

**The Roots Community Church**  
A Washington Non-profit Religious Organization  
7945 Steilacoom Rd SE, Olympia, WA 98503  
Church Bylaws  
Adopted Effective: November 2010  
Amended: January 2026

**PREAMBLE**

The Roots Community Church is a body of believers in Jesus Christ, organized for the purpose of leading and teaching people how to make every aspect of their life all about Jesus. We love God, we love people, we reach the lost, and we make disciples. As a local body, we deem it vital to have a defined framework so that all may be done decently and in good order. We resolve, as members of this body, that we shall govern ourselves according to these bylaws.

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## **ARTICLE 1: NAME**

These bylaws govern the affairs of The Roots Community Church, a religious, non-profit corporation located in Washington State.

## **ARTICLE 2: PRINCIPAL OFFICE**

The principal office for business transactions of The Roots Community Church is 819 Olympia Avenue NE, Olympia, WA 98506. This office is located in Thurston County.

The Full Council of Elders shall have full power and authority to change the principal office from one location to another. The Roots Community Church secretary shall record any change in location of the principal office.

## **ARTICLE 3: MISSION STATEMENT**

It's all about Jesus. We love God, we love people, we reach the lost, and we make disciples.

## **ARTICLE 4: NONPROFIT STATUS**

The Roots Community Church is a nonprofit corporation under the laws of the state of Washington and is organized under the Washington Business Organization Code. Federal tax exemption is granted under Internal Revenue Code 501(c)(3).

## **ARTICLE 5: AFFILIATION**

Believing in the independence of the local church as a fully autonomous body of believers, we have the right, under the leadership of the Holy Spirit and the direction of the Full Council of Elder (FCE), to govern our affairs independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches and Christian organizations, the FCE has the right to affiliate the church with various missions, training, education, and networking associations as deemed appropriate for the good of the people of this church and the fulfillment of our mission and purpose.

## **ARTICLE 6: MEETINGS**

### **6.1 Public Worship**

Meetings for public worship shall be held at such times and places as may be provided under the direction of the Full Council of Elders.

### **6.2 Church Business Meetings**

The Full Council of Elders shall have the authority to call a Roots Community Church business meeting or special meetings as needed.

## **ARTICLE 7: ARTICLES OF FAITH**

### **7.1 Statement of Biblical Authority**

At the center of Christian faith and practice stands the belief that God has spoken to the world in the person and work of Jesus Christ, which is accurately and authoritatively revealed in the Christian Bible (“the Bible,” “Scripture” or “the Scriptures”). The Bible is the inspired, inerrant and sufficient Word of God and is thus the ultimate authority for life, faith and morals. Though the various theological statements of the Church reflect succinct summaries of biblical boundaries, it is the Bible itself to which we are in ultimate submission.

Members have the responsibility and opportunity to engage the Elders and Church Staff on areas of theological disagreement. However, membership carries with it the implicit understanding that the Full Council of Elders shall function as the interpretive authority on biblical meaning and application for the purpose of church doctrine, practice, policy and discipline.

### **7.2 Statement of Faith**

The following Statement of Faith represents the core orthodox beliefs of the Church from a biblical and historical perspective. While Church Members are not required to fully understand or articulate all aspects of the Statement of Faith, the explicit rejection of any part of it disqualifies one from membership in The Roots Community Church. Revisions to the Statement of Faith in order to more clearly align to Scripture shall be at the sole discretion of the Full Council of Elders, with the understanding that such changes will be communicated to the Members of the Church.

## **THE GOSPEL**

God created everything and He made everything good. He created mankind in His image and set the perfect standard for man to live by. Failing to live according to God’s perfect standard is called sin. The Bible tells us that all mankind has sinned and fall short of the glory of God. That our natural condition is to be in rebellion against God. The consequence of this sin is death and the eternal wrath of God. That through our sin we are storing up wrath against ourselves for the day that God’s righteous judgment is revealed. This is the reality for every human being, and there is nothing we can do in our own power to change it. That is the bad news, but now for the Good News! God made a way for us to be made right with Him, to be forgiven of all our sin, made righteous, and a new creature. This is Salvation or to be “Saved”. We are saved from the wrath of God that we deserve because of our sin. God sent Jesus to pay the price for our sin and die in our place, but it doesn’t stop there. God raised Jesus from the dead showing that He has power over sin and death and He now sits on the throne in Heaven! The way that we as sinful humans get access to this amazing forgiveness is by repenting of our sin and believing in Jesus. It is by grace alone (meaning you can’t do anything to earn it), through faith alone (meaning total belief and surrendering to Jesus), in Christ alone (meaning no one and nothing else has the power to save). God not only removes our sin, but makes us brand new in

