

**BY-LAWS
of
LINDENWOOD CHRISTIAN CHURCH
of
MEMPHIS, TENNESSEE**

ARTICLE I: NAME

The name of this organization will be Lindenwood Christian Church, Memphis, Tennessee.

ARTICLE II: GOVERNING BODY

The Board of Directors (hereinafter “Board”) will be the governing body of the church pursuant to the authority vested in it by the congregation, constitution, and by-laws and is specifically charged with the following duties:

1. to be the governing body of the church, oversee the business affairs of the church, and act as a fiduciary for the purpose of executing, planning and administering the general policies of the church, pursuant to the authority vested in it by the congregation.
2. to consider and establish policy consistent with the Mission and Vision as defined in Article II of the Constitution.
3. To approve (upon recommendation of the Stewardship Ministry) an annual budget, present the budget to the congregation for ratification, and to be deemed as a body fiscally responsible for the finances of the church.
4. to establish policies for the administration of the church.
5. to receive and to act upon the recommendation of the pulpit committee for the employment of a Senior Minister.
6. to appoint such committees as deemed necessary.

ARTICLE III: MEMBERSHIP OF THE BOARD OF DIRECTORS

Section 1. Qualifications

The membership of the Board of Directors will be comprised of current members of this church demonstrating a growing relationship with God and have knowledge of and experience in the policies and ministries of this church. Members of the Board shall practice the following:

- A. regular attendance at worship services of the church
- B. active participation in one or more ministries of the church
- C. exemplary financial commitment to the church to the best of one's ability
- D. promotion of good will and Christian unity within the church family
- E. continued personal growth in Christian discipleship

Section 2. Term of Office

Each member of the Board of Directors will serve for a term not exceeding two (2) years. Regular attendance of members is required, two consecutive absences or three absences in a calendar year shall result in removal from the board.

At the expiration of his/her respective term, each member will be eligible for nomination for an additional term. No Board member may serve more than two (2) consecutive terms, not more than four (4) years. After two (2) consecutive terms are completed, a member may not serve a third consecutive term. If a member is selected mid-term to replace a vacating Board member, the partial term served shall count as a full term and they may only serve one additional term. The Election of the members will be such that their terms will be staggered.

Section 3. Number of Members

The number of members of the Board of Directors will be nine (9). The Senior Minister, Chair of the Elders, Chair of the Deacons or their designees will be ex-officio members.

ARTICLE IV: OFFICERS OF THE BOARD OF DIRECTORS

The administrative officers will be elected by the Board of Directors from among its members, and will consist of the following, namely:

- A. Chair of the Board of Directors and President of the Congregation, for a term of one (1) year.
- B. Vice-Chair of the Board of Directors and Vice-President of the Congregation, for a term of one (1) year.
- C. Secretary of the Board of Directors and Secretary of the Congregation for a term of one (1) year.
- D. Treasurer of the Board of Directors and Treasurer of the Congregation, for a term of two (2) years.

ARTICLE V: DUTIES OF OFFICERS OF THE BOARD OF DIRECTORS

Section 1. Chair of the Board

The Chair will preside at all Board and congregational meetings, and generally supervise the affairs and business of the Board and will appoint members of all standing and special committees. The Chair may call special congregational meetings as provided for by the constitution and by-laws, the purpose of such meetings being stated by the Chair. The Chair shall appoint a parliamentarian each year.

Section 2. Vice-Chair of the Board

In the absence of the Chair, the Vice-Chair will preside at all meetings of the Board and in the event the Chair is incapacitated or unavailable will perform all duties of the office of the Chair. The Vice-Chair will also perform duties assigned by the Chair.

Section 3. Secretary of the Board

The Secretary shall record in reasonable detail minutes of each meeting. At each regular meeting, the Secretary will present to the Board the minutes of the previous meeting, which if found correct, will be considered approved. The Secretary will prepare and keep, as a record, an alphabetical roll containing the names of the individual members of the Board of Directors. At each meeting of the Board, the roll will be recorded. The Secretary will preserve as permanent records all written committee or ministry reports which are submitted to the Board. The Secretary will communicate all written notices to members of the Board of Directors and perform such other duties as are incident to the office of Secretary.

