

EAGLE BROOK CHURCH

Articles of Incorporation (Constitution) and Bylaws

Revision Record

Date	Description of Changes
May, 1972	Earliest available copy: original
March 1, 1984	<p>Major rewrite with special emphasis in the following areas:</p> <ol style="list-style-type: none"> 1. Distribute the functions of several committees (esp., Deacon and CE) to several <u>new</u> committees in an effort to make all the responsibilities more manageable. 2. Re-charter the church as a non-profit corporation. 3. Simplify the process for adding church members. 4. Re-define the definition of a quorum for routine matters which must be approved by the church membership. 5. Change the fiscal year to correspond with the calendar. 6. Change the elective year to begin February 1 so as to facilitate the introduction of new Church Board and committee members. 7. Provide for continuity of committee membership by staggering the terms of committee members. 8. Clarify committee roles and various other administrative procedures. 9. Subdivide the document into two main chapters: the Articles of Incorporation (formerly, Constitution) which explains <u>why</u> the church exists, and the Bylaws which describes <u>how</u> the church operates). This separation permits the Bylaws to be slightly more easily changed than are the Articles of Incorporation.
January 20, 1988	Minor changes
October 18, 1992	<ol style="list-style-type: none"> 1. Major rewrite (major changes marked by vertical bar in the margin): 2. Reduce the size of the Church Board by reducing the number of ministry boards with formal representation (formerly, committees) from 11 to 5. 3. Create an at-large Church Board position. 4. Change the nature of the treasurer and church board recording secretary positions from elected by the membership to appointed by the Church Board. Neither are officers of the church. 5. Continue to hold the Deacon/Deaconess Ministry Board responsible to appraise the performance of the Sr. Pastor. The Church Board is responsible for managing all other staffing and personnel issues. 6. Charge the Pastoral Search Committee, created by church action, to fill any full-time pastoral position. If a budget already exists, the Church Board may fill any part-time position, including a part-time pastoral position. When the open position is for the Sr. Pastor, one of the members of the Pastoral Search Committee must be a member of the Deacon/Deaconess Board; otherwise, the Church Board will designate a ministry board to be represented based upon the nature of the position to be filled. 7. Within specified constraints, grant more freedom to the Nominating Committee to (a) find a single candidate for any vacant office, and (b) nominate a new church member. 8. Raise the financial delegation of authority of the Church Board from \$1,000 to \$3,000 and impose an aggregate annual maximum of \$10,000. 9. Remove many of the detailed lists of ministry board duties from the Bylaws and insert them initially into the Church Board's Manual of Operations. This permits the Church Board more freedom to adjust the workload among ministry boards as needs dictate. 10. Clarify committee roles and various other administrative procedures. 11. Reword to eliminate unintended masculine bias.
March 26, 1995	Shift oversight responsibility for boys and girls club programs from the Evangelism Ministry Board to the Discipleship Ministry Board.
January 19, 1997	<ol style="list-style-type: none"> 1. Update membership requirements to include completing a Church Board approved membership seminar/series and signing the Church Covenant. Eliminate presentation of new members before the congregation at a worship service of the church. 2. Increase the Church Board's non-budget financial delegation of authority to \$10,000 for any single item and \$25,000 cumulative total in any single fiscal year. 3. Permit the church membership via standard quorum to (a) acquire and dispose of real estate, (b) resolve legal issues, (c) settle insurance claims, and (d) adopt and approve contracts. 4. Expand the quorum eligibility definition for significant votes to require active members as well as members being of legal age. 5. Eliminate the requirement for quarterly business meetings
June 29, 1997	Change the name of the church from First Baptist Church to Eagle Brook Church.

Date	Description of Changes
January 18, 1998	<ol style="list-style-type: none"> 1. For Church officers, clarify the terms of office. 2. Transfer responsibility for infant care from the Service Ministry Board to the Discipleship Ministry Board.
January 23, 2000	<ol style="list-style-type: none"> 1. Re-structure the organization to recognize and accommodate a more staff-led, rather than lay-led, church. The role of the lay leadership is retained in the form of the Church Board, which is empowered with certain checks and balances to oversee the overall functioning of the church. 2. Shift the responsibility for hiring most pastors to the Church Board. The church membership retains final approval when hiring the Senior Pastor. 3. Reduce the quorum required to decide major issues from 25% to 15%. 4. Empower the Church Board with the responsibility of appointing the chair of the Nominating Committee.
January 21, 2001	<p>Within <i>Termination of Membership</i>, change the wording such that the responsibility to resolve issues of church discipline is assigned to the Church Board. The change is needed to preserve confidentiality for the parties involved.</p>
January 26, 2006	<ol style="list-style-type: none"> 1. Removal of references to the former Executive Pastor position. 2. Increase Nominating Committee term of office to 2 years with 2 of 4 members elected in alternating years. 3. Other changes to reflect current practice.
May 3, 2008	<p>Change the fiscal year to be determined by the Church Board; and change the elective year to coincide with the fiscal year, and the annual meeting to coincide with the fiscal year. Current elected officers and nominating committee members were granted extended terms.</p>
July 24, 2011	<p>Corrections and clarifications, including the following:</p> <ol style="list-style-type: none"> 1. Accommodation of current Minnesota legal statutes, including clarification of Director and Officer roles. 2. Handling of absentee ballots. 3. Definition of a quorum and the percentages required in certain situations. 4. Handling of nominating committee vacancies
July 28, 2019	<ol style="list-style-type: none"> 1. Legal name changed to Eagle Brook Church. 2. Updated corporate address 3. Updated to reflect current Minnesota law as noted in Minnesota Statute 317A. 4. Replaced Affirmation of Faith with Core Beliefs. 5. Replace the Covenant with the Membership Covenant. 6. Other changes to reflect current practice.