Christ—He gives us a new heart, a new mind, new motives, and new desires to please our Lord Jesus. As a true Christian, we now want to, and strive to, live in obedience to God and become more like Jesus. This is what it means to be saved. This is the Gospel of Jesus! (Romans 3:23; 6:23; 2:5; 1 John 1:9; 2 Corinthians 5:17; Ephesians 2:8-9)

## **THE BIBLE**

We believe the Holy Scriptures of the Old and New Testaments to be the verbally inspired word of God, the final authority for faith and life, inerrant, infallible, and God-breathed (2 Timothy 3:16-17; 2 Peter 1:20-21; Matthew 5:18; John 16:12-13).

## **GOD**

We believe in one Triune God, eternally existing in three persons—Father, Son, and Holy Spirit, co-equal in power and glory, having the same attributes and perfections (Deuteronomy 6:4; 2 Corinthians 13:14).

## **GOD THE FATHER**

We believe God the Father is the first Person of the Trinity and He orders and disposes all things according to His own purpose and will (1 Corinthians 8:6, Ephesians 1:11; 4:6). He is sovereign in creation, providence, and redemption (Romans 11:36). As Christians we are not only servants to a loving Master, but also sons and daughters of a loving Father who loves us (John 3:16), gives us life (John 3:3), rewards us (Hebrews 11:6), gives us good gifts, (James 1:17) and who speaks to us through His Word (John 17:17, Ephesians 1:13, Colossians 1:5, 1 Thessalonians 2:13). We as believers follow the example of Jesus and submit ourselves to the will of God the Father in all things (Matthew 26:39).

## **GOD THE SON**

We believe that Jesus Christ, the eternal Son of God, became man without ceasing to be God, having been conceived by the Holy Spirit and born of the Virgin Mary as the Messiah in order that He might reveal God and redeem sinful man (John 1:1–2;14; Luke 1:35). We believe that Jesus accomplished our redemption through His death on the cross as a substitutionary sacrifice, and that our justification is made sure by His literal physical resurrection from the dead (Romans 3:24; 1 Peter 2:24; Ephesians 1:7; 1 Peter 1:3–5). We believe that Jesus ascended into Heaven and is now exalted at the right hand of God as our High Priest (Acts 1:9–10; Hebrews 7:25; Hebrews 9:24; Romans 8:34; 1 John 2:1–2). We believe Jesus is coming again to judge the living and the dead (1 Peter 4:5; Romans 14:9; 2 Timothy 4:1).

## **GOD THE HOLY SPIRIT**

We believe that the Holy Spirit is the third member of the Trinity, who convicts the world of sin, of righteousness, and of judgment. He empowers believers today by indwelling and sealing them as a deposit guaranteeing their inheritance until the redemption of those who are God's possession. (John 16:8–11; 2 Corinthians 3:6; 1 Corinthians 12:12–14; Romans 8:9; Ephesians 1:13-14; 5:18).

## **MANKIND**

We believe that mankind was created in the image and likeness of God. Genesis 1:27 tells us that God has created each person as a man or a woman. Men and women are made distinctly different, but equal in value, dignity, and worth. God assigns each person as a man or woman at conception, where we see human life begin (Psalm 139:13-14). In marriage, God brings one man and one woman together to complement each other in a one-flesh union (Genesis 2:24). The covenant of marriage establishes the only God-ordained pattern of sexual relations for men and women. Although mankind was made in the image and likeness of God, through Adam's sin, mankind fell, inherited a sinful nature, and became alienated from God. Man is sinful and unable to remedy his lost condition apart from accepting the work of Jesus on the cross. (Genesis 1:26-27; Romans 3:22-23; 5:12; Ephesians 2:1-3;12).

## **SALVATION**

We believe that salvation is the gift and sovereign work of God from beginning to end. That God predestines, elects, calls, justifies, and glorifies according to His own purpose and plan, for His own glory. We believe that this grace is given to everyone who repents and puts faith in Jesus who is the sufficient sacrifice for our sins and promises to give eternal life to all who believe in Him. We believe that God finishes the good work in us that He starts. We affirm both Biblical truths; God is sovereign in salvation and man is fully responsible for his actions. (Ephesians 2:8-10; Romans 8:28-30; Ephesians 1:11-12; Romans 10:9-10; Acts 3:19; Hebrews 10:11-14; John 6:40; Philippians 1:6; Philippians 2:12-13).

