

MANNA FELLOWSHIP CHURCH, INC.
BYLAWS

Introduction

Bylaws are the Operating Manual for the corporate affairs of the Church. The Constitution defines our biblical purpose and philosophy of ministry and declares the basic governing structure of the church. Under the Lordship of Jesus Christ, the Members of the Congregation exercise human authority over the affairs of the church and the legal corporation. Final decision-making authority rests with the congregation as a whole, not with one or more leaders, or anyone outside the local church. (Matt. 18:17)

The Bylaws provide procedural details about how we implement the Constitution to govern the Church as we accomplish our mission. Through the Bylaws, the Congregation delegates authority to the leadership structure of the church and authorizes various internal rules for decision-making and action. The Bylaws provide the designated leadership with sufficient authority and flexibility to get things done with efficiency and effectiveness. Efficiency is doing things right. Effectiveness is doing the right things. Bylaws provide for sufficient checks and balances to trust strong pastoral leadership but to verify, through accountability to our Constitution, to the Congregation, and to the Word of God.

In order to carry out the Constitution, the following Bylaws are adopted by the Church for the government of the corporation.

Statement of Faith

Faith and Practice.

Statements of Faith are a witness to the world and are instruments of doctrinal accountability. Our living faith is established upon eternal truths. Thus, we state for our time those articles of the Christian faith which are most surely held among us. We pledge our faithfulness to the doctrines revealed in Holy Scripture and our commitment to honor God and His Word above all else, in the course of our ministry activities.

Supplemental Statements

This congregation affirms the Statement of Core Beliefs, appended hereto as Attachment 1, incorporated herein. We also affirm the Statement on Marriage and Human Sexuality, appended hereto as Attachment 2, and incorporated herein.

Membership

General Qualifications. The qualifications for Church membership are as follows:

- a. A personal public profession of saving faith in Jesus Christ as Lord and Savior;
- b. Baptism by immersion as a believer as a symbol of conversion;
- c. Completion of our new members class (Meet & Greet) or meeting with a pastor covering same information as new members class.
- d. Affirmation of our Statement of Faith and the Members' Covenant.

Alternative Methods for Receiving Members.

- a. Admission By Baptism. A believer meeting the other qualifications in this Bylaw, and upon recommendation of the Ministry Staff, may be admitted into membership following scriptural baptism by immersion. Baptism is an act of obedience symbolizing the believer's faith in a crucified, buried and risen Savior. Baptism pictures the believer's death to sin, the burial of the old life, and the resurrection to walk in newness of life in Christ Jesus. It is a testimony to his faith in the final resurrection of the dead.
- b. Admission By Letter. A member in good standing in another church of like faith and practice may be admitted as member of this Church, if otherwise qualified under these bylaws, by presenting a letter of transfer of membership from such church. A church has like faith and practice if it affirms Jesus Christ as the only means of salvation and holds to scriptural baptism as defined herein.
- c. Admission By Statement of Prior Experience of Baptism and Membership. A person moving from another church of like faith and practice, otherwise qualified under these bylaws, may be admitted as member of this Church upon statement of prior experience of baptism and membership. This method applies to persons who cannot furnish a letter from another church for reasons satisfactory to the Ministry Staff. This method may also apply to persons who are requesting restoration of membership after discipline. Normally a person will be counseled to seek restoration from the church imposing discipline before transferring membership to our church.
- d. Vote to Receive Members. At any regular meeting for worship or any business meeting, the Church may, without prior notice, act upon the admission or transfer of members.

Responsibilities of Each Member

- a. Each member is expected to be faithful in all the duties essential to the Christian life, to attend faithfully the services of this church, to give regularly for its support and its causes, and to share and serve in its organized work.
- b. Each member affirms and practices the principles of the Members' Covenant.

Termination of Membership -- Resignation of Member.

A member may resign at any time. The resignation of a member does not relieve the member from any obligations the member may have to the corporation as a result of obligations incurred or commitments made prior to resignation, pursuant to 355.206. Neither does resignation automatically remove the former member from disciplinary action by the church.

Termination of Membership -- Church Discipline

The Church affirms a policy and procedure for church discipline, appended to these bylaws as Attachment 3, an incorporated by this reference.

Suspension of Membership -- Voting Rights

- a. A member's voting rights may be temporarily suspended and a member's status may be classified as "not in good standing," or "inactive," upon recommendation by the Lead Pastor, and by majority vote of the Board of Trustees, for reasons including but not limited to:
 1. The member has not attended worship services regularly or contributed financially to the Church's ministry for the most recent one year, without mitigating circumstances known to the Board;
 2. The member has significantly failed to affirm or practice the Church Covenant, without mitigating circumstances known to the Board;
 3. The member has engaged in other actions or attitudes that dishonor the Lord and His Church.
 4. Conduct warranting discipline as outlined herein, but for which the process has not yet been completed, may also warrant temporary suspension of membership and voting rights, pending the completion of the discipline process.

Restoration of Membership

- a. Upon evidence of the excluded person's repentance and spiritual restoration under supervision of Ministry Staff, and upon the person's request and the recommendation of Ministry Staff, the Church may restore such person to membership by a majority vote at a members' meeting.
- b. Restoration may take the following steps: Public confession to the church body; evidence of repentance; and one-on-one accountability with a Ministry staff member for at least three (3) months.

Membership Meetings

Annual Meeting.

- a. The Annual Meeting is to be held within the first two months of each year at the time to be set in a written notice to members.
- b. Missouri law requires that a corporation hold at least one meeting annually, called the "annual meeting." R.S. Mo. §355.231 The bylaws are to fix a date or provide a formula for determining the date.
- c. Notice will be provided prior to the meeting, as described below.

Regular Meetings.

- a. Regular Membership Meetings will be scheduled as deemed necessary by the Board.
- b. Notice will be provided prior to the meeting, as described below.

Special Meetings.

- a. A special meeting may be called by the Lead Pastor, by written request to the Chairman of the Board, stating the date and time, and the business reason for the meeting. Notice will then issue as provided in the bylaws.
- b. A special meeting may be called by motion adopted by the Board, or if four or more trustees present a written request to the Board Chairman, stating the date and time, and the business reason for the meeting. Notice will then issue as provided in the bylaws.
- c. A special meeting may be called by a writing submitted to the Board Chairman with signatures of 10% of the number of the active Church Members Roll, as of the date of submission.

Notice of Meetings.

- a. Pursuant to R.S. Mo Section 355.251, the church corporation gives notice to its members of the place, date and time of each annual, regular and special meeting of members, **no fewer than ten (10) days**, or if notice is mailed by other than first-class or registered mail, no fewer than thirty (30) days, nor more than sixty (60) days before the meeting date.
- b. Announcement at Church Services. The Notice of any business meeting must be read in Sunday worship services at least two Sundays in advance of the meeting date.
- c. Electronic Notification. The Notice of any business meeting will be transmitted by electronic mail to all members at the address furnished to the Executive Assistant or contained on the church rolls. Members are responsible to be sure the email address on record is correct and current. Notice will also be posted on the church Website or Facebook page.
- d. Notice of an annual or regular meeting includes general description of any matter which must be voted on by the members at the meeting.
- e. Notice of a special meeting includes statement of the motion or recommendation, or at least a description of the matter for which the meeting is called, and no other business can be conducted which is outside the scope of that notice.
- f. Special Matters Notice. R.S. Mo. Section 355.251.5, states: “When giving notice of an annual, regular or special meeting of members, a corporation must give notice of a matter a member intends to raise at the meeting if requested in writing to do so by a person entitled to call a special meeting, and the request is received by the Board Chairman, Secretary, or President of the corporation at least ten days before the corporation gives notice of the meeting.”
- g. Notice after Adjournment to new date. R.S. Mo. Section 355.251.4 states: “Unless these bylaws require otherwise, if an annual, regular or special meeting of members is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed under section 355.261, however, notice of the adjourned meeting must be given under this section to the members of record as of the new record date.”

Location of Meetings.

Annual and regular membership meetings may be held at the place stated in or fixed in accordance with the bylaws. If no place is otherwise stated or fixed, said meetings shall be held at the corporation's principal business address, or at such other location as may be specified by the board of trustees.

Moderator.

The Moderator or an acting moderator presides or moderates at all membership meetings. The Moderator oversees giving notice, preparing the agenda, conducting business sessions, recording the vote, preparing and reviewing the minutes of all membership meetings, as provided in the bylaws. A Policy on Moderator's Duties is Attachment 4, hereto, incorporated by this reference. The Moderator is an elected officer as provided herein.

Agenda of Meetings.