Table of Contents

ERROR! BOOKMARK NOT DEFINED.

A. RESTATED ARTICLES OF INCORPORATION (CONSTITUTION)..... A-1

A.1 ARTICLE 1 - NAME AND AFFILIATION A-1
 A.1.1 Name A-1
 A.1.2 Affiliation A-1
 A.2 ARTICLE 2 - INCORPORATION A-1
 A.3 ARTICLE 3 - DIRECTORS A-1
 A.4 ARTICLE 4 - OFFICERS A-1
 A.5 ARTICLE 5 - PURPOSES AND AUTHORITY A-1
 A.5.1 Purposes A-1
 A.5.2 Authority A-1
 A.5.3 Restrictions A-1
 A.6 ARTICLE 6 - NON-PROFIT CORPORATION A-1
 A.7 ARTICLE 7 - DURATION A-2
 A.8 ARTICLE 8 - REGISTERED OFFICE A-2
 A.9 ARTICLE 9 - CAPITAL STOCK A-2
 A.10 ARTICLE 10 - GOVERNMENT A-2
 A.11 ARTICLE 11 - PERSONAL LIABILITY A-2
 A.12 ARTICLE 12 - MEMBERSHIP A-2
 A.12.1 Qualifications for Membership A-2
 A.12.2 Voting Rights A-2
 A.13 ARTICLE 13 - DISPOSITION OF CHURCH PROPERTY A-2
 A.13.1 Division A-2
 A.13.2 Dissolution A-2
 A.13.3 Consolidation A-2
 A.14 ARTICLE 14 - DOCTRINE A-2
 A.15 ARTICLE 15 - AMENDMENTS TO THE ARTICLES A-3

B. BYLAWS..... B-1

B.1 FISCAL YEAR B-1
 B.2 ELECTIVE YEAR B-1
 B.3 DIRECTORS B-1
 B.3.1 Church Chair B-1
 B.3.2 Assistant Church Chair B-1
 B.3.3 Members At-Large B-1
 B.3.4 Term of Office: Directors B-1
 B.3.5 Holding More Than One Position B-1
 B.4 CHURCH BOARD B-1
 B.4.1 Purpose B-1
 B.4.2 Voting Members B-2
 B.4.3 Duties B-2
 B.4.4 Attendance and Participation B-3
 B.4.5 Church Board Meetings B-3
 B.5 OFFICERS B-3

B.5.1 President B-3
 B.5.2 Vice President B-3
 B.5.5 Term of Office: Officers B-4
 B.6 ELECTIONS B-4
 B.6.1 Time B-4
 B.6.2 Nominations B-4
 B.6.3 Election Voting Procedures B-4
 B.6.4 Persons Elected B-4
 B.7 LEADERSHIP QUALIFICATIONS B-4
 B.7.1 All Church Leaders B-4
 B.7.2 Members of the Church Board B-5
 B.8 SPECIAL COMMITTEES B-5
 B.8.1 Nominating Committee B-5
 B.9 MEETINGS B-5
 B.9.1 Public Meetings B-5
 B.9.2 Church Business Meetings B-5
 B.10 CHURCH STAFF B-6
 B.10.1 Senior Pastor B-6
 B.11 CHURCH MEMBERSHIP B-7
 B.11.1 Qualifications B-7
 The qualifications for membership shall be as stated in the Constitution (section A.12.1). B-7
 B.11.2 Admissions B-7
 B.11.3 Responsibilities B-7
 B.11.4 Dismissal B-7
 B.11.5 Church Discipline B-8
 B.12 AMENDMENTS TO THE BYLAWS B-8

C. AFFIRMATION OF FAITH C-1

D. COVENANT D-1

E. INDEX E-1

Figures

Figure B-1. Election Years B-1
 Figure B-2. Church Organization Overview B-2

A. AMENDED AND RESTATED ARTICLES OF INCORPORATION (CONSTITUTION)

A.1 Article 1 - Name and Affiliation

A.1.1 Name

The full name of this corporation is Eagle Brook Church. Eagle Brook Church will be referred to in these Articles of Incorporation as the "Church."

A.1.2 Affiliation

The Church shall maintain affiliation with the Minnesota-Iowa Baptist Conference and Converge.

A.2 Article 2 - Incorporation

The Church is a non-profit corporation organized under and pursuant to the provisions of Minnesota Statutes Chapter 317A, as amended from time to time.

A.3 Article 3 - Directors

The directors of the Church shall be the members of the Church Board. There shall be seven Directors who are members of the Church and are non-staff.

A.4 Article 4 - Officers

The number, term, and qualifications of corporate officers shall be as provided in the Bylaws.

A.5 Article 5 - Purposes and Authority

A.5.1 Purposes

The general purpose for which the Church is formed shall be to worship God the Father, Son, and Holy Spirit; to preach the Gospel; to administer the ordinances of the New Testament; to minister to the spiritual needs of the members and all people everywhere; to train members for the Lord's work; to respond to human need with loving service; and to further the evangelization of the world by converting men, women, and children to a living faith in Jesus Christ.

A.5.2 Authority

The Church shall have all of the powers granted a non-profit corporation under Chapter 317A, Minnesota Statutes, as from time to time amended, and is specifically authorized to take, secure, accept, hold, or acquire, by gift, purchase, legacy, or otherwise, real and personal property, whenever it may deem the same proper, necessary, and expedient in the work and purposes for which this body was organized and incorporated; and to hold, lease, encumber, give, exchange, or call and transfer and dispose of the same, in part or in whole, when it deems such action expedient, necessary or beneficial in promoting and advancing the work and purposes for which this corporation is formed; and to do or accomplish such acts as this body shall deem necessary or incidental thereto; all such acts to conform to the laws of this State.

A.5.3 Restrictions

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

A.6 Article 6 - Non-Profit Corporation

The Church shall not afford pecuniary gain or profit, incidentally or otherwise, to its members.