## **THE CHURCH**

We believe that the church is the body and bride of Christ made up of people who have been born again. (Ephesians 1:22-23; 5:25-27; 1 Corinthians 12:12-14; 2 Corinthians 11:2). We believe that the establishment and continuance of local churches is clearly taught and defined in the New Testament Scriptures (Acts 14:27; 18:22; 20:17; 1 Timothy 3:1-3; Titus 1:5-11). As part of God's good created order, men and women are to have different yet complementary roles and responsibilities in the home and church. As it relates to the church, we believe that men and women are both expected to lead and the office of elder is reserved for qualified men (1 Timothy 3:1-7, Titus 1:5-9). We believe in the autonomy of the local churches led by Christ (Acts 13:1-4; 15:19-31; 20:28; Romans 16:1,4; 1 Corinthians 3:9, 16; 1 Corinthians 5:4-7, 13; 1 Peter 5:1-4). We recognize believers' baptism and communion as scriptural means of testimony for the church (Matthew 28:19-20; Acts 2:41-42; Acts 18:8; 1 Corinthians 11:23-26).

## **ARTICLE 8: MEMBERSHIP**

### **Overview**

The church is the gathering of the body of Christ, made up of Christians, all under the headship of Jesus, for the purpose of worshipping and serving God. Scripture tells us, "so we, though many, are one body in Christ, and individually members one of another." (Romans 12:5). That means that we all belong to one another. As such, there are requirements that must be met in order to be a member of The Roots Community Church. Once these requirements are met,

anyone is free to sign a membership covenant. The final step before membership is confirmed, is an affirmation of acceptance by current members.

## **Membership Covenant**

### **Requirements for Membership (I affirm that...)**

- I am Saved, having repented, and believed in Jesus (Confessed with my mouth and believed in my heart).
- I have been Baptized (Made a public profession of faith through baptism).
- I am submitted to Scripture (as the final authority for faith and life).
- I am in agreement with The Roots Community Church Statement of Faith (Close-handed Biblical issues).
- I am not a member of another church (Belonging to only one local expression of the big "C" church).

### **Membership Covenant (I covenant to...)**

- **All about Jesus** (I covenant to make my life All About Jesus)
  - Live all my life for the glory of the Lord (everything I do is for Him).
- **Love God** (I covenant to love God with all my heart, soul, mind, and strength)
  - Attend (Faithful and consistent attendance to church gatherings, events, and functions).
  - Pray (Spend time daily with the Lord, pray for the church, leadership, and the world).
  - Study Bible (Read, study, and apply God's word to my life daily).
- **Love People** (I covenant to love my neighbor as myself)
  - Serve (Serving inside and outside the church).
  - Give (Generously and cheerfully give financially to support the church and those in need).
- **Reach the Lost** (I covenant to reach the lost with the message of the Gospel)
  - Evangelize (Preach the Gospel to everyone, everywhere I go).
- **Make Disciples** (I covenant to teach people to obey all that Jesus has commanded)
  - Fellowship (by growing deep relationships with my brothers & sisters in Christ).
  - Disciple and be Discipled (help other Christians grow in their faith, and let others help me grow in mine).
  - Participate in the Baptisms (by celebrating new life through baptisms).
  - Participate in Communion (by remembering new life through communion).

### **Ending Church Membership (I commit to...)**

- Annual Membership Renewal (Reconsider membership commitment annually).
- Communicate with the elders if you can no longer commit (Seek clarity and peace with the elders).
- Communicate if leaving (Gracefully transition from the Roots and quickly connect to another church).

### **Elder's Commitment to Church Members** (As faithful church leaders, we covenant to...)

- Teach (Faithfully teach sound doctrine from God's word and how we can apply it to our lives. Protect the church from false teaching).
- Lead (Lead church members in how to make their lives all about Jesus and humbly rebuke as necessary).
- Equip (Equip the saints for works of service and a life fully submitted to Christ).

### **Membership Process**

Anyone who meets the above qualifications is eligible to sign a membership covenant. Once the covenant is signed by the individual and an elder, the individual will then be affirmed at the next members' meeting. Once that has happened, the membership process is complete and the individual is an official member of The Roots Community Church.

### **Membership Responsibilities**

Participate in the life of the body as per the membership covenant.

### **Membership Renewal and Removal**

Membership is reviewed and renewed on an annual basis. Members can be removed through (a) failure to renew their membership, (b) voluntary resignation of membership by one in good standing, (c) death, or (d) a decision by the Full Council of Elders and affirmed by the church members as a result of the Biblical disciplinary process. Members are prohibited from voluntarily resigning their membership while subject to the formal disciplinary process.