Section 4: Treasurer of the Board

The Treasurer will serve as a member of the Stewardship Ministry team and will present to the Board the proposed annual budget. The Treasurer will provide any requested financial reporting at each Board meeting

and at the Congregational meetings. The Treasurer will oversee audits of church finances.

ARTICLE VI: BOARD OF DIRECTORS NOMINATING COMMITTEE

Section 1. Purpose and Membership

The Nominating Committee will nominate the members of the Board of Directors. The committee will function throughout the year and shall fill vacancies who shall serve until the next Annual Meeting of the Congregation.

The Nominating Committee will be comprised of the Chair of the Board of Directors, Chair of the Elders, Chair of the Deacons, two (2) representatives of the congregation appointed by the Chair of the Elders, and the Senior Minister as ex-officio. The Chair of the Elders will serve as the Chair of the Nominating Committee.

Section 2. Nominations of the Board of Directors

At the start of the annual nomination process, the committee will provide nomination forms and a current list of the Board of Directors to the congregation noting those who are completing their two year term. The nomination forms will be accepted by the committee for a period of time no less than four weeks in duration. The committee will review the congregation's nominations and those from within the committee and will consider the qualifications of all potential nominees as set forth under Article III, Section 1 of these by-laws. Once selected, the committee will secure the willingness of nominees to accept the role and follow the principles of stewardship.

The Nominating Committee will consider the qualifications of all potential nominees as set forth under Article III, Section 1 of these by-laws, and secure the willingness of nominees to accept and follow the principles of stewardship.

Section 3. Report of the Nominating Committee

The Nominating Committee shall publish its report at least two (2) weeks before the Annual Meeting of the Congregation. At this meeting, the committee shall present to the congregation a list of candidates in alphabetical order to fill the vacancies on the Board. The names of those Board members whose terms have not expired, and who will remain on the Board for the duration of their term, will be read, but not voted on.

Nominees shall be considered elected if their names receive a majority of the votes cast by those members present at the meeting.

ARTICLE VII: OFFICIAL MEETINGS

Section 1. Time for Meetings

The Board of Directors will meet in monthly sessions, except as otherwise ordered by consent of the Board, or upon the call of the Chair or acting Chair of the Board.

Congregational meetings, other than the quarterly meetings, may be called for any purpose for which a majority of the Board deems necessary for the congregation to receive information from the Board or for the congregation to vote on any given issue presented by the Board. Notice of congregational meetings will be given at least two (2) weeks in advance at a regular worship service of the church and through the various church communications.

All business of the Board of Directors and the congregation will be governed by Robert's Rule of Order, unless otherwise provided for herein.

Section 2. Quorum

Five (5) members of the Board of Directors will constitute a quorum for the transaction of business at any monthly or special meeting. A majority vote five (5) of the members present will determine all matters called to a vote except as provided for in Article 14 Section 2 and Section 3.

ARTICLE VIII: FISCAL YEAR

The fiscal year of the Board of Directors and the church will start on January 1 and end on December 31 of each year.

ARTICLE IX: PERSONNEL

The Senior Minister will be the administrator of all personnel and they will be responsible to him/her.

Other than independent contractors and ordained/commissioned ministers, all individuals receiving compensation from the church for services rendered will be deemed and classified as employees.

The Personnel Committee will be composed of the Senior Minister and three (3) other members appointed by the Board. The committee members will appoint the chair of the committee. Each member of the Personnel Committee will be appointed for a term not exceeding two (2) years. At the end of the appointment, a member may be appointed for one additional term. After the terms are completed, an individual may not serve a third consecutive term. The appointment of members will be such that the terms will be staggered.

The Personnel Committee will:

1. Advise and consult with the Senior Minister in the selection and employment all church personnel, other than the Senior Minister.
2. Establish and maintain organizational and supervisory guidelines for all church personnel.
3. In conjunction with the Senior Minister, submit all recommendations for staff salaries to the Stewardship Ministry Team prior to annual budget formulation for each line item category. This will be done according to the schedule for annual budget considerations prior to submission of the budget to the Board of Directors for approval.
4. In conjunction with the Senior Minister and Stewardship Ministry Team set the starting salary of all new employees.