A.7 Article 7 - Duration

The duration of the Church shall be perpetual.

A.8 Article 8 - Registered Office

The location, and the principal place of conducting the business of the Church is:

7015 20th Street N
Centerville, MN 55038

A.9 Article 9 - Capital Stock

The Church shall have no capital stock.

A.10 Article 10 - Government

Recognizing Jesus Christ as the only head of the Church, this congregation shall seek to ascertain and to obey the will of Jesus Christ in all matters of faith and practice.

A.11 Article 11 - Personal Liability

No member, director, or officer of the Church shall have any personal liability for any obligation of the corporation. Except as otherwise provided in the Bylaws, directors, officers, employees, and agents of the corporation shall be indemnified to the maximum extent permitted by Chapter 317A of the Minnesota Statutes, as from time to time amended, for expenses and liabilities arising by reason of their position with, or by acts in such capacities on behalf of, the corporation or another corporation which they may serve at the request of the corporation.

A.12 Article 12 - Membership

A.12.1 Qualifications for Membership

A person desiring to unite with the Church shall meet the qualifications for membership by:

1. A profession of faith in Jesus Christ as Savior and Lord, and evidence of a desire to live a Christian life;
2. Baptism by immersion;
3. Agreeing with the Core Beliefs and signing the membership Covenant of this Church.
4. Completion of a membership process which the Church Board may establish.

Following fulfillment of these qualifications, Church membership shall be granted as prescribed in the Bylaws (page B.11).

A.12.2 Voting Rights

Each member in good standing shall have voting rights as specified in the Bylaws.

A.13 Article 13 - Disposition of Church Property

A.13.1 Division

In the event of a division of the Church, the property of this Church shall belong to the group representing the largest portion of the Church membership which is loyal to the Constitution and Bylaws. Should any controversy arise as to whether such loyalty exists, the question shall be submitted to the Board of Stewards of the Minnesota-Iowa Baptist Conference, and its decision shall be irrevocable and final.

A.13.2 Dissolution

Should conditions arise when, for any reason, the Church work cannot continue, the Church property, subject to debt repayment, shall be transferred to the Minnesota-Iowa Baptist Conference if then in existence, otherwise to the Baptist General Conference if then in existence, otherwise to such other organization which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future federal tax code.

A.13.3 Consolidation

Should conditions arise where a consolidation with another church seems advisable, upon approval of the Church membership, the Church Board shall be authorized to negotiate the terms of such a consolidation. A report setting forth the terms of the proposed consolidation shall be submitted to the Church membership for approval.

A.14 Article 14 - Doctrine

The Church accepts the Scriptures of the Old and New Testaments as the inspired record of God's revelational actions in human history and as the authoritative basis for

its doctrine and practice. The of faith drawn up and adopted by this church is regarded as an expression of the essential doctrines of grace as set forth in the Scriptures. This shall be subject to revision by the congregation as new insights from the Word of God shall indicate ways in which our faith and life may be brought into closer accord with the teachings of Scriptures.

The Church has also adopted a Covenant as a means by which its members may express their intent to accept the lordship of Jesus Christ in the life of the Church and in the affairs of daily life.

A.15 Article 15 - Amendments to the Articles

These Articles may be amended at a business meeting of the Church by a three-fourths (3/4) vote of those members in attendance and voting. For the purpose of amending the Articles, a quorum shall consist of a minimum of 25% of the active resident members (who are of legal age and have made favorable contact with the Church during the past year).

Name	Date
------	------

Name	Date
------	------

Name	Date
------	------

B. BYLAWS

The operation of Eagle Brook Church shall be governed by the provisions contained in these Bylaws. Eagle Brook Church will be referred to in these Bylaws as the "Church."

B.1 Fiscal Year

The fiscal year of the Church shall be established by the Church Board.

B.2 Elective Year

The elective year of the church shall begin on the first day of the second month of the fiscal year and continue for twelve (12) months.

B.3 Directors

Persons holding the following positions on the Church Board shall be Directors of the Church Board:

- Church Chair
- Asst. Church Chair
- Members at-large (5)

B.3.1 Church Chair

The Church Chair shall:

1. Function as the chief administrative officer of the Church Board.
2. Preside at all business meetings of the Church and all meetings of the Church Board.
3. Work with staff leadership to establish agendas for business and Church Board meetings, as well as to plan and implement the larger goals, vision and strategy of the church.
4. Perform other tasks agreed upon with the Church Board.

B.3.2 Assistant Church Chair

The Assistant Church Chair shall:

1. Perform the duties assigned to the Church Chair during absence of the Church Chair.
2. Perform other tasks agreed upon with the Church Chair or the Church Board.

B.3.3 Director At-Large

The members at-large shall:

1. Help shape strategic direction for the Church.
2. Perform other specific tasks agreed upon with the Church Chair or the Church Board.

B.3.4 Term of Office: Directors

The term of office for Church Directors shall be two (2) years. A maximum number of three (3) terms (no more than 7 years total) as a Director can be served consecutively. There shall be a lapse of at least one (1) year before the member can again serve as a Director. In cases of filling an unexpired term, serving more than one year constitutes a full term.

Elections for the following positions are held as shown in *Figure B-1. Election Years*.

Year in which term begins	
Even Year	Odd Year
Asst. Church Chair	Church Chair
Member At-Large	Member At-Large
Member At-Large	Member At-Large
Member At-Large	

Figure B-1. Election Years

B.3.5 Holding More Than One Position

No one shall hold more than one position on the Church Board simultaneously. If a person is elected to a second Church Board position, the first shall be declared vacant.

B.4 Church Board

B.4.1 Purpose

The Church Board shall be the central governing body of the Church.