- a. At the annual or regular meetings, the Agenda will include: (1) The president and chief financial officer shall report on the activities and financial condition of the corporation; and (2) The members shall consider and act upon such other matters as may be raised consistent with the notice requirements of section 355.231 and subsection 2 of section 355.286.
- b. The Lead Pastor, the Chairman of the Trustees, and the Moderator cooperate in the preparation of the agenda.

Quorum.

- a. The quorum for regular or annual business meetings is ten percent of the Membership Roll, except as may be otherwise required by the governing documents for certain motions on certain subject matter.
- b. Pursuant to Section 355.281, R.S. MO:
 1. Quorum is 10% of active members. Unless the articles or bylaws provide for a higher or lower quorum, ten percent of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum on that matter.
 2. A bylaw amendment to decrease or increase the quorum for any member action must be approved by the members.
 3. Unless one-third or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.

Voting

- a. Every active member of the church who is eighteen (16) years of age or older, present in person at a Church Membership Meeting, has the right to one vote on all matters properly presented at such meeting, unless such person is disqualified to vote or suspended by action of the Board of Trustees, as provided in these Bylaws.
- b. Most motions and business may be approved by a simple majority of votes cast, unless a larger majority is required by the governing documents.
- c. A member may be disqualified, expelled or suspended from voting at particular meetings or on particular matters, in a process substantially similar to R.S. Mo 355.211 or other process adopted by the Board of Trustees and approved by the membership. See Church Discipline Policy and Procedure.

Parliamentary Authority.

In all church business meetings, the Church will be guided by I Corinthians 14:40.

Non-Members at Meetings.

Non-members are welcome to attend all regular and special business meetings, except for executive sessions called by the moderator. Non-members may not, however, participate by questions, comments, or presentations, unless, by a majority of votes cast, or by unanimous consent, the body allows a professional advisor or guest presenter speak. In no event will non-members be permitted to vote on church business, and any improper votes cast will be rejected by the tellers or the moderator. The moderator always has discretion to direct a non-member to leave the room or the premises because of the guest's disruptive conduct or attitude, or because of needed privacy.

Action by Consent without Member Meeting.

- a. If authorized by motion by the Board of Trustees, and pursuant to 355.246, any action required or permitted by Chapter 355 RS Mo to be approved by the members may be approved without a meeting of members if the action is approved by members holding at least eighty percent of the voting power. (80% of all eligible voting church members)
- b. The action must be evidenced by one or more written consents describing the action taken, signed by those members representing at least eighty percent of the voting power, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.
- c. If not otherwise determined under section 355.241 or 355.261, the record date for determining members entitled to take action without a meeting is the date the first member signs the consent under this section.
- d. A consent signed under this section has the effect of a meeting vote and may be described as such in any document filed with the Secretary of State.
- e. Written notice of member approval pursuant to this section shall be given to all members who have not signed the written consent. If written notice is required, member approval pursuant to this section shall be effective ten days after such written notice is given.

Action by Written Ballot.

- a. If authorized by majority vote of the Board of Trustees, and pursuant to R.S. Mo. 355.266, any action which may be taken at any annual, regular or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter, and listed on the active Church Member Roll.
- b. R.S. Mo. Section 355.266 states:
 1. Unless prohibited or limited by the articles or bylaws, any action which may be taken at any annual, regular or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter.
 2. A written ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action.
 3. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
 4. All solicitations for votes by written ballot shall:
 - 1) Indicate the number of responses needed to meet the quorum requirements;
 - 2) State the percentage of approvals necessary to approve each matter other than election of directors; and
 - 3) Specify the time by which a ballot must be received by the corporation in order to be counted.
 5. Except as otherwise provided in the articles or bylaws, a written ballot may not be revoked.

Actions Requiring Member Approval.

The vote of the membership of this Church at a properly convened meeting is required to effect the following actions:

- a. Adoption of annual budgets of the Church;
- b. Approve any proposed expenditure of Church funds when such expenditure is over 2% of the approved budget.
- c. Buying, selling, mortgaging or other transactions regarding real property for the church;
- d. Adopting, amending, or repealing the Governing Documents of this church, including the Statement of Faith;
- e. Authorization of Dissolution, under R.S. Mo. Section 355.671, or Articles and Plans of Dissolution, under R.S. Mo. Section 355.666;
- f. Authorization to sell, lease, exchange, or otherwise dispose of all or substantially all of its property. May require 2/3 vote of members and certain notice provisions detailed in R.S. Mo. Section 355.656. As a public benefit corporation, the church also must give written notice to the attorney general twenty days before it sells, exchanges, or otherwise disposes of all, or substantially all, of its property;

- g. Any other action allowed or reserved exclusively to members in a corporation that has members, under Chapter 355, R.S. Mo, or federal law.

Pastoral Leadership

Leadership Structure.

The Manna Fellowship Church government is built around these areas of authority and leadership:

- a. The Congregation
- b. The Board of Trustees
- c. The Lead Pastor
- d. The Ministry Staff
- e. The Ministry Team Leads
- f. The Deacons

The Lead Pastor: Role and Duties

- a. The Lead Pastor is responsible for leading the church in functioning as a New Testament church, and for overseeing all areas of church leadership and government, as set forth in these bylaws and the Policy regarding the Lead Pastor. The Lead Pastor shall lead the church in its vision, mission, goals and spiritual direction.
- b. The Lead Pastor serves as *ex officio* President of the corporation, unless he waives the right.
- c. The Lead Pastor is not a member of the Board of Trustees.
- d. The Lead Pastor or his Ministry Staff designee may attend any meeting of the Board or committee, standing or special, unless the Board requests an executive session.
- e. The Lead Pastor leads the staff and is responsible for all staff decisions and day-to-day operations.
- f. The Lead Pastor oversees the administration of the ordinances of the Church: Baptism and the Lord's Supper.
- g. The Lead Pastor initiates the process of an ordination council, to ordain, license, or commission individuals as ministers of the Gospel; oversees the administration of all services for Christian marriage, funerals or other ceremonies held on church premises or officiated by church staff.
- h. The Lead Pastor feeds the church, being faithful to give attention to prayer and the ministry of the Word (Acts 6:4). The Lead Pastor preaches the Gospel regularly and must be at liberty to preach the whole counsel of the Word of God as the Lord leads him (Acts 20:27; 1 Tim. 4:11-14; 2 Tim. 4:1-5).
- i. The Lead Pastor is charged with guarding the congregation in the purity of the faith both in doctrine and lifestyle.

Personal and Spiritual Qualifications of Lead Pastor

- a. The Lead Pastor has the qualifications given in 1 Timothy 3:1-7; Titus 1:5-9; Acts 6:1-4.
- b. The Lead Pastor must be male in accordance with God's design and role assignments for the church (1 Timothy 2:11-13; 3:2; Titus 1:6).
- c. The Lead Pastor must have, at a minimum, a Bachelor's Degree and five years of experience in pastoral ministry.
- d. The Lead Pastor faithfully and financially supports the church with tithes and offerings and is in agreement with Manna Fellowship Church Leadership Covenant.
- e. In order to continue to submit to the Headship of Christ over the church, the Lead Pastor must be faithful in prayer, searching the scriptures (Acts 6:1-4) and must allow input from the church leadership and the congregation as he gives spiritual direction.

Selection of Lead Pastor

- a. When the position of a Lead Pastor is vacant, the selection of a new Lead Pastor will follow the process outlined in the Policy on Selection of Lead Pastor, Bylaw Attachment 8 incorporated by this reference.

Dismissal of Lead Pastor

- a. The dismissal of a lead pastor will follow the process outlined in the Policy on Dismissal of Lead Pastor, Bylaw Attachment 8 incorporated by this reference.

Board of Trustees

Number.

The Board of Trustees is comprised of a minimum of three to maximum of **eleven** voting members. The larger number may be changed by amendment to this bylaw, but the number must always be an odd number, to avoid tie votes.

Qualifications for Trustees.

- a. Trustees must be active members of the church during their service.
- b. A Trustee candidate must have, during the two years prior to first nomination, been a member of Manna Fellowship Church, have faithfully and financially supported the church with tithes and offerings, have been actively involved in ministry at Manna Fellowship Church, and have fully subscribed to the church's vision, mission, goals and values. He must affirm the Statement of Faith, the Member Covenant, and the Leadership Covenant.
- c. After election, the trustee continues to be an active church member fully supporting the church as above described, throughout his term of service.
- d. No church employee will serve as a trustee or officer of the corporation.

Selection of Trustees.