### **Restoration of Cancelled Members**

All discipline is intended to be restorative after its purpose is accomplished. Restoration to membership shall occur only after confession, repentance, and reconciliation is witnessed as determined by the Full Council of Elders.

### **Membership Governance**

Member Meetings: This church will have a minimum of one member meeting each year. The purpose of this meeting will be established by the Full Council of Elders and may include but is not limited to the following:

- Affirming elder candidates as elders.
- Reaffirming elders for continued terms.
- Affirming the annual operating budget.
- Affirming new church members.
- Affirming church discipline.
- Voting for approval on substantial financial decisions (i.e. buying a building, hiring new full-time staff, assuming loans, etc...)

*Notice:* Notice will be given in the church announcements at least two weeks ahead of the meeting and may also be given electronically.

*Affirmations and voting:* As a church governed and led by the Full Council of Elders, membership in this church does not entitle the member to a vote at member meetings. However, from time to time and as fits the occasion, the Full Council of Elders may submit to the Covenant Members of The Roots Community Church certain items for affirmation or response (e.g., voting on substantial financial decisions). Though the affirmation is not a vote, it nonetheless is a means of showing that our membership is unified with and in support of the direction and decisions of the Full Council of Elders. The Full Council of Elders welcomes feedback and input regarding all items submitted for affirmation of church members.

*Restrictions:* Membership is an ecclesiastical concept and members of this church are not statutory members under the Washington Nonprofit Corporation Act. Those admitted to the church membership do not constitute a legislative body, nor can they vote on or pass resolutions binding upon the church as a corporation.

## **ARTICLE 9: GOVERNANCE, LEADERSHIP, AND ORGANIZATION**

### **Jesus is the Chief Shepherd**

Jesus Christ, God's Son, is the sole Head of The Roots Community Church and we submit ourselves to him (Ephesians 1:22, 23; Matthew 23: 8-11; 1 Peter 5:4). He communicates His will for the church through His Word and gives guidance through the Holy Spirit. He also shepherds the flock by gifting the church with godly leaders who are commissioned under His leadership with the task of equipping the flock (Ephesians 4:7-16).

### **Officers of the Church**

The Bible specifies only two offices in the church: Pastor (also known as elder, overseer, or bishop) and deacon (also recognized as Ministry Leader). Each is referred to as being a plurality in a local body of believers.

### **Elders (Vocational and Volunteer)**

The Roots Community Church will strive to have a plurality of elders (the Full Council of Elders) who love and lead the church through biblical wisdom, vision, and theology. In the Full Council of Elders (FCE), there will be equal authority among the elders but different roles and responsibilities based on individual gifting.

The FCE will be comprised of vocational elders and volunteer elders. Vocational elders are ordained elders of the church who, in response to God's call, have devoted their vocational lives to the service of Jesus' church. Vocational elders will receive reasonable compensation for fulfilling their vocational responsibilities as employees of the church. Volunteer elders are ordained elders who, in response to God's call, serve Jesus' church in a volunteer capacity without receiving compensation or salaries for their service.

## **Qualifications of an Elder**

Elders must be men who are above reproach in relation to the qualities of character and competency given in 1 Timothy 3:1-7, Titus 1:6-9, and 1 Peter 5:1-4 and are an example to the flock of God.

- Husband of one wife (1 Timothy 3:2; Titus 1:6)
- Sober-minded (1 Timothy 3:2)
- Self-controlled (1 Timothy 3:2; Titus 1:8)
- Respectable (1 Timothy 3:2)
- Hospitable (1 Timothy 3:2; Titus 1:8)
- Able to teach & defend sound doctrine (1 Timothy 3:2; Titus 1:9)
- Hold firm to the trustworthy word as taught (Titus 1:9)
- Not a drunkard (1 Timothy 3:3)
- Not quarrelsome (1 Timothy 3:3)
- Not-quick tempered (Titus 1:7)
- Not violent (1 Timothy 3:3; Titus 1:7)
- Not domineering (1 Peter 5:3)
- Gentle (1 Timothy 3:3)
- Not a lover of money or greedy for gain (1 Timothy 3:3, Titus 1:7; 1 Peter 5:2)
- Managing his own children and household well (1 Timothy 3:4; Titus 1:6)
- Well thought of by outsiders (1 Timothy 3:7)
- A lover of good (Titus 1:8)
- Upright (Titus 1:8)
- Not arrogant (1 Timothy 3:6; Titus 1:7)
- Not a recent convert (1 Timothy 3:6)
- Holy and disciplined (Titus 1:8)

## **Duties and Responsibilities**

The duties of the elders will be, in general, to equip the saints for the work of ministry, so that the whole flock may be built up toward Christ-likeness and unity (Ephesians 4:11-16).