Figure B-2. Church Organization Overview provides an overview of the Church Board. Responsibilities

summarized in the figure are provided for illustrative purposes only.

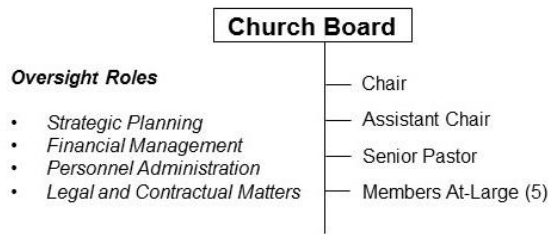


Figure B-2. Church Organization Overview

B.4.2 Voting Members

Voting members of the Church Board shall consist of the Directors of the church and the Senior Pastor. Each person shall have one vote.

B.4.3 Duties

Strategic Planning

1. Clarify the mission and purpose of the Church and ensure it is carried out.
2. Oversee management of the business and affairs of the Church, but do not direct its day-to-day activities.
3. Collaborate with the pastors and staff to approve goals and vision and to fulfill those goals.
4. Assess and strengthen the spiritual dimension of the Church.
5. Annually review the performance of the Church against its plans, including review and approval of the annual financial audit.
6. Annually evaluate the performance and compensation of the Senior Pastor and Executive Pastor.
7. Approve all major legal transactions, such as acquisition and disposal of assets.
8. In cooperation with the staff, create, appoint, oversee, and dissolve any subordinate boards and committees when the need exists, including such times as provided by the Bylaws.
9. Review the Constitution and Bylaws in light of the Church's changing needs. Consider proposed changes suggested by any Church member or organization. Recommend any needed changes to the Church. Such review is suggested a minimum of every 3 years.

Financial Management

10. Approve the operating budget and such other budgets as needed annually. These budgets shall then be presented for approval of the membership at the annual business meeting or special business meeting.
11. Annually approve auditors to review the financial records of the Church.
12. Approve non-budget requests not to exceed 5% of the approved budget for the current fiscal year. A non-budget request *approved by the Church membership* shall not be included in this annual limit.

Personnel Administration

13. Appoint Officers of the Church and prescribe the level of authority for each Officer position.
14. Define the term of office for Officers of the Church.
15. Maintain close contact with the pastors. Act as a sounding board for the Senior Pastor and staff leadership.
16. Oversee the process of hiring and termination of full-time pastoral and professional staff.

Legal and Contractual

17. Represent the Church in legal matters and oversee execution of significant contracts, deeds, mortgages, notes, and such other documents as authorized by the Church membership or the Church Board. Such documents shall be executed by any two Church Directors and/or Officers.

General

18. Review and make recommendations on any important matters to be brought before the Church.
19. Hear suggestions and concerns from Church members who request an appearance.
20. Appoint a recording secretary for the Church Board.
21. Call special Church business meetings as necessary.
22. Oversee the search to fill the Senior Pastor position.
23. Appoint delegates to meetings of Converge, Minnesota - Iowa Baptist Conference, and other like organizations requiring delegate designation.
24. Act in matters of Church discipline as discussed in Bylaws section, "Grievance Against the Pastor" (section B.10.1.2.2).
25. Appoint the chair of the Nominating Committee.
26. Perform any other duties that become apparently necessary to the successful operation of the Church.

B.4.4 Attendance and Participation

All members of the Church Board shall attend its meetings and participate actively in the functioning of the Church Board, but whenever unable to do so, shall notify the Church Chair. In the event of prolonged absence of more than three (3) months from Church Board meetings, or a change in residency which prevents active participation in Church life, the Church Board may declare the position vacant and convene the Nominating Committee to seek candidate(s) to fill it.

B.4.5 Church Board Meetings

The Church Board shall establish a regular schedule of meetings. Additional meetings may be called by the Church Chair, with a minimum of three (3) calendar days notice.

The regular meetings of the Church Board shall be open to members of the Church, who are welcome to attend as observers. At the discretion of the Church Chair, a visiting member may be invited to make a comment or answer a question. The Church Board shall have the right to close the meeting to all persons who are not members of the Church Board whenever the subject under discussion merits confidentiality.

Communication to Church Board members will be delivered in accordance with Church Board policy.

B.5 Officers

Officers of the Church are employees of the Church and consist of a President, Vice President, Secretary and Treasurer. Dual roles are allowed, but a minimum of three individuals must be in officer roles. Officers may not concurrently be Directors.

B.5.1 President

The Church Board shall appoint a President for the corporation.

The President shall:

1. Conduct the day-to-day affairs of the business of the Church.
2. See that orders and resolutions of the Church Board are put into effect.

3. Report, at meetings of the Church Board and of the members, as needed.
4. As assigned by the Church Board, have the general powers and duties usually vested in the office of President and shall have such other powers and perform such other duties as the Church Board may from time to time prescribe.
5. As assigned by the Church Board, have overall responsibility for the Church staff.
6. Maintain records and when necessary certify proceedings of the Church Board and of the members.
7. Perform other duties prescribed by the Church Board.

B.5.2 Vice President

The Church Board shall appoint a Vice President for the corporation.

The Vice President shall:

1. Assist the President in conducting the day to day affairs of the Church.
2. In the absence of the President and at his request, carry out the duties of that position.
3. Perform other duties as prescribed by the Church Board.

B.5.3 Secretary

The Church Board shall appoint a Secretary for the corporation,

The Secretary shall:

1. Assist in maintaining records for the Church Board and of the members.
2. Ensure the integrity of the governance framework.
3. Ensure compliance with statutory and regulatory requirements.
4. Perform other duties as prescribed by the Church Board.

B.5.4 Treasurer

The Church Board shall appoint a Treasurer for the corporation.