- a. The initial trustees are appointed by the incorporator and affirmed by the organizational meeting of the congregation. Initial trustees are not required to meet the tenure requirements.
- b. At the Annual Board meeting, the Board will nominate a sufficient number of persons to meet the statutory minimum requirement (3) and to fill vacancies necessary for the staggering of terms of Board members.
- c. The Board will have three *ex officio* officers: the Corporate Secretary, the Corporate Treasurer, and the Chairman of Deacons / Head Deacon. The Lead Pastor will serve as President of the Corporation and as a voting member of the Board.
- d. New Board members are nominated by the then current Board members, confirmed by a simple majority vote of the congregation at the Annual Membership Meeting.
- e. Board members may serve indefinitely as long as they meet the qualifications.

Meetings of Board.

- a. The Board has a regular meeting each month, which normally occurs on the last Thursday of each month, at a time and place set by the Chairman, in consultation with the Lead Pastor.
- b. Agenda is prepared by staff in consultation with the chairman and emailed to all members with the courtesy notice of the meeting, discussed below.
- c. Unless otherwise specified in the governing documents, business items voted on by the Board require an affirmative vote of a simple majority of votes cast in order to pass.
- d. Voting. At all meetings of the Board, each Trustee has one vote on any business coming before the board, subject to cases of conflict of interest which disqualify an affected trustee.
- e. Quorum: The quorum for Board meetings is of half the eligible trustees.
- f. Conferencing by electronic media. In lieu of physical presence at meetings, one or more or all board members may participate by electronic media, including telephone or internet conferencing, Skype, FaceTime, or the equivalent, which permits all parties to hear all other parties and to participate in discussion and voting. Participation by such means shall constitute presence in person at a meeting.
- g. Lead Pastor or his staff designee may attend any meeting of the board, unless the board calls for executive session.
- h. The corporate secretary or his designee will record minutes of each meeting, which will be submitted for approval at the next regular meeting, signed by the secretary or chairman, and filed in the church permanent file.

Notice of Meetings.

- a. Regular Meetings. Although notice is not required by law for annual and regular meetings of the board, courtesy notice will be sent 7 days in advance of such meetings, with a proposed agenda listing staff recommendations, proposed action items, and background information from staff reports as may be helpful. Notice may be sent by email from the church office, to the email addresses of record.
- b. Special Meetings. A special meeting of the Board must be preceded by at least four days' notice to each Trustee of the date, time, place, and purpose of the meeting.

- c. Trustees may waive notice, before or after a meeting, in writing, where after such meeting is valid for all purposes. A Trustee who is present at any meeting and who has not objected, prior to the meeting or at its commencement, the lack of notice to him, is deemed to have waived notice of such meeting. In any case, any acts or proceedings taken at a Trustees' meeting not validly called or constituted, are made valid and fully effective by ratification at a subsequent Trustees' meeting that is legally and validly called.
- d. R.S. Mo. Section 355.386. says:
 - 1. Unless the articles or bylaws provide otherwise, or except as otherwise provided in this section, regular meetings of the board may be held without notice.
 - 2. Unless the articles or bylaws provide otherwise, special meetings of the board must be preceded by at least two days' notice to each director of the date, time, place, and purpose of the meeting.
 - 3. Unless the articles or bylaws provide otherwise, the presiding officer of the board, the president or at least twenty percent of the directors then in office may call and give notice of a meeting of the board.

Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board. See R.S. Mo. Section 355.381

Removal. Any Trustee may be suspended by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken. Upon recommendation of the Board and the Lead Pastor, the corporate members remove a trustee by majority vote at a regular or special members meeting.

Resignation. Any Trustee may resign from office at any time by delivering a resignation in writing to the Chairman or Secretary of the Board of Trustees, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Vacancies. Any newly created Trusteeships and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Trustees then in office at any Trustees' meeting. A Trustee elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor, unless replaced by vote of the church congregation.

No Compensation. Trustees serve without compensation. Reasonable expenses incurred in service may be reimbursed. Trustees who perform other services for the corporation unrelated to their duties as trustee may be paid reasonable compensation for such services, provided that proper disclosure is made pursuant to the conflict of interest policy in the Bylaws.

Removal of Trustees.

- a. Issues concerning disciplinary actions or removal of a Board member must be posted on the Board's meeting agenda and communicated in writing to each trustee seven days prior to the meeting.

- b. If it becomes apparent that a Board member should not serve, that member may resign, or by two-thirds vote of the Board, excluding the subject Board member, be immediately suspended from the Board, pending removal by the congregation. The position will remain vacant until the congregation elects a replacement.
- c. The Board has the authority to call a Membership Meeting to initiate the procedures to remove a Board member, based upon a written request of four Board members, excluding the subject member, as provided herein. In addition, any complaints or concerns regarding Board members should be directed to and handled by the Board.

Officers of Corporation.

- a. Corporation Officers required by law, §355.431 R.S. Mo are President, Secretary and Treasurer. Other Corporate officers are Vice President, Deacon Chairman, and Moderator. The same individual may simultaneously hold more than one office of the corporation.
- b. Officers are nominated by the Board, and approved by vote of the congregation, except that
 - 1. The Lead Pastor serves as *ex officio* President unless he waives this right.
 - 2. The Chairman of the Board serves as successor *ex officio* President of the Corporation, if the Lead Pastor does not serve.
 - 3. The Deacon Body nominates the Chairman of Deacons / Head Deacon.

Qualifications for Officers.

- a. No church employee or member of his immediate family serves as an officer of the corporation, except when the Lead Pastor serves as President, in which case no additional compensation is paid for performing the duties of this office.
- b. Officers Must Be Members. All church officers must be active members of the church during the time they hold office, except that the church may retain the services professional advisors who are not members.
- c. Officers serve without compensation. An Officer is not compensated to perform the duties of his office.

Officers of Board.

- a. Board Officers include a chairman, vice-chair, secretary and treasurer. Their duties are as follows:
 - 1. The Chairman shall convene regularly scheduled board meetings, shall preside or arrange for another member of the Board to preside at each meeting. The chairman may sign, with the Secretary, or any other proper Officer of the Corporation thereunto authorized by the Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Trustees have authorized to be executed, except in cases where the execution thereof shall be expressly delegated by the Trustees or by these Bylaws to some other Officer or agent of the Board, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Trustees from time to time.
 - 2. The Vice-Chair performs duties of the chair in the absence of the Chairman.
 - 3. The Secretary is responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting

announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. The treasurer shall make a report at each Board meeting.

4. The Treasurer assists in the preparation of the budget and assists in preparation of financial reports to the Board and to the church membership. He makes financial information available to Board members when needed.
5. The Board may elect other officers and prescribe other duties, as it deems proper.
- b. Removal of Officers. Board Officers may be removed in the discretion of the Board, by simple majority vote of the Board, the person being removed not participating or voting, if he is also on the board.
- c. Any trustee can request a special Board meeting and can move to add items to meeting agenda. The Chairman or a majority of trustees may call a special meeting, by giving written request to the chairman and 7 days advance notice in writing to all trustees. The notice must contain the subject matter of the meeting.
- d. All meeting agendas should be published and reasonable prior notice given, 7 days in advance when feasible.

Duties of President.

- a. The President shall, subject to the control of the Board of Trustees, supervise and control the affairs of the corporation and the activities of the officers. He shall perform all duties incident to his office and such other duties as may be required by law, by the governing documents, or which may be prescribed from time to time by the Board of Trustees.
- b. He may attend, but not vote, at all meetings of the Board of Trustees, unless the Board goes into executive session.
- c. Except as otherwise expressly provided by law or by the governing documents, he shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Trustees.

Duties of Secretary.

- a. Certify and keep at the principal office of the corporation the original, or a copy of the current governing documents.
- b. Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all business meetings of the members, and of all meetings of the trustees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof, including any attachments.
- c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d. Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.
- e. Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

- f. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him from time to time by the Board of Trustees.

Duties of Treasurer.

- a. The Treasurer shall be the Chief Financial Officer of the Corporation, and shall relate to the Executive Assistant. and shall, in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him from time to time by the Board of Trustees.
- b. Subject to the provisions of these Bylaws, the Treasurer shall oversee and in conjunction with CPA:
 - 1. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees.
 - 2. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
 - 3. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Trustees, taking proper vouchers for such disbursements.
 - 4. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
 - 5. Exhibit at all reasonable times the books of account and financial records to any trustee of the corporation, or to his or her agent or attorney, on request therefor.
 - 6. Render to the President and Trustees, whenever requested, an account of any or all of his transactions as Treasurer and of the financial condition of the corporation.
 - 7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Deacons

The Purpose and Roles of the Deacons

- a. Deacons are servants of the church. (Acts 6:1-6)
- b. The Deacon supports the Lead Pastor and all staff in leading the church to recognize and perform its vision, mission and goals. Deacons will be charged with ministering to assigned families through prayer, leading, encouraging, caring for and communication. In addition, Deacons should seek to be a blessing to the church as a whole and in the community. Deacons will assist in the serving of the Lord's Supper.
- c. The number of Deacons will be based upon the size and needs of the church and will assist the Lead Pastor in care, support and love of the congregation. The goal is to have one deacon per every eight to ten families. The Lead Pastor will lead the Deacons, working closely with the Head Deacon.