ARTICLE X: THE LINDENWOOD CHRISTIAN CHURCH CORPORATION

Section 1. Officers

The officers of the Lindenwood Christian Church Corporation will be the same as the officers of the Board of Directors.

Section 2. Duties

The duties of the Lindenwood Christian Church Corporation are those which are specifically set forth in Article IV of the church Constitution.

ARTICLE XI: ELDERS AND DEACONS

Section 1: Elders

The Elders of Lindenwood Christian Church are the spiritual leaders of the church.

Section 2: Deacons

The Deacons of Lindenwood Christian Church are the servant leaders of the church.

Section 3: Life Elder and Life Deacons

Elders and Deacons may be nominated by the Senior Minister, Chair of Elders, or Chair of Deacons to the Nominating Committee for the position of Life Elder or Life Deacon because of their long and dedicated service to the church.

Section 4: Election and Term of Service

There shall be proportionate number of Elders and Deacons as indicated by the congregation size. Each Elder and Deacon will serve for a term not exceeding one (1) year. At the expiration of their respective term, Elders and Deacons may be eligible for nomination for additional term. This provision does not apply to Life Elders and Life Deacons.

The Board of Directors in consultation with the Nominating Committee can increase or decrease the number of Elders and Deacons according to congregation size.

Section 5: Nominating Process

A Nominating Committee will be formed for the purpose of presenting nominees for Elder and Deacon to the congregation and will be composed of the following:

- Senior Minister
- Chair of Elders (Nominating Committee Co-Chair)
- Chair of Deacons (Nominating Committee Co-Chair)
- Three (3) Elders
- Three (3) Deacons

The Chair of Elders and Chair of Deacons will Co-Chair the Nominating Committee. The Senior Minister, Chair of the Elders and Chair of the Deacons will by consensus select the three (3) Elders and three (3) Deacons who fill the remaining positions. Committee meetings will be scheduled in cooperation with the Senior Minister who must be present for all committee meetings, or if physically unable to attend will designate a staff minister who will serve in his or her place.

At the start of the annual nomination process, the committee will provide nomination forms and a current list of Elders and Deacons to the congregation notating those who are completing their three year term. The nomination forms will be accepted by the committee for a period of time no less than four weeks in duration. The committee will review the nominees from the congregation, and those from within the committee, based on the qualifications as defined in this Article.

Nominees receiving two-thirds of the votes cast by those members present at the meeting will be considered elected. As part of the final review, the committee's list of elected Elders and Deacons will be presented to the Board of Directors for approval. This list will be published at least two (2) weeks prior to its presentation at the Annual Meeting for ratification by the congregation.

The leadership positions for the Chair, Vice Chair and Secretary will be elected by a majority vote of each body respectively. Those elected to these leadership positions will serve a one (1) year term.

Section 6: Qualifications and Standards

To be eligible for the position of Elder or Deacon, an individual must be a faithful follower of and believer in Jesus Christ, a member of the congregation, active in the life of the church and give evidence of seeking to grow their own understanding and practice of a Christian life. Such evidence would include the following:

1. regular attendance at worship services of the church
2. active participation in one or more ministries of the church
3. consistent financial commitment to the church to the best of one's ability
4. promoting of good will and Christian unity within the church family
5. continued personal growth in Christian discipleship
6. demonstrated willingness and commitment to carry out responsibilities of the role of Elder or Deacon
7. completing the current Lindenwood Christian Church education courses.

ARTICLE XII: MINISTRIES

The Mission and Vision of Lindenwood Christian Church will be achieved through the work of its members in the ministries of the church. The members of this congregation are called to ministry and fulfill their ministry either through service to the church (Ephesians 4:12) or by serving others through the church (1 Peter 4:10).

The ministries of this church are not static, but change as our world changes and as the needs of our mission field change. The ministries of the Church will embody the following Mission and Vision of Lindenwood:



All ministries will perform their functions within general church policy guidelines and budgetary constraints as set forth by the Board of Directors. Staff personnel will be delegated the responsibility of working closely with all ministries through the Ministry Teams in order to train, equip and encourage members to carry out ministry. These staff personnel will also aid the Ministry Team Leaders in preparing and submitting to the Stewardship Ministry Team a full and complete budget for the ensuing fiscal year.