The Treasurer shall:

1. Be responsible for the overall care and custody of all Church moneys, funds and securities, and for keeping all financial records of the Church.
2. Supervise and be primarily responsible for all disbursements of funds of the Church and shall oversee the keeping of full and accurate accounts of all receipts and disbursements of the Church.
3. Oversee the deposit of money, drafts and checks in the name of and to the credit of the Church in the banks and depositories designated by the Church Board.
4. Oversee the endorsement for deposit notes, checks, and drafts received by the Church as ordered by the Church Board, making proper vouchers for the deposits.
5. Supply the President and Church Board with annual, semi-annual or other periodic financial statements as the President or Church Board may require and shall have such other powers and perform such other duties as the President or the Church Board may from time to time prescribe.
6. Participate in the annual audit of the Church's financial records and be fully supportive of independent audits which the Church Board may initiate.
7. Perform other duties as prescribed by the Church Board.

B.5.5 Term of Office: Officers

The number and qualifications (terms) of office for each Officer position is as prescribed by the Church Board.

One individual may serve in the dual role of Vice President and Secretary or Treasurer and Secretary.

B.6 Elections

B.6.1 Time

An annual election of Church Board members, and Nominating Committee members shall be held at the Annual Business Meeting. Additional elections shall be held as needed.

B.6.2 Nominations

B.6.2.1 Slate of Candidates

The Nominating Committee, elected and functioning in accordance with the Bylaws (see "Nominating Committee", section B.8.1), shall publish its list of candidates prior to an election.

B.6.2.2 Nominations from the Congregation

It shall be the privilege of any member present at the election and qualified to vote to nominate any eligible person for any position on the ballot, provided that such person consents before the vote is taken.

B.6.3 Election Voting Procedures

Unless waived by the members in attendance, voting shall be by written ballot. The ballot shall clearly indicate the term of office for which each nomination has been made.

B.6.4 Persons Elected

The following positions shall be elected by the Church membership:

- Church Board Members
- Nominating Committee Members

The candidate receiving the greatest number of votes for a position shall be elected to that position. In the case of a tie, another ballot shall be taken.

B.7 Leadership Qualifications

B.7.1 All Church Leaders

Church leaders shall be persons who by their daily lives provide spiritual leadership in the Church. However, it is recognized that each may provide different areas of strength as appropriate to their different responsibilities (Rom 12:3-8). They should be persons who are not eager for power, but eager to serve (Matt 20:25-28 and 1 Peter 5:2-3), and who recognize that God gives differing gifts not to promote pride but for the good of the body of Christ (1 Cor: 12:7).

Church leaders should be especially able to work harmoniously with other people and to encourage and

motivate others in the work of the Church. They should be faithful in fulfilling responsibilities and should have other abilities suitable to the work of the particular groups which they lead or which they serve.

B.7.2 Members of the Church Board

Any nominee for a position on the Church Board must meet each of the following qualifications:

1. A professing Christian for at least two (2) years.
2. A member in good standing of the Church.

B.8 Special Committees

With the exception of the Nominating Committee, special committees can be formed by the Church Board on an ad hoc basis and exist until the Church Board determines the specified function has been performed or that the special committee is no longer required.

B.8.1 Nominating Committee

B.8.1.1 Purpose

The Nominating Committee shall provide to the Church Board names of individuals qualified and willing to serve on the Church Board or the Nominating Committee.

B.8.1.2 Composition

The Nominating Committee shall consist of its chair, appointed by the Church Board, and four (4) persons elected by the membership.

B.8.1.3 Duties

The Nominating Committee shall be responsible to:

1. Present at each Annual Business Meeting a slate of candidates for vacant positions on the Church Board (for a list of qualifications, refer to the section, "Members of the Church Board" in section B.7.2) and on the Nominating Committee in accordance with section B.8.1.4. The Church membership shall be advised prior to the vote whenever any nominee has not been a member of the Church for at least one (1) year.
2. Present at a business meeting of the Church at least one (1) candidate to fill any Church Board position vacated prematurely.

B.8.1.4 Term of Office: Nominating Committee

The term of office is two (2) years, coincident with the elective year of the Church. The Committee chair shall be appointed by the Church Board for a term of two (2) years, and two members of the Committee shall be elected in alternating years in order to maintain continuity. Nominating Committee members are limited to one consecutive term.

B.8.1.5 Nominating Committee Vacancies

Within the Church elective year, should a *single* vacancy exist, the Church Board may fill it by appointment. If *multiple* vacancies exist, the Church Board and any remaining member(s) of the Nominating Committee will jointly assemble a slate of candidates and conduct a Special Business Meeting to fill the vacancies. Each new appointee will fill out the remainder of a specific term of office in accordance with section B.8.1.4.

B.9 Meetings

B.9.1 Public Meetings

1. The Church shall meet weekly for worship and may schedule other meetings as desired.
2. Communion shall be observed regularly at such times as the staff shall advise.

B.9.2 Church Business Meetings

B.9.2.1 Conduct of Business Meetings

Business meetings will be conducted using a simple set of rules approved by the Church Board.

B.9.2.2 Annual Business Meeting

The Annual Business Meeting of the Church shall be held in the first month of the fiscal year. The precise date shall be established by the Church Board.

B.9.2.3 Special Business Meetings

Special business meetings of the Church may be held at any time by direction of the Church Board.

A special business meeting *must* be held upon written request signed by a quorum of the membership after submittal to the Church Chair. In that case, the Church Chair will employ all reasonable efforts to call the meeting within 60 days of receiving the request and conduct the meeting within 90 days of receiving the request.

B.9.2.4 Meeting Announcement

The membership will be notified of all business meetings at least one week in advance of the meeting. Notice of business meetings shall be announced publicly at the weekend service(s) and via other means in accordance with Church Board policy.

B.9.2.5 Eligibility to Vote

All matters shall be voted on only by members who are eighteen (18) years of age or older.