The Qualifications of the Deacons

- a. The Deacons must meet the scriptural qualifications as found in Acts 6:1-8 and 1 Timothy 3:8-13. Deacons should have a humble, approachable spirit of a servant and teacher. They should be spiritually mature and viewed as servant leaders among the congregation. They are to be faithful to the church's responsibilities and in attending services and functions of the church.
- b. A Deacon must have been a member of Manna Fellowship Church for at least six months prior to their selection as a Deacon, have faithfully and financially supported the church with tithes and offerings, have been actively involved in ministry at Manna Fellowship Church for at least one year, and fully subscribe to the church's vision, mission, goals, values and Manna's Leadership Covenant.

The Selection of the Deacons

- a. Deacons can be recommended for consideration by the congregation, all staff, committees and boards.
- b. All recommended candidates will be reviewed and vetted by the Board. Approved and nominated Deacons, by a two-thirds vote of Board, will be submitted to the congregation for a vote of approval by the congregation in a regular Membership Meeting.
- c. Deacons may serve indefinitely based upon a review process, without further vote as long as the qualifications of Deacon are upheld.
- d. A Head Deacon will be nominated by the Board of Trustees and will serve indefinitely as long as they meet the qualifications.

The Dismissal of a Deacon

- a. Issues concerning disciplinary actions or removal of a Deacon must be posted on the Board's meeting agenda seven days prior to the meeting and communicated to the Board.
- b. Any concerns, complaints and issues concerning Deacons should be brought to the Head Deacon and the Lead Pastor prior to bringing it to the Board of Trustees. The Lead Pastor will work with the Board to initiate needed steps based upon Biblical principles. If it is found that a Deacon needs to be removed from active status, the Lead Pastor will recommend, and the Board will confirm the recommendation by an affirmative vote of a majority of votes cast. If the subject deacon is also on the board of trustees, he will not participate or vote on the motion.

Ministry Staff

Ministry Staff

The Lead Pastor has authority to select, hire and dismiss all Ministry Staff. The purpose of this group is to create, develop and coordinate teams of volunteers and lay workers to carry out programming that ensure the Vision, Mission and Goals of Manna Fellowship Church are being carried out on a daily basis. All Ministry Staff is responsible to the Lead Pastor. All Ministry Staff members are required to be professed believers in Jesus Christ, members of Manna Fellowship Church, live and abide by Manna's Leadership Covenant.

Ministry Team Leads

- a. A Ministry Team Lead is an individual chosen from the leadership of a particular team to represent that group. A Ministry Team Lead serves as a channel of communication to and from various ministries. Ministry Team Lead meetings are a time for open exchange of ideas and information.
- b. A Ministry Team Lead commits to serve a one-year term and may be appointed for an additional term.
- c. Ministry Staff and Executive Staff determine which ministry areas are represented, as well as the number of representatives.
- d. A Ministry Team Lead meeting is not an official business meeting of Manna Fellowship Church. However, the Ministry Team Leads can call for a special business meeting as specified under the Organizational Business Meetings.

Qualifications of Church Leaders

Leadership Qualifications

All persons who hold any position of leadership (including but not limited to trustees, officers, ministry staff and employees, deacons, teachers, must meet and maintain the following spiritual qualifications for ministry leadership:

- a. Has accepted Jesus Christ as personal Savior.
- b. Is an active member of the Church.
- c. Teaches no doctrine contrary to the “Statement of Faith.”
- d. Provides systematic spiritual, financial and physical support to the Church’s ministry.
- e. Is known for a dedicated and obedient Christian life according to the standards of God’s Word and our Church Members’ Covenant and will purpose to put any sin, including doubtful conduct and conversation, out of his/her life so that the resulting influence is helpful rather than a hindrance.
- f. Fulfills such specific biblical requirements as may apply to the position of responsibility.

Budget and Fiscal Year

Budget

The Ministry Staff will develop an annual budget to coincide with the fiscal year. The Board will then review, adjust and approve the budget and present the recommended budget at the Church Membership Annual Meeting, or other meeting directed by the Board.

The board may spend up to 2% in expenditures not approved in the annual budget.

Fiscal Year End

The fiscal year end of the corporation is December 31.

Records and Reports

Records maintained.

The Church shall maintain and keep the following records and reports in the Church office:

- a. An accounting system that provides financial records with actual and detailed information on receipts, disbursements, balances, and the financial condition of the Church;
- b. Written minutes of all Church business conferences and all Management Team meetings;
- c. A listing of the Church's real and personal property, fixed assets, and insurance records;
- d. A record of the members of the Church, listing the names and addresses of all members;
- e. Annual contribution statements for all contributors; and,
- f. A certified copy of a written report from the latest independent annual audit, if any, of the Church's financial statements.

Member's right to inspect membership List.

- a. Pursuant to R.S. Mo Section 355.271, after fixing a record date for a notice of a meeting, the corporation shall prepare an alphabetical list of the names and addresses of all its members who are entitled to vote at the annual meeting.
 1. A member, a member's agent or a member's attorney is entitled on written demand to inspect the list, at a reasonable time, during the period it is available for inspection.
 2. A member has the right to have a list of members names and addresses available for inspection by any member for the purpose of communication with other members concerning any meeting, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the corporation's principal office or at a reasonable place identified in the meeting notice.
 3. The corporation must make the list of members available at the meeting, and any member, a member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.
 4. If the corporation refuses to allow a member, a member's agent or a member's attorney to inspect the list of members before or at the meeting, the circuit court of the county where a corporation's principal office, or, if none in this state, its registered office, is located, on application of the member, may summarily order the inspection and may postpone the meeting for which the list was prepared until the inspection is complete, and may order the corporation to pay the member's costs, including reasonable counsel fees, incurred to obtain the order.

Confidentiality of Church Records:

- a. No member shall have the right to inspect the church records as to; (i) the disciplining of any members, (ii) the hiring or firing of any employee, (iii) the need or problems of any member or employee, (iv) the financial contributions of any member, or (v) any other records which the Board of Trustees may determine to be kept confidential in the best interests of the church;
- b. Except that only as to item (v) of this Bylaw, the congregation in any special business meeting may approve a motion by simple majority vote to require that such records be produced for inspection by designated members.

Ordination, Licensing and Commissioning

Ordination, Licensing, and Commissioning

The Lead Pastor shall have authority to initiate the process of an ordination council, license, or commission individuals as ministers of the Gospel, and to perform the ordinances and ceremonies of the church including, but not limited to, marriage, baptism, communion and funerals.

Legal Liability and Indemnification

Indemnification

- a. The Manna Fellowship Church may purchase and maintain a policy of insurance on behalf of any agent of the Manna Fellowship Church (including a trustee, officer, employee or other agent of the Manna Fellowship Church) against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.
- b. The Manna Fellowship Church may, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or trustee of the Manna Fellowship Church against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, interest, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed claim or legal action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding to have committed acts or omissions in bad faith, in breach of fiduciary duties, or in the absence of a reasonable belief that such action was in the best interests of the Manna Fellowship Church; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Trustees who are not at that time parties to the proceeding. This permissive indemnity will not exceed the amount of the church's available liability insurance coverage.

- c. The Manna Fellowship Church may arrange for the officer or Trustee to be defended by counsel provided by the Manna Fellowship Church's D&O insurance carrier, if any. If the carrier shall fail or refuse to provide a reasonable defense without reservation of rights, then the Manna Fellowship Church may advance legal fees or expenses for individual counsel, as determined in each specific case by the board.
- d. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.
- e. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.
- f. This Article constitutes a contract between the corporation and the indemnified officers, trustees, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, trustee, or employee under this Article shall apply to such officer, trustee, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.
- g. Pursuant to R.S. Mo Section 355.197, a member of a corporation is not, as such, personally liable for the acts, debts, liabilities, or obligations of the corporation.
- h. Pursuant to §355.201.1, no proceeding may be brought by a creditor to reach the liability, if any, of a member to the corporation unless final judgment has been rendered in favor of the creditor against the corporation and execution has been returned unsatisfied in whole or in part, or unless such proceeding would be useless.