Further responsibilities of the FCE will include but are not limited to the following:

- Fulfilling the role of elder as outlined in The Roots Community Church membership covenant.
- Appointing officers to the Board of Directors (majority vote).
- Approving changes to the church bylaws (majority vote).
- Approving changes to the church doctrinal statement (Unanimous vote).
- Canceling membership in cases of church discipline (majority vote).
- Approving men to become elder candidates (Unanimous vote).
- Training, equipping, and testing elder candidates.
- Approving elder candidates to be presented to the body for affirmation as new elders (Unanimous vote).
- Reviewing and affirming existing elders after each term (majority vote).
- Overseeing discipline of elders, deacons, and members.

- Providing frequent and clear communication to the body about the finances, health, and direction of the church.

### **Identification and Preparation**

A man who demonstrates the qualifications and aspires to the office of an elder may be considered for entrance into the the eldership process by one of the following ways:

- Being recommended to the elders by one or more Covenant Members of the church
- Being recommended by one of the elders
- Personally sharing their aspirations towards eldership with a current elder

After a recommendation to the elders, the FCE will determine through prayer and the guidance of the Holy Spirit if it is appropriate for a man to pursue eldership and enter into the elder candidate training process. The FCE will vote to approve the potential elder candidate. After approval, the man will become an elder candidate and enter a training, equipping, and qualifying process as determined by the FCE.

### **Affirmation, Election, and Installation**

After a candidate completes the eldership process, the Full Council of Elders (FCE) will vote again to affirm him as an elder and confirm that he is ready to be presented to the body.

After he is affirmed by the elders, it will be communicated to the members at least two weeks prior to the Members Meeting where his final affirmation will take place, that he has been approved and accepted by the Full Council of Elders. Covenant Members will have two weeks to bring written concerns about the candidate to the FCE. Concerns cannot be anonymous and must be expressed in writing. The FCE will investigate concerns and determine if there is reason to withhold the candidate from being affirmed by the members of the church.

After the minimum two-week period for input from the body, if there is no disqualification or reason presented to halt the process, the candidate will be installed during the members meeting. He will be ordained by the laying on of hands and prayer by the other elders.

### **Licensing and Ordination of Elders**

Vocational and volunteer elders have the right to minister the word of God for Jesus' church through officiating weddings, funerals, and other events as deemed necessary by the FCE. In the event a man is released from eldership, his ordination shall be revoked.

### **Elder Accountability**

Each elder will maintain a trusting and committed brotherhood among the FCE and will remain open to biblical correction, rebuke, and admonishment among each other. It is also a responsibility of Covenant Members to hold the elders accountable to the qualifications found in scripture and follow the guidelines set in scripture when bringing a charge against an elder.

## **Eldership Term**

We believe eldership is not necessarily a lifetime calling and should be regularly reevaluated by each man himself and by the FCE to determine what is best for the individual, the FCE, and the church. Each elder term will be a four-year term. Elders can serve consecutive terms, but must be affirmed by both the FCE and Covenant Members.

An elder may be voluntarily or involuntarily released from the office for these reasons:

1. Season of life (new life stage, career, ongoing illness, or tragedy in family, etc.).
2. Sharp disagreement on doctrine or philosophy of ministry (similar to Paul and Barnabas parting ways in Acts 15).
3. Disqualifying sin (failure to meet qualifications of an elder in Scripture).

## **Formal Charges Against an Elder**

If a member or fellow elder has witnessed an offense committed by an elder and wants to press formal charges against him, the following process will be used. (This process assumes that reconciliation attempts have been made using the principles given in Matthew 18:15-16.)

1. The offended party presents the offense to the FCE in writing (1 Timothy 5:19).
2. The FCE (minus the elder in question) will review the charge(s) to determine the severity and nature of the offense (e.g., doctrinal issue, personal issue, sin issue). If the issue is limited to a personal conflict or misunderstanding, the FCE will facilitate discussions and seek reconciliation.
3. If the charges are determined by the FCE to be substantive, the FCE will be responsible to investigate. The elder in question will be put on leave (paid leave if staff) until the investigation is complete. The investigation will involve separate interviews with the offender, the offended, and all identified witnesses. Each party will be encouraged to have an advocate present with them in the interview. If, at this point the elder in question admits to persistent or disqualifying sin, the FCE will determine next steps.
4. The FCE will review the investigation with the elder in question. The charged elder will be given an opportunity to agree or disagree with the findings.
5. If agreement about the grievance between the FCE and the charged elder is reached, the FCE will institute a plan for correction and restoration or removal based on disqualification.
6. If the charged elder does not agree that there is an issue, is unrepentant, or does not want to submit to the rest of the FCE in the matter, the FCE may, but need not, bring in a third-party to aid in counseling or a reconciliation process.
7. The FCE will vote on whether to remove the elder from office. A two-thirds or greater vote (with the elder in question abstaining) will result in removal from office and further discipline if necessary. If an elder persists in sin, the FCE may rebuke him publicly per 1 Timothy 5:20.