B.9.2.6 Quorum

B.9.2.6.1 Definition

A quorum is the minimum number of members required to call a meeting or to conduct business.

B.9.2.6.2 Special Cases

In the following matters of particular importance, the quorum shall be 10% of the active resident members (who are of legal age and have made favorable contact with the Church during the past year):

1. Amending the Bylaws.
2. Calling or dismissing the Senior Pastor.
3. Votes taken during a special business meeting called by a quorum of the membership in accordance with section B.9.2.3.
4. In accordance with section B.9.2.3 and applicable Minnesota Statutes, a quorum of 50 members with voting rights is necessary for a *member-initiated* Special Business Meeting to be called.

B.9.2.7 Voting Procedures

Unless waived by the members in attendance, voting shall be by written ballot. Unless specified otherwise in the Bylaws, any issue being voted upon is passed if it receives a majority vote of eligible members present and voting.

B.10 Church Staff

B.10.1 Senior Pastor

The Senior Pastor shall:

1. Be characterized by the qualifications for office stated in 1 Timothy 3:1-7 and Titus 1:5-9, and the spirit of humility and servanthood called for in passages such as Matthew 20:25-28 and 1 Peter 5:1-4.
2. Teach and exhort from the Word, lead in public worship and in the administration of the ordinances, evangelize, counsel, and guide the overall program of the Church.
3. Be or become an ordained Baptist minister in agreement with the faith and practice of Converge Worldwide.
4. Have freedom of the pulpit under the guidance of the Holy Spirit.
5. Be an ex-officio member of all boards, ministry teams, and special committees of the Church.
6. Participate in an annual evaluation of the work of senior paid staff.
7. Be responsible for regular and frequent written communication to the Church congregation.

B.10.1.1 Establishment of the Senior Pastor Pastoral Relationship

B.10.1.1.1 Selection of a Pastoral Search Committee

When it becomes necessary to call a Senior Pastor, a pastoral search committee shall be appointed by the Church Board. The Church Board may serve as the search committee.

B.10.1.1.2 Extension of a Call

The recommendation of the Pastoral Search Committee and the terms of such call shall be presented to the Church at a special business meeting. Notice of such a meeting and its purposes shall have been included in appropriate publications, and announced publicly at the weekend service(s) on two (2) successive weekends prior to the meeting. A vote of three-fourths (3/4) of the eligible members present and voting shall be necessary to extend a call to anyone under consideration.

The vote shall be by written ballot. When approved by the Church, the call and its terms shall be formally sent to the candidate. Written acceptance of the call shall establish the pastoral relationship as of the date agreed by the Church Board and the candidate.

B.10.1.1.3 Conditions of the Call

The call to the pastorate shall be prepared by the Pastoral Search Committee in consultation with the Church Board.

B.10.1.2 Dissolution of the Senior Pastoral Relationship

B.10.1.2.1 Resignation

When a Senior Pastor chooses to terminate the relationship with the Church, he/she shall present a letter of resignation to the Church Board. The Church Board shall agree upon the effective date as well as the terms of the dissolution of the relationship.

B.10.1.2.2 Grievance Against the Pastor

The pastoral relationship may be dissolved as a result of grievances against the Pastor, but only after the Church Board has made every effort to resolve them.

The Church Board will move to resolve issues with the Senior Pastor directly. When deemed appropriate, the Church Board will take the matter to the congregation.

Dissolution of the Senior Pastor relationship shall require a majority vote of those members present and voting at a business meeting. The Church Board shall distribute written notice of such a meeting to all resident members at least one (1) week prior to the meeting; the notice must clearly state the grievances and the recommendation to the membership. The date as well as the terms of dissolution shall take place at the discretion of the Church Board.

B.10.1.2.3 Illness or Disability

The Senior Pastor relationship may be terminated by the Church if a pastor becomes disabled or is stricken with long-term illness (the *Definition of Disability* provided by the U.S. Social Security Admin. is used as a guideline for determining whether a long-term disability exists).

Such action may be taken, upon recommendation of the Church Board, at a regular or special business meeting and shall be by written ballot with a majority vote of the qualified members present and voting in favor of the terms of the dissolution. Written notice of such a meeting shall be distributed to all resident members at least two (2) weeks prior to the meeting; the notice must clearly state the proposed terms of the dissolution.

The date, as well as any terms of dissolution, shall take place at the discretion of the Church Board.

B.11 Church Membership

B.11.1 Qualifications

The qualifications for membership shall be as stated in the Constitution (section A.12.1).

B.11.2 Admissions

Each candidate for membership shall go through a process approved by the Church Board. In every case, candidates shall give satisfactory evidence that they have met the membership qualifications as stated in the Bylaws

B.11.3 Responsibilities

New members shall be provided with the following information: Each member of the Church is expected to attend its meetings, to work for its growth, to fittingly represent the Lord and Church in the community, and to contribute regularly and according to ability.

Members shall strive with God's help to keep their Church obligations. They shall pray for the pastors as well as other leaders of the Church and work with them in carrying out the program of the Church. They shall endeavor to preserve the unity of the Church and, if at any time they find themselves opposed to the fundamental doctrines of this Church, they shall not seek to disrupt its fellowship but shall quietly withdraw from its membership.

B.11.4 Dismissal

Members may be dismissed by transfer, letter of dismissal or termination.

B.11.5 Church Discipline

Quorum in section B.9.2.6). Notice of such amendment shall have been given at least five days prior to the meeting.

B.11.5.1 Personal Grievances

In cases of grievances between members, the persons involved shall follow the principles set forth in Matthew 18:15-16:

"If your brother sins against you, go and show him his fault, just between the two of you. If he listens to you, you have won your brother over. But if he will not listen, take one or two others along, so that every matter may be established by the testimony of two or three witnesses." [NIV]

If this procedure does not lead to reconciliation, charges in writing shall be submitted to the Church Board for consideration. Counsel shall be made available to the persons involved, and appropriate Church action shall be taken as needed.