Conflict of Interest

Restriction on Interested Trustees

Not more than ten percent (10%) of the persons serving on the Board of Trustees at any time may be interested persons. An interested person is (1) any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (2) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Conflict of Interest among Trustees or Officers

- a. Whenever a trustee or officer has a financial or personal interest in any matter coming before the board of trustees, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested trustees determine that it is in the best interest of the

corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

- b. For purposes of this provision, the term "interest" shall include personal interest, interest as trustee, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.
- c. No trustee or officer of the Church shall be disqualified from holding any office in the Church by reason of any interest in any concern. A trustee or officer of the Church shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any trustee or officer of the organization has an interest in the concern with which such transaction is entered into, provided:
 - 1. The interest of such officer or trustee is fully disclosed to the board of trustees.
 - 2. Such transaction is duly approved by the board of trustees not so interested or connected as being in the best interests of the organization.
 - 3. Payments to the interested officer or trustee are reasonable and do not exceed fair market value.
 - 4. No interested officer or trustee may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.
 - 5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Dissolution

Dissolution

The Board may determine to cease activities of Manna Fellowship Church and dissolve and liquidate Manna Fellowship Church by a three-fourths majority of votes cast. Upon dissolution of Manna Fellowship Church, the Board shall pay or make provision for the payment of all the liabilities of Manna Fellowship Church, and shall thereafter dispose of all assets of Manna Fellowship Church exclusively for the purposes stated in the Articles of Incorporation of Manna Fellowship Church as the Board shall determine in accordance with all legal requirements.

Amendments to Governing Documents

Board review

- a. Any proposed amendment to the governing documents must be submitted by a member in writing to the Chairman of the Board of Trustees for review by the Board at least 30 days before it is introduced at a business meeting.

- b. Within 30 days of receiving the proposed amendment, the Board of Trustees will consider the proposal and prepare a report or recommendation for the next regular membership meeting, unless the Board decides to call a special meeting.

Notice of Amendment prior to meeting

- a. Notice of the meeting and the proposed amendment must be announced to church members during the morning worship services on each of two successive Sundays prior to such meeting, with copies of the proposal being made available to members at the church office to members who request.

Quorum to Amend Governing Documents

- a. The quorum for a meeting to amend the Articles of Incorporation, Constitution or Bylaws is 25% of the eligible active members of the church corporation.

Voting

- a. Proposed amendments to the Statement of Faith or Church Covenant require a three-fourths majority of votes cast, provided the amendment is offered in writing at a previous members' meeting, and is announced from the pulpit at church services two successive Sundays prior to such vote.
- b. This Constitution may be amended by a two-thirds majority of the votes cast at a members' meeting, provided the amendment is offered in writing at the preceding members' meeting, and is announced from the pulpit at morning worship services two successive Sundays prior to such vote.
- c. A proposed amendment to bylaws may be offered in writing by any member at a regular member meeting, provided that no vote is taken to adopt the motion until the next regular membership meeting.
- d. A proposed amendment to the bylaws may be recommended by the Board of Trustees at any regular or special membership meeting, and may be adopted by two-thirds of the votes cast at that meeting, pursuant to R.S. Mo. Section 355.596

Amendment proposed by Member.

A proposed amendment to bylaws may be offered in writing by any member at a regular member meeting, provided that no vote is taken to adopt the motion until the next regular membership meeting, allowing time for review and recommendation by the Board of Trustees.

Amendment proposed by Board of Trustees

A proposed amendment to the bylaws may be recommended by the Board of Trustees at any regular membership meeting, or special meeting called for that purpose, and may be adopted by an affirmative vote of a two-thirds majority of the votes cast at that meeting, pursuant to R.S. Mo. Section 355.596.

Copies available for Members.

The revised version of this Constitution and Bylaws shall be made available to all church members on request to the church clerk or corporate Secretary.

Manna’s Leadership Covenant

a. The Church adopts a Leadership Covenant, attached hereto as Attachment 6.
See Attachment 6: Leadership Covenant

Manna Member’s Covenant

b. The Church adopts a Church Membership Covenant, attached hereto as Attachment 7.
See Attachment 7: Membership Covenant

Manna’s Facilities Use Policy

c. The Church adopts a Facilities Use Policy, attached hereto as Attachment 8.

These Bylaws were adopted at a meeting of the corporate Members of MANNA Fellowship Church, Inc., on the _____ day of _____, 2015.

President

Secretary

ATTACHMENT 1

STATEMENT OF CORE BELIEFS

1. We believe in our God, Creator and Lord of the universe, eternally existing in three persons: Father, Son and Holy Spirit. (Father: John 6:27; Son: John 1:1, 18; Titus 2:12-13; Holy Spirit: Acts 5:3-4)
2. We believe in the unity of the Trinity. (Deuteronomy 6:4; Isaiah 48:16; Matthew 28:19; I Timothy 2:5)
3. We believe that the Bible, both Old and New Testaments, is God's authoritative, verbally inspired Word. It is without falseness in all its teachings, including creation, history and its own origins, and salvation. (II Timothy 3:16-17; II Peter 1:19-21) It is the supreme final authority in all manners of belief and conduct. (Matthew 4:4,7,10; Romans 1:16-17; Colossians 1:10; I Peter 2:2; II Peter 3:18)
4. We believe in the eternal existence of Jesus Christ. Christ is without beginning or end. (Micah 5:2; John 1:1,14; 17:5; Revelation 1:8)
5. We believe that Jesus Christ, God's Son, was conceived by the Holy Spirit and born of the Virgin Mary. (Matt. 1:25; Luke 1:26-38) He lived a sinless life and died a substitutionary-atoning death on the Cross. (Isaiah 53:10; Romans 3:21-26; Ephesians 1:7; I John 2:1-2) Christ rose bodily from the dead and ascended to heaven. (Acts 1:9-10; I Corinthians 15:4; Ephesians 1:20) Jesus, truly God (John 1:1, 18; Titus 2:13; Hebrews 13:8; I Timothy 2:5) and truly man (Luke 2:52; John 4:6; 19:28) is the only mediator between God and man. (Romans 8:34; Hebrews 7:25; 9:24; I Timothy 2:5; I John 2:1-2)
6. We believe that all people are lost sinners and cannot see the Kingdom of God, except through the new birth that takes place through repentance of sin and faith toward God. Justification is by grace through faith in Christ alone. (John 3:16; Acts 16:31; Romans 3:23; 6:23; Ephesians 2:8-9; Titus 3:5-7) Jesus Christ is the Head of the Church which is made up of all believers everywhere in the world, and locally the church is a group of baptized believers who are organized to do God's will. Its calling is to worship God and witness concerning its Head, Jesus Christ, preaching the Gospel among all nations and demonstrating its commitment by compassionate service to the needs of human beings and by promoting righteousness and justice. (Matthew 16:18; 28:18-20; Acts 8:36-39; 10:43-48; I Corinthians 1:2; Ephesians 1:20-23; 5:23-33)
7. We believe that Jesus Christ will personally and visibly return in glory to raise the dead and bring salvation and judgment to completion. God will fully manifest His kingdom when He establishes a new heaven and new earth, in which He will be glorified forever, and exclude all evil, suffering and death. (Zechariah 14:1-9; Matthew 25:31-46; Acts 1:11; I Thessalonians 4:13-18; Revelation 19:11-21; 20)
8. We believe in the necessity of the work of the Holy Spirit for the individual's new birth and growth to maturity and for the Church's constant renewal in truth, wisdom, faith, holiness, love, power, and mission. Every believer is called to live and walk in the power of the indwelling Holy Spirit so that he will bear fruit to the glory of God and not fulfill the lusts of the flesh. (John 16:8-11; Rom. 8:16; I Corinthians 6:19; 12:12-14; Ephesians 1:13-14; 4:30; II Thessalonians 2:13; I Peter 1:2)

ATTACHMENT 2

STATEMENT OF FAITH ADDENDUM

HUMAN SEXUALITY AND GENDER MARRIAGE AND CIVIL UNIONS

HUMAN SEXUALITY AND GENDER

This local church affirms God’s original design to create two distinct and complementary sexes, male and female, to glorify Him. (Gen. 1:27; Isa. 43:7; Matt. 19:4-6; Mk. 10:6) Marriage is the first divine institution, essentially rooted in the created order, uniting one man and one woman in an exclusive covenant commitment for their joint lifetime, for their good and for the good of any children who may be conceived and born into this union. (Gen. 1:28, 2:19-24; Malachi 2:13-16; Mark 10:11-12) The assignment of biological sex at birth is a gift of God and part of God’s glory in creation. The Fall of Man into sin and God’s subsequent curse have introduced brokenness and futility into God’s good creation (Gen. 3:1-24; Rom. 8:20). We extend love and compassion to those whose experience of this brokenness includes a perceived conflict between their biological sex and their gender identity (Rom. 8:22-23). We affirm God’s good design that gender identity should be determined by biological sex and not by one’s self-perception—a perception which is often influenced by fallen human nature in ways contrary to God’s design. (Eph. 4:17-18) We affirm distinctions in masculine and feminine roles as ordained by God as part of the created order, and that those distinctions should find an echo in every human heart. (Gen. 2:18, 21-24; 1 Cor. 11:7-9; Eph. 5:22-33; 1 Tim. 2:12-14) We believe that efforts to live contrary to birth sex, whether by behavior, attire, cosmetics, or even medical or surgical therapy, are resisting or rebelling against the gift of God and a central dimension of His will for that person, and therefore such behavior is sinful. We condemn efforts to alter one’s bodily identity (e.g., cross-sex hormone therapy, gender reassignment surgery) to bring it into line with one’s perceived gender identity. We love our transgender neighbors, seek their good always, welcome them into our congregations as they repent and believe in Christ, and spur them on to love and good deeds in the name of Christ (2 Cor. 5:18-20; Gal. 5:14; Heb. 10:24). We continue to oppose steadfastly all efforts by any court, or legislature or policymaker to validate transgender identity as morally good, right or praiseworthy (Isa. 5:20). We commit ourselves to make decisions about membership, personnel and other church matters based on this biblical perspective of human sexuality.