## **Meetings and Voting**

The Full Council of Elders shall meet regularly and as often as necessary to faithfully perform their duties as elders. Meetings may be called by any two elders provided electronic notice is

given to all elders at least 24 hours in advance. Quorum will be two thirds of the elders. Decisions that require a vote from the elders will be approved by a simple majority unless the bylaws require otherwise, and in all cases, giving due heed and respect to the voice and concerns of the minority and those absent.

Elders may participate remotely via available technologies in a meeting.

### **Deacons or Ministry Leaders (Vocational and Volunteer)**

The Roots Community Church will have qualified men and women serve within the church as Ministry Leaders or deacons; a word that literally translates as “servants”. In Acts 6, as the burden of ministry grew in the early church, the elders established deacons to assist them by taking on large aspects of leadership within the body so that the elders could focus on the ministry of the word and prayer. Under the oversight of the elders, deacons minister with delegated authority as an extension of the love and care of the elders.

Deacons who are paid staff will be considered vocational deacons and deacons who are not paid staff will be considered volunteer deacons.

### **Qualifications of a Deacon**

Deacons must be men or women who are above reproach in relation to the qualities of character and competency given in 1 Timothy 3:8-12 and Acts 6:3. To discern the character and gifting of a potential deacon requires relationship in context of ministry. For someone to be considered as a potential deacon, they must first be serving as a faithful member of the church.

- Dignified (1 Tim. 3:8)
- Not double-tongued (1 Timothy 3:8)
- Not addicted to wine or drugs (1 Timothy 3:8)
- Not greedy (1 Timothy 3:8)
- Hold the mystery of the faith with a clear conscience (1 Timothy 3:9)
- Tested and blameless (1 Timothy 3:9)
- For female deacons (1 Timothy 3:11)
  - dignified
  - not slanderers
  - sober-minded
  - faithful in all things
- For male deacons (1 Timothy 3:12)
  - husband of one wife
  - managing their children and their own households well
- Good reputation (Acts 6:3)
- Full of the Spirit and of wisdom (Acts 6:3)

### **Duties and Responsibilities**

Each deacon will have a specific role within the ministry as determined by the elders.

### **Appointment and Removal**

Prospective deacons may recommend themselves or be recommended by an elder, deacon or church member. All deacon recommendations will be directed to the Full Council of Elders for consideration. After a recommendation for deacon is accepted by the Full Council of Elders (FCE), the potential deacon will enter a process for training and approval as a deacon as determined by the FCE. Deacons will be approved by the FCE and after approval may occupy the spiritual office of deacon indefinitely or for a limited season, depending on the nature of the person's role and the guidance of the elders. Vocational deacons may be terminated as employees by their supervisor with approval of the FCE.

### **Board of Directors**

To comply with requirements from the state and lending institutions, a Board of Directors (BOD) will be appointed by the Full Council of Elders of The Roots Community Church. The BOD will consist of vocational and volunteer elders from the FCE. The BOD will have a minimum of three members (president, treasurer, and secretary, as required by law), all holding equal authority and voting power with all other elders. The FCE may also appoint a vice president. The BOD will be responsible for financial and legal oversight of the church.

### **Election**

Board members will be appointed by the FCE. The loss of a board member because of death, resignation, or removal shall be deemed a vacancy that must be filled by the FCE at its earliest convenience, specifically if this loss results in the BOD consisting of less than three members.

### **Removal**

*Removal:* Any discipline that results in removal from eldership will automatically result in removal from the BOD.

### **Terms for BOD Members**

Members of the BOD will serve a one-year term. BOD members may serve multiple terms as determined by the Full Council of Elders.

### **Officers of the Board**

*President:* The President shall perform such duties as are incumbent upon such officer, including making certain that all orders and resolutions of the Full Council of Elders (FCE) and Board of Directors (BOD) are carried into effect. He shall have general supervision and direction of the activities and officers of the Corporation. He shall set the agenda for meetings and preside at all meetings when he is available, which are to be conducted according to scriptural principles such as set forth in Philippians 2:2-8. He shall also have such powers and duties as may be prescribed by the FCE or the bylaws.