B.11.5.2 Termination of Membership

Any member who fails to maintain contact with the Church during the previous Church year shall be considered inactive. Reasonable effort (including written notification) will be made to inform the member. If the Church is unable to make contact, or the member then fails to make a favorable contact with the Church during the next Church year, their name will be dropped from membership by approval of the Church Board.

Failure to preserve the Covenant may result in discipline by the Church Board. If a member falls into either ostentatious moral or doctrinal error, or causes division within the Church, corrective discipline may be required, in accordance with the teachings of Scripture. In all cases, restoration and reconciliation shall be desired and prayerfully sought. In matters of discipline, the investigation and action taken shall be confidential in nature.

B.12 Amendments to the Bylaws

The Bylaws may be amended at a business meeting of the Church in the manner specified in Bylaws section (see

C. CORE BELIEFS

Our Core Beliefs

Eagle Brook's core beliefs are the foundation of this church and are organized into three categories: beliefs about God; beliefs about people; and beliefs about the Church, the Bible, and Christ's return.

Beliefs About God

There is one living, sovereign God who eternally exists in three persons: Father, Son, and Holy Spirit. (*Revelation 1:8; Isaiah 43:10-11; Deuteronomy 6:4; Matthew 28:19*)

Jesus was sent by the Father to live on earth; he was fully God and fully human, yet had no sin. Jesus willingly laid down his life and, after three days, rose from the grave. In doing this, Jesus fulfilled the payment for the world's debt of sin. (*Luke 1:31, 35; 1 Corinthians 15:3; 2 Corinthians 5:21*)

The Holy Spirit was sent by the Father and Son to convict the world of sin and to empower all who believe in Jesus Christ. He lives in every believer and is a constant helper, teacher, and guide. (*John 14:16-17*)

Beliefs About People

God created people in his image, and everyone matters to God. (*Genesis 1:26-27; Genesis 5:1-2*)

All people are sinners and need God's forgiveness. (*Romans 3:23*)

Those who confess and turn from their sin, trusting in Jesus Christ, will be saved by grace and become children of God, with the promise of eternal life. (*John 3:16-17; Galatians 3:26*)

Beliefs About The Church, The Bible, and Christ's Return

Jesus Christ is the head of the church and all believing people are members. (*Ephesians 4:15-16*)

The Bible is the inspired Word of God and is the supreme authority in all matters of faith and conduct. (*2 Timothy 3:16-17*)

Jesus Christ will return and there will be a final judgment. (*Matthew 24:3, 37*)

D. MEMBERSHIP COVENANT

Membership Covenant

As a member of Eagle Brook Church, I agree and comply with the following core values we have as a church, and accept the general responsibilities of membership:

CORE VALUES

FOLLOW JESUS

Ephesians 2:8

- As a follower of Jesus Christ, I believe that he is the Son of God and that it is by **grace through faith** that I have been saved by his death and resurrection.
- I choose to follow Jesus today and every day and to share my faith with others.

SPEND TIME WITH GOD

John 15:5

- I will be committed to a life-long process of spiritual **growth** by spending time with God on a regular basis.

CONNECT IN COMMUNITY

Hebrews 10:24–25

- I will **participate in a small group** that pursues meaningful Christ-centered relationships for the purpose of transforming lives through experiencing biblically-functioning community with others.

SERVE OTHERS

Galatians 5:13–14

- I will trust God to show me my meaning and purpose by serving God and others with my spiritual **gifts**, passions and experiences.

LIVE GENEROUSLY

Philemon 1:6

- I will **generously** respond to God by supporting the needs of the church, community, and world.

GENERAL RESPONSIBILITIES OF MEMBERSHIP

PERSONAL PURITY

- To live a life of sexual **purity** according to God's standards. (1 Corinthians 6:18, 1 Thessalonians 4:3–4)

RELATIONAL INTEGRITY

- To pursue **honorable and loving relationships** with my family and among friends, co-workers, neighbors, and members of the church. (Romans 12:18)
- To **work** toward unity. (John 17:20–21)
- To **handle conflict** in a biblical, God-honoring way. (Matthew 18:15–20)
- To **refuse** to participate in gossip. (Ephesians 4:29)

ORGANIZATIONAL LOYALTY

- To **contribute** to the church through time, talents, and treasures. (2 Corinthians 9:10–12, Malachi 3:8–10)
- To **commit** to the mission, vision, values, and core beliefs of Eagle Brook Church.
- To be **responsive** to the leadership that God has established in the church. (Hebrews 13:7)
- To **pray** for the church and its leadership on a regular basis. (Ephesians 6:19–20)

INTERPERSONAL MATURITY

- To **seek to serve** more than to be served. (John 13:14–15)
- To **value, respect and honor** everyone in the church family. (Philippians 2:5–7, Romans 15:7)

E. INDEX

A

Absence	
from Church Board meetings	B-3
of Church Chair	B-1
Affirmation of Faith	A-2, C-1
Amendments	
advance posting	B-8
advanced distribution	A-3
Articles of Incorporation	A-3
bylaws	B-6, B-8
notice	A-3, B-8
quorum	A-3
Appointment	
BGC delegates	B-2
MBC delegates	B-2
recording secretary	B-2
Articles of Incorporation	A-1, A-3
amendments	<i>See Amendments: Articles of Incorporation</i>
quorum to amend	<i>See Quorum: amending the Constitution</i>
Assets	
acquisition	B-2
disposition	B-2
Audit	B-2
Auditor	
approval	B-2