MARRIAGE AND CIVIL UNIONS

This local church affirms the biblical truths that marriage is the first divine institution, essentially rooted in the created order, uniting one man and one woman in an exclusive covenant commitment for their joint lifetime, for their good and for the welfare of any children who may be conceived and born into this union. Marriage is based on the truth that men and women are complementary, the biological fact that reproduction depends on a man and a woman, and the lived experience that children need both a mother and a father. Re-defining marriage to fit popular norms rejects these truths. By encouraging the norms of true marriage—man-woman monogamy, sexual exclusivity, and permanence—the state strengthens civil society and promotes human flourishing, including the well-being of children.

Christian marriage is God's unique gift to reveal the union between Christ and His Church, as illustrated by the wedding of a Christian man and woman in this exclusive and permanent covenant relationship. As such, this local Church believes that Christian wedding ceremonies on Church property are spiritual observances of worship of God who created this divine institution. As worship services, weddings on Church property shall be officiated by one or more ordained ministers of the gospel approved by the pastor.

The Church may decline to make its facilities or ministers available for any wedding if it is determined that one or both of the parties are not biblically qualified to marry. Such determinations may be made by the [pastor, Church council, or wedding committee, etc.], subject to the direction of the Church.

The Church may also decline to participate in or recognize in any manner any marriage, so-called marriage, civil union, commitment ceremony or other activity which may, directly or indirectly affirm, approve or communicate behavior or beliefs which are contrary to the Church's beliefs about biblical morality. Such actions would violate the religious conscience of this Body and its members. We must obey God, who is Lord of our conscience.

No minister [or employee] of the Church shall officiate at any marriage or similar ceremony unless such event or ceremony is consistent with this policy. No minister [or employee] of the Church shall officiate at any civil union or commitment ceremony that is not approved by the Church as being consistent with this policy.

ATTACHMENT 3 CHURCH DISCIPLINE POLICY AND PROCEDURE

- a. Any member who consistently neglects his or her duties as set forth in the Church Membership Covenant; acts in a manner that may dishonor the Name of our Lord Jesus Christ; or poses harm to the welfare of the church, shall be subject to the admonition of the pastoral ministers and to the discipline of the church, according to the instructions of our Lord in Matthew 18: 15-17, and the example of the Scriptures. Church discipline, then, should ordinarily be contemplated after private or small group admonition has failed.
- b. It is the duty of any member of this church who has personal knowledge of an erring member's need for biblical correction, to seek a private opportunity to warn and correct the erring member, seeking his or her repentance and restoration.
- c. If the erring member does not heed this warning, the confronting member shall again go to the erring member accompanied by one or two other members as witnesses, to again warn and correct, and make an appeal, seeking repentance and restoration.
- d. If the erring member still refuses to heed the warning, the matter shall be referred to the Pastoral Ministers or the Board of Trustees, who, upon careful and prayerful investigation, shall determine whether the matter warrants or requires restoration through church discipline. If so, they will appoint from among themselves a team of at least three persons to seek a private meeting with the erring church member, to admonish, reprove and rebuke, if necessary, and to seek repentance and restoration.
- e. If the erring member refuses to confess and repent, then the Pastors and the Board alone have power to bring the matter before a Church Membership Meeting to inform the church of the restoration process. If restoration does not take place the person being disciplined shall be removed from the roll of the church, unless and until the church restores such person to membership and fellowship.
- f. If the erring member refuses to heed the warnings of the Board of Trustees and the Pastoral staff his or her membership will be terminated and his or her name removed from the Church Roll, and the Church will be instructed according to the Scriptures to withdraw fellowship and to treat him or her as an unbeliever. He shall be denied Christian fellowship.
 1. "Avoid them" – Rom. 16:17.
 2. "Withdraw yourselves" – 2 Thess. 3:6.
 3. "From such withdraw thyself" – 1 Tim. 6:3,5.
 4. "Reject" – Titus 3:10.
 5. "Have no company with him" – 2 Thess. 3:14.
 6. "Not even to eat with such a person" – I Cor. 5:11.
- g. There shall be no appeal of the discipline process or the termination decision to any court, the matter being inherently religious, beyond the competence and jurisdiction of any secular tribunal.
- h. The congregation shall be encouraged to pray for the repentance and restoration of the erring member. By becoming and remaining a member at the Church, all members agree that the discipline process will continue to conclusion even if the erring member resigns, withdraws, or otherwise tries to stop or prevent a decision to terminate

membership. The church has a fundamental biblical interest, for the sake of its public testimony to other church members and to the world about its biblical convictions.

- i. Examples The following are some scriptural examples of sins that may result in church discipline if they are public or publicly known, and for which the member shows neither contrition nor genuine repentance:
 1. Divisiveness: persists in disturbing the unity or peace of the church; insistent on teaching, holding or promoting false or divisive doctrines.– 2 Thess. 3:11; Titus 3:10-11; Rom. 16:17-20.
 2. Unruly, disorderly and undisciplined living – 2 Thess. 3:6,11,14; 1 Thess. 5:14.
 3. Stirring conflict between members, initiating public legal action over petty quarrels against the Church or its members without attempting private biblical peace-making within the Church – 1 Cor. 6:5; Phil. 4:2-3; Matt. 18:15-18.
 4. Sins of the flesh – 1 Cor. 5:11. Including sexual immorality, adultery, homosexual or transgender conduct, and other sexual conduct incompatible with Scripture. Gal. 5:19-21.
 5. Mental attitudes and actions incompatible with Scripture. 1 Cor. 6:9-10.
 6. Denial of the great doctrines of our faith – 1 Tim. 6:3,5; 2 Tim. 2: 16-18; Titus 3:10; 2 John 1:10-11; Rev. 2:14.
 7. Neglect or refusal to participate in the life of the Church by attendance, giving, etc., for two years or more, without mitigating circumstances.
- j. The above are merely examples. The key issue is not only what the member has done, but his unwillingness to repent and bring his will and life into subjection to the Word of God. A member who will not turn from his sin after the biblical steps are followed will be dealt with according to Matthew 18:15-17.
- k. Purposes: The biblical purposes of church discipline are
 1. For the repentance, reconciliation and spiritual growth of the errant member, and thus to affect a return to a Biblical standard of conduct and doctrine (see Proverbs 15: 5; 29: 15; I Corinthians 4: 14; 6:1; Ephesians 6: 4; I Timothy 3: 4-5; Hebrews 12: 1-11; Psalm 119: 115; 141: 5; Proverbs 17: 10; 25: 12; 27: 5; Ecclesiastes 7: 5; Matthew 7: 26-27; 18: 15-17; Luke 17: 3; Acts 2: 40; I Corinthians 5: 5; Galatians 6: 1-5; II Thessalonians 3: 6,14-15; I Timothy 1: 20; Titus 1: 13-14; James 1: 22);
 2. For the instruction in righteousness and good of other Christians, as an example to them (see Proverbs 13: 20; Romans 15: 14; I Corinthians 5: 11; 15: 33; Colossians 3: 16; I Thessalonians 5: 14 [note this is written to the whole church, not just to leaders]; I Timothy 5: 20; Titus 1:11; Hebrews 10: 24- 25);
 3. For the purity of the church as a whole (see I Corinthians 5: 6-7; II Corinthians 13: 10; Ephesians 5: 27; II John 10; Jude 24; Revelation 21: 2);
 4. For the good of our corporate witness to non-Christians (see Proverbs 28: 7; Matthew 5: 13-16; John 13: 35; Acts 5: 1—14; Ephesians 5: 11; I Timothy 3: 7; II Peter 2: 2; I John 3: 10); and
 5. Supremely for the glory of God by reflecting His holy character (see Deuteronomy 5: 11; I Kings 11: 2; II Chronicles 19: 2; Ezra 6: 21; Nehemiah 9: 2; Isaiah 52: 11; Ezekiel 36: 20; Matthew 5: 16; John 15: 8; 18: 17,25; Romans 2: 24; 15: 5-6; II Corinthians 6: 14-7: 1; Ephesians 1:4; 5: 27; I Peter 2: 12).