*Vice President:* Vice President shall, in the absence of the President, or in the event of the President's inability or refusal to act, perform the duties and exercises of the powers of the President and shall perform other duties as needed in the absence of the President.

*Secretary:* The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of the BOD and all votes taken at such meetings. He shall have charge of the official records of the church, and he shall perform such other duties as are incident to the office of Secretary and as may be assigned by the BOD or President. Likewise, the Secretary shall keep, or cause to be kept, at the principal office in the State of Washington the original and a copy of the Corporation's articles and bylaws, as amended to date.

*Treasurer:* The Treasurer shall serve as the overseer of the financial operations of the Church. Paid church staff members shall be accountable to the Treasurer for management of the financial aspects of the church. The Treasurer shall perform such other duties and have other responsibilities as may be assigned to him from time to time by the BOD.

### **Resignation, Removal, and Vacancies**

Any officer of the BOD may be removed from office by a two-thirds majority vote of the FCE even if not subject to discipline as a member, elder, or deacon. An officer may resign. Any vacancies will be filled by the FCE as necessary.

## **ARTICLE 10: PROPERTY AND FINANCES**

### **Purchase, Sale, or Encumbrance of Property**

All purchases, acquisitions, mortgage, pledge, or disposition of real property shall require a majority affirmative vote by the Full Council of Elders (FCE).

### **Contributions**

It is understood that membership in this church involves financial obligations to support the church and its causes with regular and proportionate giving. Each member shall be encouraged in scriptural generosity and giving. The identity of individual givers will not be made public.

Special offerings may be sought by the church, or by any of its organizations, with the approval of the FCE. This shall not preclude individuals from making special offerings or designated gifts at any time as the Spirit of God may move them, provided, however, the church will not accept any restricted gift unless the restriction is approved by the FCE. The FCE will establish a gift acceptance policy prior to the church accepting any non-cash gifts other than publicly traded securities or small tangible items of nominal value.

### **Financial Management**

The management and operational expenses of this church shall be provided for by the offerings and gifts of the members and friends of this church and administered under the Full Council of Elders (FCE).

The church shall operate from an annual budget that is created and approved by the Full Council of Elders (FCE). The FCE will review monthly financial statements within 30 days of the end of each month. Appropriate internal controls and separation of duties will be implemented, especially with regards to the handling of cash, payment of invoices, payment requests, and

budget limits. Non-budgeted expenses exceeding \$1,000.00 shall be referred to the FCE for consideration and disposition in a timely manner.

### **Compensation of Staff**

All staff salaries and other allowances or benefits will be determined by the FCE. Ordained vocational elders are eligible for housing allowances, which shall be designated prior to the beginning of each calendar year.

### **Financial Clarity and Communication**

Annually, the approved budget will be presented to the members at the members meeting. At least annually, a financial report will be presented to members comparing the budget to actual expenditures. The books of account shall be open to inspection by any elder. An end of fiscal year report will be given to the members of the church communicating a summary of the annual budget and expenditures.

## **ARTICLE 11: STANDING TEAMS**

The FCE shall establish or dissolve leadership teams as it deems necessary to properly manage the affairs of the church. Members in good standing will be invited to participate on the teams as deemed necessary by the elders. All official ministries will be sanctioned by the FCE and will be in line with the doctrine and mission of the church.

## **ARTICLE 12: AUXILIARY ORGANIZATIONS**

All auxiliary organizations of the ministry shall be considered as under the general oversight and leadership of the elders. All such organizations shall serve as expressions of the most efficient means to realize the church's vision and goals in obedience to Scripture, but none shall be started without prior approval of the elders. All officers and teachers in the auxiliary organizations must be members in good standing, with the exception that a member of another church of like faith and practice may be permitted to have a role in an auxiliary organization of this church provided there is prior approval by the FCE.

## **ARTICLE 13: MISCELLANEOUS**

### **Execution of Documents**

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

### **Inspection of Documents**

The church shall keep in its principal office the original or a copy of its Articles of Incorporation and Bylaws, as amended to date and certified by the secretary.

These documents shall be made available to members upon written request to the FCE.

## **ARTICLE 14: AMENDMENTS TO BYLAWS**

New bylaws may be adopted or existing bylaws may be amended or repealed by a two-thirds majority vote of the Full Council of Elders (FCE). Any changes to the bylaws will be communicated to the members of the church before the next members meeting.

