigate reports of misconduct, conduct hearings, or administer discipline.
- E. Any matter not provided for herein shall be governed by the Uniform Arbitration Act.
- F. If a dispute may result in an award of monetary damages, then use of this arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the church, and the insurer's agreement to honor any arbitration award up to any applicable policy limits.

## **Article XVII**

### **Miscellaneous**

#### **17.1 Execution of Documents.**

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

#### **17.2 Ecclesiastical Matters vs. Business Matters.**

In ecclesiastical matters relating to the spiritual health of the church, matters of doctrine and interpretation, matters of spiritual ordinances for the church, direction of ministry, leading and discernment for initiating or terminating spiritual activities, and any other matter reasonably connected to the spiritual leadership, shall be sole prerogative of the Pastor and shall not be subject to the collective decision of the Board of Directors. The Board of Directors shall specifically be concerned with matters of finance and facilities and the business matters in the church that directly relate to the public trust of the corporate assets.

#### **17.3 Identification and Consent of Members.**

It is the policy of this church under these bylaws that any church member who is so identified by the Board as a regular attender and/or giver whether not officially on the membership roll, shall be subject to the Pastor and Board of Directors, and consents to be bound by all provisions of these bylaws and policies as set by the pastoral staff or Board of Directors.



## **Article XVIII**

# **Construction and Definition**

### **18.1 Construction and Definitions.**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the New York Nonprofit Religious Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporate and a natural person.

## **Article XIX**

# **Amendments**

### **19.1 Amendments to the Bylaws.**

Articles III, XI, and XIX may be amended only by the Formative vote of one-hundred percent (100%) of the Board of Directors present at any annual or special business meeting called for the exclusive purpose of amending these bylaws. The Board of Directors may amend or repeal any other part of the Constitution, Bylaws, or Articles of Incorporation upon a majority vote to do so.

# **CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the presently elected and acting secretary of UNIVERSITY CHRISTIAN FELLOWSHIP OF SYRACUSE INC., a nonprofit corporation, and the above Bylaws consisting of fifty-one (51) pages plus the exhibit annexed hereto, are the Bylaws of this Corporation.

In witness whereof, I have executed this Certificate as of this day of

Secretary .