ATTACHMENT 4 DUTIES OF MODERATOR

It is the duty of the moderator at membership meetings:

- 1) to announce in proper sequence the business that comes before the church in accordance with the agenda or notice provided about the meeting;
- 2) to recognize members who are entitled to the floor;
- 3) to state and to put all questions that legitimately come before the church as motions or that otherwise arise in the course of proceedings (except those that relate to the moderator), and to announce the result of each vote; or, if a motion that is not in order is made, to rule it out of order;
- 4) to protect the church body from frivolous or dilatory motions by refusing to recognize them;
- 5) to require that the rules relating to debate and to order and decorum within the membership meeting be observed;
- 6) to expedite business in every way compatible with the rights of the members;
- 7) to decide all questions of order, subject to appeal--unless, when in doubt, such a question is submitted to the body of members for decision;
- 8) to respond to inquiries of members relating to fairness of procedure or factual information bearing upon the business of the church;
- 9) to authenticate by signature, when necessary, all acts, orders, and proceedings of the church membership meeting;
- 10) to declare the meeting adjourned when the church so votes or--when applicable--at the time prescribed on the program, or at any time in the event of a sudden emergency affecting the safety of those present;
- 11) to appoint all committees unless otherwise determined by church policy, and
- 12) to call the vice-moderator (or some other member) to the chair to preside temporarily; or before engaging in any discussion or debate on any issue before the body (except upon questions of order).

ATTACHMENT 5
POLICY ON LEAD PASTOR ROLE, DUTIES, SELECTION AND REMOVAL

1. Selection of New Lead Pastor

- 1.1. When the office of Lead Pastor is vacant, the Board will function as a pastor search team and will take appropriate action to secure a qualified candidate to recommend as Lead Pastor.
- 1.2. In the interim, the Board will be responsible to fill the pulpit until the new Lead Pastor is approved.
- 1.3. After a preliminary review of applicants or other candidates, the Board will seek consensus to focus on one candidate at a time.
- 1.4. Upon a motion adopted by at least three-fourths of the Board members, the candidate will be invited to preach in all weekend services and to meet and fellowship with as many leaders and members as possible. The Congregation must be afforded adequate opportunity to evaluate his preaching gifts, and, before being asked to express its judgment, must receive assurance from the Board that, having interviewed the man concerned, they are in no doubt as to his wholehearted assent to the Statement of Faith and Church Covenant.
- 1.5. **Recommendation.** The Board will call a special membership meeting after the candidate has preached, to recommend that the Church extend a call to the candidate for Lead Pastor and a separate motion to recommend an initial salary package. The Board will
- 1.6. **Quorum:** The quorum requirement for a meeting to call a Lead Pastor is 25 percent of the active Church Membership Roll.
- 1.7. **Vote:** Approval to extend a call to the Lead Pastor requires three-fourths of the votes cast at the special membership meeting. Only persons on the active Church Membership Roll are qualified to vote. Vote must be by secret written ballot.
- 1.8. **Membership:** A vote to call a man to the office of Lead Pastor is also a vote to admit him (and his wife, if married), to membership.
- 1.9. The call of a Lead Pastor is for an indefinite term and he shall serve until removed by the Lord or by the Church. When the Lead Pastor resigns to accept another call, or for reasons of his own choosing, he should give the church three-months advance notice in writing of his intention to do so, delivered to the Board chairman.

2. Dismissal of Lead Pastor

- 2.1. The Lead Pastor may be dismissed by action of the church, following a three-fourths majority vote of the Board of Trustees, and a three-fourths majority vote of members, following a biblical process and,
- 2.2. The Board is responsible for developing, implementing and overseeing any process regarding disciplinary action or removal.
- 2.3. Reasons for dismissal of the Lead Pastor include, but are not limited to, actions or attitudes which are either:
 - a. Unbiblical – A teaching or belief that does not fall in line with Manna’s Leadership Covenant resulting in disunity or division.

- b. Unethical – A practice that is not compatible with biblical moral principles. The Pastor should be above reproach (1 Tim. 3:2) and have a good reputation with unbelievers (1 Tim. 3:7).
 - c. Immoral or Negligent – Continuous or habitual neglect in fulfilling the duties and responsibilities of the ministry description for the Lead Pastor as outlined in the *Church Constitution and By-Laws* and other policies or directions by the Board.
- 2.4. If two or more members present to the Board a grievance or complaint against a Lead Pastor for improper conduct or belief as mentioned above, the Board alone is authorized to investigate and evaluate the grievance, to determine if it is true and substantial, and whether discipline or removal is warranted.
 - 2.5. The Board must be mindful of the principles with regard to discipline from 1 Timothy 5:19-20 and Matthew 18:15-20. They must be mindful of the consideration principles with regard to restoration from Galatians 6:1-5, Philippians 2:1-5, 1 Thessalonians 5:14, and Titus 3:10-11
 - 2.6. **Board Recommendation.** If three-fourths of the Board members vote to recommend removal, the motion may be presented at any business meeting of the membership.
 - 2.7. **Quorum.** The quorum requirement for such a vote at a meeting is 50 percent of the Church Membership Roll.
 - 2.8. **Vote:** Removal of the Lead Pastor requires an affirmative vote of three-fourths of the votes cast at a members' meeting. The vote will be by secret written ballot.
 - 2.9. The dismissal is immediate and the dismissed pastor is no longer allowed to perform any pastoral duties or to attend any church services or activities without approval of the Board.
 - 2.10. The Board determines whether a severance package will be provided, and if, so may provide severance pay for up to ninety days, unless otherwise directed by the church.
 - 2.11. In the event of a temporary extended vacancy of the Lead Pastor, the Board (primarily Board Chairman and Deacon Chairman) will arrange for pulpit supply, from among the Ministry Staff or otherwise, until either the Lead Pastor can resume his duties or the process of replacing the Lead Pastor is completed.

ATTACHMENT 6

LEADERSHIP COVENANT

The intent of a Leadership Covenant is to ensure alignment of our leaders with the vision and mission of Manna Fellowship Church. We fully recognize that we live in the age of Grace and that the Leadership Covenant is not a set of rules meant to supersede the New Testament, but rather highlight the major themes concerning interaction of pastoral staff, leaders and members of the local church body.

Mission: Manna Fellowship Church exists to elevate God in our personal lives, church, community and world.

As a leader at Manna Fellowship Church, I acknowledge that leadership in my church is a position of servanthood. As a leader I recognize I am held to a higher standard. In addition to the Member's Covenant, I will:

1. Seek God's will for my church and assist the pastoral staff in the direction God is leading us.
2. Support and communicate the mission, vision and values of the Church.
3. Lead by example in praying for my church and its growth (1 Thess. 1:1-2)
4. Invite my unchurched friends, family members and coworkers to attend. (Luke 14:23)
5. Warmly welcome those who visit and attend, realizing this is one of the most important responsibilities of a leader. (Rom 15:7)
6. Take personal responsibility to lead others into a deeper life in Christ.
7. Become involved in a small group for spiritual growth and accountability. (Acts 2:26-27)
8. Practice a lifestyle of praise and worship. (John 4:22-24)
9. Take my responsibility seriously and lead with dedication and sacrifice. (Col 3:23)
10. Attend my church faithfully. (Heb 10:25)
11. Seek to live a Godly life. (Phil 1:2-3:7)
12. Model extravagant giving. (1 Cor. 16:2; Lev. 27:20)
13. Support the Church leadership.
14. Refuse to gossip. (Eph. 4:29)
15. Be a voice of support for the vision and direction of my church. (Prov. 29)

ATTACHMENT 7

MEMBER'S COVENANT

The intent of a Member's Covenant is to align expectations of our members with the vision and mission of Manna Fellowship Church. We fully recognize that we live in the age of Grace and that the Member's Covenant is not a set of rules meant to supersede the New Testament, but rather highlight the major themes concerning interaction as members of a local church body.

Manna Fellowship Church exists to elevate God in our personal lives, church, community and world.