B

Ballot	B-4, B-8	
tie vote	B-4	
written	B-4, B-6, B-7	
Baptism	A-2	
doctrine	C-1	
Baptist General Conference	A-1, A-2, B-2, B-6	
Budget		
annual	B-2	
approval	B-2	
operating	B-2	
other	B-2	
Business meeting		A-3
advance notice	B-5	
notice	A-3	
Robert's Rules of Order	B-5	
special	B-2, B-5, B-6, B-7	

Bylaws	A-1, A-2, B-1, B-6, B-7, B-8
amendments to	<i>See Amendments: bylaws</i>
review	B-2

C

Chair	
assistant church	B-1
church	B-1, B-3, B-4, B-5
Church	
unity	B-7
Church Board	A-1, B-1, B-2, B-4, B-7
Directors	A-1
meetings	B-1, B-3
member, prolonged absence	B-3
members	A-1, B-4
voting members	B-2
Church discipline	B-2, B-7
Committee	
appoint	B-2
create	B-2
dissolve	B-2
special	B-4
Compensation	
continuing	B-7
services rendered	A-1
Confidentiality	B-3
Constitution	A-1, A-2, B-5, B-7
quorum to amend	<i>See Quorum: amending the Constitution</i>
review	B-2
Corporation	
authority	A-1, A-2
board of directors	A-1
capital stock	A-2
consolidation	A-2
corporation	A-1
Directors	A-2
dissolution	A-2
division	A-2
duration	A-2
employees	A-2
incorporation	A-1
members	A-1
non-profit	A-1
Officers	A-1, A-2
personal liability	A-2
place of business	A-2
purpose	A-1
Counsel	B-6
Covenant	A-2, A-3, D-1

<hr/>	
D	
Director	A-2, B-1, B-2
Disability.....	B-7
<hr/>	
E	
Election.....	B-1, B-4
church board members.....	B-4
Directors	B-4
members present.....	B-4
nominating committee	B-4
tie vote.....	B-4
time.....	B-4
Elective year	B-1, B-5
Ex-officio.....	B-1, B-6
<hr/>	
F	
Favorable contact.....	A-3, B-6
Fiscal year.....	B-1, B-2
<hr/>	
G	
Goals	
long-term.....	B-2
Grievance	
between members.....	B-7
pastoral.....	B-7
<hr/>	
I	
Illness	B-7
Internal Revenue Code	A-1, A-2
<hr/>	
L	
Leadership	
staff.....	B-1, B-2
Legal	B-2
age	A-3, B-5, B-6
approve major transactions.....	B-2
document approval.....	B-2
Lord's supper.....	B-5
<hr/>	
M	
Meeting.....	B-5
advance announcement	B-5
<hr/>	
annual business.....	B-2, B-4, B-5, B-8
business	A-3, B-1, B-2, B-4, B-5, B-6, B-7, B-8
church board	B-1, B-3
Church Board means of advance notice	B-3
Church Board minimum notice	B-3
public	B-5
Member	
ex-officio.....	B-1
resident	A-3
Member at-large	B-1
Membership	B-7
church	A-2, B-2, B-4, B-5, B-7
dismissal.....	B-7
dismissal by erasure.....	B-7
dismissal by transfer	B-7
process.....	B-7
responsibilities.....	B-7
seminar	A-2, B-7
termination	B-8
Minnesota - Iowa Baptist Conference.....	A-1, A-2, B-2
board of trustees	A-2
Minnesota statutes	A-1
<hr/>	
N	
Nominating Committee.....	B-3, B-4, B-5
appointment of chair	B-2
members.....	B-4
publish list of candidates	B-4
vacancy	B-5
Nominations.....	B-4
Nominee.....	B-4, B-5
Non-budget requests	B-2
Notice	
special business meeting	B-6
<hr/>	
O	
Officer	A-1, A-2, B-2
appointed by the Church Board.....	B-2
chief administrative	B-1
Officers.....	B-3
Ordinances	B-6
Organization	
Director.....	A-1
doctrine.....	A-2
<hr/>	
P	
Pastor	
senior	B-2, B-6, B-7
Pastoral relationship	
dissolution.....	B-7

grievance.....	B-7
resignation	B-7
terms of dissolution	B-7
Pastoral search committee.....	B-6
Performance evaluation	
church	B-2
senior staff	B-6
Personnel	
annual evaluation	B-6
Petition	B-7
President	B-3
Profession of faith	A-2
Property	
mortgaging.....	B-5
Pulpit	
freedom of the.....	B-6
notification from.....	A-3

Q

Qualifications	
all church leaders	B-4
church board members.....	B-4, B-5
church membership	B-7
membership.....	A-2, B-7
Officers.....	A-1
Quorum	B-6
amending the bylaws	B-6
amending the Constitution	A-3
calling a pastor	B-6
calling special business meeting	B-5, B-6
definition.....	B-6
dismissing a pastor.....	B-6
votes taken in special business meeting	B-6

R

Reconciliation.....	B-8
Recording secretary	
appointment	B-2
Records	
financial.....	B-2
Reports	
consolidation	A-2
Robert's Rules of Order	B-5

S

Senior pastor	B-2, B-6, B-7
---------------------	---------------

calling.....	B-6
qualifications.....	B-6
Senior staff	B-6
Slate of candidates	B-4, B-5
Social security.....	B-7
Staff	
hiring.....	B-2
termination	B-2

T

Term of office.....	B-4
Directors	B-1
nominating committee	B-5
Officers.....	A-1
Term of Office	
Officers.....	B-3
Treasurer	B-3
Trustee board	
MBC	A-2

V

Vacancy	
Nominating Committee	B-5
Voting	
election procedures	B-4
eligibility.....	B-5
majority.....	B-6
mortgaging of property.....	B-5
purchase of property	B-5
rights	A-2
sale of property.....	B-5

W

Worship	A-1, B-6, C-1, D-1
Sunday	B-5

Y

Year	B-8
elective.....	B-1, B-5
fiscal	B-1, B-2