## **ARTICLE 15: INDEMNIFICATION**

### **Powers**

#### **Power to Indemnify**

The corporation may indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation or, being or having been such a director, officer, employee or agent, he or she is or was serving at the request of the corporation as a director, officer, employee, agent, trustee, or in any other capacity of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action or omission in an official capacity or in any other capacity while serving as a director, officer, employee, agent, trustee or in any other capacity, against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a director, officer, employee or agent of the corporation and shall inure to the benefit of his or her heirs and personal representatives.

#### **Power to Pay Expenses in Advance of Final Disposition**

The corporation may pay expenses incurred in defending any proceeding in advance of its final disposition (hereinafter "advancement of expenses"); provided, however, that any advancement of expenses shall be made to or on behalf of a director, officer, employee or agent only upon delivery to the corporation of: (a) a written affirmation of the director's, officer's, employee's or agent's good faith belief that he or she has met the standard of conduct described in RCW 23B.08.510; and (b) a written undertaking, by or on behalf of such director, officer, employee or agent, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such director, officer, employee or agent is not entitled to be indemnified under this Article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make repayment.

### **Power to Enter Into Contracts**

The corporation may enter into contracts with any person who is or was a director, officer, employee or agent of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest in property of the corporation, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

### **Expansion of Powers**

If the Washington Business Corporation Act or the Washington Nonprofit Corporation Act is amended in the future to expand or increase the power of the corporation to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the directors of this corporation, the powers described in this Article shall be expanded and increased to the fullest extent permitted by the Washington Business Corporation Act and the Washington Nonprofit Corporation Act, as so amended.

### **Limitation of Powers**

No indemnification shall be provided under this Article to any such person if the corporation is prohibited by the Washington Business Corporation Act or other applicable law as then in effect from paying such indemnification. For example, no indemnification shall be provided to any person in respect of any proceeding, whether or not involving action in his or her official capacity, in which he or she shall have been finally adjudged to be liable on the basis of intentional misconduct or knowing violation of law by the person, or from conduct of a director in violation of RCW 23B.08.310, or that the person personally received a benefit in money, property or services to which the person was not legally entitled.

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

#### **Directors**

The corporation shall indemnify and hold harmless any person who is or was a director of this corporation, and pay expenses in advance of final disposition of a proceeding, to the full extent to which the corporation is empowered.

#### **Officers, Employees, and Agents**

The corporation, by action of its Board of Directors (BOD), may indemnify and hold harmless any person who is or was an officer, employee or agent of the corporation, and provide advancement of expenses to the full extent to which the corporation is empowered, or to any lesser extent which the BOD may determine.

#### **Character of Rights**

To the extent the rights of indemnification and advancement of expenses have been conferred by or pursuant to this Article, such rights shall be contract rights.

**Enforcement**

A director ("Claimant") shall be presumed to be entitled to indemnification and/or advancement of expenses under this Article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the undertaking described above has been delivered to the corporation) and thereafter the corporation shall have the burden of proof to overcome the presumption that the Claimant is so entitled.

If a claim under this Article is not paid in full by the corporation within sixty days after a written claim has been received by the corporation, except in the case of a claim for advancement of expenses, in which case the applicable period shall be twenty days, the Claimant may at any time hereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part, the Claimant shall also be entitled to be paid the expense of prosecuting such claim. Neither the failure of the corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or advancement of expenses to the Claimant is proper in the circumstances nor an actual determination by the corporation (including its Board of Directors or independent legal counsel) that the Claimant is not entitled to indemnification or advancement of expenses shall be a defense to the action or create a presumption that the Claimant is not so entitled.

If the corporation elects to indemnify and hold harmless or advance expenses to its officers, employees or agents, it may, in its sole discretion, provide the enforcement rights set forth in this section.

**Rights Not Exclusive**

The right to indemnification and advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the corporation, agreement, vote of disinterested directors, or otherwise.

**Insurance**

The corporation may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or any person who, while a director, officer, employee or agent of the corporation, is or was a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act.

**Survival of Benefits**

Any repeal or modification of this Article shall not adversely affect any right of any person existing at the time of such repeal or modification.

**Severability**

If any provision of this Article or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of this Article, or the application of such provision to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

**Applicable Law**

For purposes of this Article, "applicable law" shall at all times be construed as the applicable law in effect at the date indemnification may be sought, or the law in effect at the date of the action, omission or other event giving rise to the situation for which indemnification may be sought, whichever is selected by the person seeking indemnification.

The undersigned, being the secretary of the corporation hereby certifies that these Bylaws consisting of thirty-three pages are the Bylaws of the corporation, adopted by resolution of the directors on

\_\_\_\_\_ (Date)

DATED this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

Jordan Elwanger, Secretary