ARTICLE XIII: THE LINDENWOOD CHRISTIAN CHURCH FOUNDATION

Section 1. Purpose

The purpose of the Lindenwood Christian Church Foundation is to establish a basis and procedure for the handling and maintaining the disposition of funds, or other property, received by the church from its congregation and others represented by and composed of both specified and non-specified gifts, and bequests, including but not limited to lifetime gifts, bequests in wills, and trusts and as a beneficiary of insurance policies.

Section 2. Management

The Foundation will be managed by a committee to be known as the Foundation Committee.

Committee members will be persons who are current members of Lindenwood Christian Church. The number of members of the committee will be seven. It will be composed of the following:

Senior Minister

A member of the Board of Directors

Member to be elected (3-year term)

The first two (2) members are to serve during such time or times during which they hold the offices or positions indicated. The third (3) through seventh (7) members are to be elected by the Board of Directors from the Church membership to serve for a term of three (3) years. These members will be elected in different years so that terms are staggered to maintain continuity. In the event either of the aforesaid third (3) through seventh (7) members will be unable to serve for any reason whatsoever the Foundation Committee will present a replacement to the Board of Directors for its consideration for election by the Board of Directors.

The election of committee members will take place in the fourth quarter of each year.

At the beginning of each calendar year, the Foundation Committee will elect its officers from among its members, consisting of the Chair, Vice-Chair, and Secretary/Treasurer.

The Foundation Committee will meet upon the call of its Chair or Vice-Chair and a majority of its members will constitute a quorum for the transaction of business at such meeting. Notice of such meetings will be given in writing or electronically and directed to each member at least five (5) days prior to the meeting.

Section 3. Specified Funds

All funds received as a result of a specific gift or bequest, or as the beneficiary of a life insurance policy, will be classified as Specified Funds. Such Specified Funds will be disposed of in accordance with the donor's request, as provided in the will, or as stated in the insurance policy. All such gifts or bequests in the form of property other than cash will be converted to cash at the fair market value thereof as soon as deemed practical by the Foundation Committee. If the specific purpose, for which the gift or bequest was made, has been completed or discontinued, such funds will then be considered Non-Specified Funds. If there is any question as to the application of the same, then the Foundation

Committee will determine the proper placement of the funds and will refer the matter to the Board of Directors for approval.

Section 4. Non-Specified Funds

All funds received, whether by gift, bequest or as a beneficiary, for which there are no specific designations for their use will be classified as Non-Specified Funds. It is not the intention that such funds will be used to supplement the general operation budget of the church, nevertheless the Foundation Committee will work closely with the Board of Directors to determine any critical or urgent situations where assistance may be needed. The Foundation will not be used as a short-term bank for other church funds. All funds that are donated to the Foundation become the property of the Foundation and will not be refunded.

Section 5. Acknowledgement of Funds

The receipt of all funds of whatever nature will be promptly acknowledged in writing by the Foundation Committee.

Section 6. Handling of Funds

All cash receipts and cash disbursements resulting from funds received as gifts, bequests or as a beneficiary, will be handled in the name of the Lindenwood Christian Church Corporation and designated on the church records as funds of the Lindenwood Christian Church Foundation. The Foundation Committee will invest any such funds which are not required to be disbursed immediately. Advice from professional investment managers may be used at the discretion of the committee. Any investments shall be considered the principles of Lindenwood Christian Church. No disbursements may be made from these funds unless approved by the Foundation Committee, with the consent of the Board of Directors. All such funds, both designated and undesignated, in the custody of the Church Corporation, as of the effective date of this resolution, will come under the control of the Lindenwood Christian Church Foundation, and so designated on the church records upon approval by the Board of Directors

Section 7. Notification of Program

The Foundation Committee will report to the Board of Directors on a quarterly basis, at their monthly meeting on the first month of each quarter, current balances, receipts and disbursements. A Foundation Committee member will be available to the Board of Directors to answer any questions that may arise in the conduct of Foundation business.