“I am the bread of life. He who comes to Me shall never hunger,
and he who believes in Me shall never thirst.” Jesus, John 6:35

Our Purpose:

We seek to elevate God by:

- Knowing and experiencing Him personally
- Allowing every part of our lives to be an act of worship to Him
- Caring for one another
- Serving our community and world
- Telling others the Good News of new life in Christ
- Equipping one another to serve in the church, community and world
- Training leaders and instilling a vision to start new churches

At Manna Fellowship Church, we recognize a need for a formal membership. The difference between attendee and members can be summed up in one word—commitment. We believe formal membership in a local church is important for four reasons:

1. Church membership demonstrates our commitment to Christ.

Ephesians 5:25 “.... just as Christ also loved the church and gave Himself for her.”

2. Church membership encourages personal spiritual growth.

Hebrews 10:24-25 “And let us consider one another in order to stir up love and good works, not forsaking the assembling of ourselves together, as is the manner of some, but exhorting one another, and so much the more as you see the Day approaching.”

3. Church membership goes against America's consumer mentality.

The motivation behind becoming a member is not what I can get, but what I can give.

Philippians 2:4 “Let each of you look out not only for his own interests, but also for the interests of others.”

4. Church membership identifies who is available to serve.

Romans 12:4-5 *“For as we have many members in one body, but all the members do not have the same function, so we, being many, are one body in Christ, and individually members of one another.”*

I gladly affirm that by God's enabling grace, I will endeavor to conduct my life in accordance with the following Scriptural principles:

1. Live in a way that consistently honors Jesus Christ.

Colossians 1:10 *“That you may walk worthy of the Lord, fully pleasing Him...”*

We acknowledge that no one is perfect and that there is a high likelihood we will all mess up at one time or another. The Bible says, “Be holy, for I am holy.” This commitment calls us to be honest about where we are in our Christian life. When we sin, we restore our fellowship with God through repentance and asking forgiveness from God who promises to both forgive and cleanse us.

2. Be an active participant in ministry.

Hebrews 10:24-25 *“And let us consider one another in order to stir up love and good works, not forsaking the assembling of ourselves together, as is the manner of some, but exhorting one another, and so much the more as you see the day approaching.”*

This is a commitment to move beyond being a spectator to being a participator. Involvement is understood, on a minimum level, to be a faithful worshipper in church on Sundays, to be actively involved in church small groups, and to serve in a ministry using your spiritual gifts and talents.

3. Give generously of my income to support the ministries of Manna Fellowship.

2 Corinthians 9:7 *“So let each one give as he purposes in his heart, not grudgingly or of necessity; for God loves a cheerful giver.”*

We ask every member of Manna Fellowship Church to be a generous giver. God blesses a generous lifestyle. Jesus said, *“It is more blessed to give than to receive.”* Stewardship of our resources is an important part of being a Christian.

4. Live an evangelistic lifestyle.

Acts 1:8 *“But you shall receive power when the Holy Spirit has come upon you; and you shall be witnesses to Me in Jerusalem, and in all Judea and Samaria, and to the end of the earth.”*

Our responsibility is to tell others about Jesus. You have a particular God-given style of connecting with people. We encourage members to be active in using their God-given time and talents in fulfilling the Great Commission.

5. Protect the unity of my church.

Ephesians 4:3 *“Endeavoring to keep the unity of the Spirit in the bond of peace.”*

You can protect the unity of Manna Fellowship Church by acting in love toward other members, refusing to gossip and to honor those in servant leadership roles. It is your responsibility to protect the unity of this fellowship. Unity is the soul of a fellowship.

6. Believe and agree with the Manna Fellowship's Statement of Core Beliefs.

We believe that the Core Beliefs are essential to the life of a believer. It is around these core beliefs that Christianity builds its foundation. We believe these core beliefs are non-negotiable for the Christian faith. The Church also has a complete Doctrinal Statement that can be found as an attachment to Manna Fellowship's Constitution. We recognize that in the Christian faith there are some areas where there is room for debate. We ask that all members always maintain a spirit of unity in regard to the Church's Doctrinal Statement and when teaching, teach according the Church's Doctrinal Statement.

In applying for membership in Manna Fellowship Church my purpose is to cooperate fully with the other members to advance the cause of our Lord Jesus Christ through this Church.

I join with fellow believers in this commitment. I sincerely affirm that I am trusting solely in Jesus Christ for my salvation from sin and that I have been scripturally baptized by immersion either at Manna Fellowship Church or by another church of like faith and practice. I also affirm that I am committed to accepting and growing in my understanding of the Manna Fellowship's Statement of Core Beliefs and all other provisions of the Constitution and Bylaws of Manna Fellowship. I understand and support the vision and mission of Manna. I believe that the Holy Spirit is leading me to unite with the Manna Fellowship church family. In doing so, I commit myself to God, and the Manna family, to do the following

- 1. Live in a way that consistently honors Jesus Christ.**
- 2. Be an active participant in ministry.**
- 3. Give generously of my income to support the ministries Manna Fellowship Church.**
- 4. Live an evangelistic lifestyle.**
- 5. Protect the unity of my church.**
- 6. Believe and agree with Manna Fellowship's Statement of Core Beliefs.**

Name: _____

Signature: _____

Date: _____

Pastor's Name: _____

Pastor's Signature: _____

Date: _____

If transferring membership from another church, please list church name and pastor's name.

Church Name: _____

Pastor's Name: _____

ATTACHMENT 8

FACILITIES USE POLICY

MANNA FELLOWSHIP CHURCH, INC

All real property facilities of MANNA FELLOWSHIP CHURCH, INC., (collectively, the "Church Facilities"), including without limitation its sanctuary, auditorium, fellowship hall, gymnasium, educational facilities, conference rooms and other meeting rooms or facilities used for the mission of the Church, wherever located,

(1) when used by the Church, its ministers, officers, staff or employees or its congregation members or Church attendees, and

(2) if used by other persons or groups with the permission of the Church or the ministerial or administrative staff of the Church,

must be used solely for purposes consistent or compatible with the mission, faith and doctrine of the Church, as defined in its Articles of Incorporation, Constitution and Bylaws, or in Statements of Faith adopted by the local Church from time to time, it being acknowledged and understood that the Church Facilities are intended NOT to be facilities of "public accommodation" as defined by law, but are facilities owned by the Church, a Missouri Non-Profit Corporation, dedicated solely for such religious uses.

The Church's facilities were provided through God's benevolence and by the sacrificial generosity of Church members and others. The Church desires that its facilities be used for the fellowship of the Body of Christ and always to God's glory. Although the facilities are not generally open to the public, we do on occasion make our facilities available to non-members, both individuals and groups, after approval by the Church consistent with this policy.

Facility use will not be permitted to persons or groups holding, advancing, or advocating beliefs, or advancing, advocating, or engaging in practices that conflict with the Church's faith or moral teachings, which are summarized in, among other places, the Church's [Articles,] Constitution, Bylaws and other policies or statements of faith adopted by the Church. Nor may facilities be used for activities that express viewpoints that contradict or are deemed by the pastor to be inconsistent or incompatible with the Church's faith or moral teachings. The Church designates the pastor as its final decision-maker on whether a person or group is allowed to use Church facilities for particular activities.

This restricted facility use policy is necessary for two important reasons. First, the Church may not in good conscience materially cooperate or participate in activities or beliefs that are contrary to its faith. Allowing its facilities to be used for purposes that contradict the Church's beliefs would be viewed by some as material cooperation with that activity and complicity in that viewpoint and would be a grave violation of the faith and religious practice of the Body and its individual members. See 2 Corinthians 6:14; 1 Thessalonians 5:22.

Second, it is very important to the Church that it presents a consistent message to the community, which the Church staff and members conscientiously maintain as part of their witness to the Gospel of Jesus Christ. To allow facilities to be used by groups or persons who express beliefs or engage in practices contrary to the Church's faith would have a severe negative impact on the message that the Church strives to promote. It could also be a source of confusion and scandal to Church members and the community because they may reasonably perceive that by allowing use of our facilities, the Church is in agreement with the beliefs or practices of the persons or groups using Church facilities.

Therefore, in no event shall persons or groups who hold, advance, or advocate beliefs, or advance, advocate, or engage in practices that contradict the Church's faith use any Church facility. Nor may facilities be used in any way that contradicts the Church's faith. See Colossians 3:17.

The foregoing policy shall apply to any ceremony, whether or not recognized by law, involving persons of the same birth gender or transsexual persons, including a civil union, commitment ceremony, or so-called same-sex marriage.

This Policy was adopted by vote of the membership of MANNA FELLOWSHIP CHURCH, INC on this date: _____, 2015.

For MANNA FELLOWSHIP CHURCH, INC

Clerk / Secretary

Dated: _____, 2015