ARTICLE XIV: THE SENIOR MINISTER

Section 1. Duties

The Senior Minister shall endeavor to lead and teach the congregation according to the precepts of Holy Scripture, holding true to the church's Mission, Vision, Constitution, By-Laws and Governing

Principles. The primary spiritual leader and communicator of the church's vision to staff, congregation (members, attendees, seekers) and the community at large shall be the Senior Minister. As spiritual leader and administrator of the church, the Senior Minister will be a member ex-officio of all organized groups, auxiliaries, and committees.

Section 2. Selection

- A. In the event of a vacancy, or an imminent vacancy in the position of Senior Minister, a committee will be nominated by the Chair of the Board and selected by the Board of Directors to serve as the Pulpit Committee. The Board of Directors may, hire an interim Sr. Minister to perform the duties of Sr. Minister when a vacancy occurs.
- B. The Pulpit Committee may utilize the services of the Regional Ministers and others of the Christian Churches (Disciples of Christ) for names of prospective candidates.
- C. After considering possible candidates, the Pulpit Committee will make one recommendation to the Board of Directors for a prospective minister. The recommendation must be accepted by at least two-thirds (2/3) of the Board members present and voting in a regular or specially called meeting of the Board before a call may be recommended to the congregation. A quorum for such a called meeting will be seven (7) members of the board.
- D. The Board of Directors will recommend the prospective minister to the congregation. The recommendation of the Board must be accepted by at least two-thirds (2/3) of members present and voting in a regular or special meeting of the congregation before a call may be extended.
- E. An employment agreement will be prepared and signed by the parties stating the terms of employment and other conditions of the call.
- F. Upon acceptance of the congregation, the Chair of the Board of Directors will sign the employment agreement for the church.

Section 3. Termination

- A. The term of the ministry will be for an indefinite period and may be terminated by either party per the terms of the employment agreement.
- B. The minister's contract may be terminated by two-thirds (2/3) vote of the Board members present and voting at a special Board meeting called for such purpose. A quorum for such a called meeting will be seven (7) members of the Board.

ARTICLE XV: ADOPTION

These By-laws will take effect upon adoption by the Board, and the adoption of the Constitution by the congregation, thereby repealing and rendering null and void the existing By-laws and all amendments previously adopted.

The adoption of these bylaws by the board and the adoption of the Constitution by the congregation shall not affect the validity of any existing contracts, legal requirements and financial obligations of the church, and they shall remain in full force and affect unless expired or terminated by proper action.

ARTICLE XVI PRESERVATION OF RECORDS

The original copy of the Constitution and By-laws, duly authenticated by the Chair and the Secretary of the official board along with the original charter of the Lindenwood Christian Church Corporation and all amendments are to be turned over to the Church Office Manager for safekeeping.

ARTICLE: XVII AMENDMENTS

These By-laws may be amended in the following manner:

1. Proposed amendments will be submitted in writing to the Board at least three (3) weeks preceding a Board meeting. The proposed amendment will be discussed at that Board meeting and voted upon at the next Board meeting.
 2. The proposed amendment will be treated as any other motion before the Board and will require a majority vote of five (5) the members of the Board for adoption.
 3. Upon adoption of the amendment by the Board, notice of the amendment shall be given to the members of the congregation at least one month prior to a regular or special congregational meeting. The amendment will be ratified by a two-thirds vote of members present.
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I _____ being the duly elected Chairman of the Board of Directors, Lindenwood Christian Church (Disciples of Christ), Memphis, Tennessee, do hereby certify that the above is a true copy of the Constitution of the Lindenwood Christian Church (Disciples of Christ) as adopted by the members of the congregation of Lindenwood Christian Church (Disciples of Christ), Memphis, Tennessee on the _____ day of 2018.

Attest:

Secretary of the Board of Directors
Lindenwood Christian Church

Chairperson, Board of Directors
Lindenwood Christian Church and
President of the Congregation

The foregoing By-Laws is hereby approved by the Lindenwood Christian Church Corporation.

Attest:

Secretary of the Lindenwood Christian Church Corporation

President of the Lindenwood Christian Church Corporation