



# Constitution and Bylaws

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**Approved by the Interim Board of Directors  
Trinity Christian Fellowship  
September 4, 2011**

**Adopted by the Membership  
Trinity Christian Fellowship  
September 25, 2011**

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## **TRINITY CHRISTIAN FELLOWSHIP CONSTITUTION AND BYLAWS**

### **ARTICLE I - NAME**

Trinity Christian Fellowship (hereinafter referred to as Trinity) is an interdenominational religious nonprofit corporation established and identified as Trinity Christian Fellowship Church, under the provisions of the North Carolina Nonprofit Corporation Act, Chapter 55A of the General Statutes of North Carolina and in accordance with the provisions of Section 501(c)(3) of the United States Internal Revenue Code of 1986.

### **ARTICLE II - PRINCIPLES AND BELIEFS**

**Section 1 - Guiding Principles:** Trinity, as an interdenominational God-centered church empowered by the Holy Spirit, seeks to worship God, study His Word, obey the Great Commission, and fulfill Christ's command that we love one another. It is Trinity's vision to be a biblical Christian community; its mission to make disciples by being disciples; its call to live and lead in Christian relationship; and its desire to influence others to be united as one with us in Christ. To these ends, Trinity is committed to seeking fellowship within the community, exercising freedom within boundaries, and pursuing faithfulness within discipleship.

**Section 2 - Beliefs:** Trinity, as a community of Christians, believes in the Triune God - Father, Son, and Holy Spirit - the word of God as set forth in the Holy Bible, the tenets of the Nicene and the Apostles' Creeds, the celebration of the Sacraments of Baptism and The Lord's Supper, the covenant of marriage, and the power of prayer to guide and direct the lives and actions of God's children.

### **ARTICLE III - MEMBERSHIP**

**Section 1 - Founding Members:** Each individual, 18 years of age or older, who, prior to September 5, 2011, affirmed in writing their faith in Jesus Christ as Savior and their willingness to support Trinity to the best of their ability with their presence, talents, gifts and prayers, is a Founding Member of Trinity.

**Section 2 - Active Members:** Each individual accepted into membership in accordance with the admissions process established under Section 5 of this Article is an Active Member of Trinity.

**Section 3 - Voting Members:** Each Founding Member and each Active Member 18 years of age or older qualifies as a Voting Member and is eligible to vote in the election of Council members and upon all other matters required by these Bylaws to be submitted to a vote by the Membership.

**Section 4 - Inactive Members:** A Founding Member or an Active Member in good standing who asks that their name be removed from Trinity's Roll of Founding or Active Members may also request to become an Inactive Member and will be kept on the rolls of Trinity in that capacity. A Founding Member or an Active Member who has been determined, in accordance with the provisions of Section 8-E of this Article, to be no longer upholding their support of Trinity may, at the discretion of the Senior Pastor, be kept on the rolls as an Inactive Member. An Inactive Member may subsequently be re-admitted as an Active Member through the admissions process established under Section 5 of this Article.

**Section 5 - Admission of Active Members:** The Senior Pastor with the assistance of Trinity's Ministries shall establish and maintain a process whereby an individual who is or may be interested in becoming an Active Member of Trinity may do so. That process shall provide means for such an individual to:

- A. Be formally instructed in Trinity's Principles and Beliefs, its ministries, and its activities;
- B. Be given the opportunity to make known to Trinity their religious beliefs and experiences;
- C. Profess their faith in Jesus Christ and confirm their baptism or commit to be;
- D. Be baptized before admission to Membership;
- E. Be recommended by the Senior Pastor and presented to the Membership for admission; and
- F. Profess to the Membership their commitment to support Trinity with their presence, talents, gifts and prayers, and be accepted into the fellowship of Trinity as an Active Member.

**Section 6 - Disciplinary Process:** Any Member who has reason to believe that another Member is failing or erring in matters of faith or that the conduct of another Member has or is likely to adversely affect or bring discredit on Trinity shall make it known to that Member for the purposes of establishing the truth and bringing about resolution and, if appropriate, redemption and forgiveness. A Member who initiates such an undertaking may seek the assistance of one or more other Members and, failing to reach a satisfactory resolution, may petition the Council to intervene.

Should the Council choose to intervene, it shall defer to the Senior Pastor on issues of Scriptural doctrine and faith and shall seek the guidance of Scripture in its deliberations and decisions. Any decision that includes disciplinary action against

a Member must have the concurrence of the Senior Pastor and the reasons therefore delivered in writing to the Member being disciplined.

**Section 7 - Appeal of Disciplinary Action:** A Member who is disciplined by the Council under Section 6 of this Article, may appeal the Council's decision to the Membership within ten days after receiving written notice thereof by petitioning the Council to call a Special Meeting of the Membership for that purpose. The petition must include the petitioner's acknowledgement that all of the facts and information upon which the Council based its decision may be disclosed to the Membership and discussed at that meeting. The Membership will have the option of approving or revoking the Council's decision. If so approved, the Council's decision is final.

**Section 8 - Termination of Membership:** The Membership of a Member may be terminated by the Council upon:

- B. Notification of the death of the Member;
- C. Receipt of a written resignation from the Member;
- D. Receipt of a letter of the Member's transfer to another church
- E. A disciplinary decision of the Council to terminate the Member's Membership becoming final; or
- F. Receipt of certification from the Corporate Secretary that Trinity's records, show that the Member has not attended or otherwise been involved in any of Trinity's activities for period of one year or longer and that indications are that the absence was voluntary.

#### **ARTICLE IV - MEMBERSHIP MEETINGS**

**Section 1 - Annual Meeting:** An Annual Meeting of the Membership of Trinity shall be held during the month of January or February at a time and place fixed by the Council. At the meeting annual reports of the Pastors, Ministries, officers, and committees shall be presented, and an election to fill pending vacancies on the Council shall be conducted, and such other business as may be properly brought before the meeting shall be considered.

**Section 2 - Special Meetings:** To address matters which cannot await the next Annual Meeting, the Council may call a Special Meeting of the Membership. Only business specified in the notice of the meeting shall be considered at the meeting. Any 50 Voting Members may request the Council Chair to call a Special Meeting of the Membership. The request shall specify the purpose of the meeting, and within 20 days after receiving the request, the Council Chair shall call a Special Meeting. Only business specified in the request shall be contained in the notice of the meeting and considered at that meeting.

**Section 3 - Notice:** The Council Chair shall cause a notice of each Annual Meeting of the Membership to be mailed to each Voting Member no later than 30 days before the meeting. The Council Chair shall cause notice of each Special Meeting stating the business to be conducted at that meeting to be mailed to each Voting Member not later than ten days before the meeting. In the case of members who

are residents of the same household and who have the same mailing address, a single notice may be sent to them jointly. The Council Chair shall cause notice of both Annual and Special Meetings to be included in Trinity's print and electronic media publications.

**Section 4 - Conduct of Meetings:** The Council Chair shall preside at each Annual and every Special Meeting. In the absence of the Council Chair, the Council Vice-Chair shall preside. In the absence of both, any other Council member may preside. The Corporate Secretary shall cause a current list of Voting Members to be available to the presiding officer at each such meeting.

**Section 5 - Quorum:** At an Annual Meeting and at any Special Meeting, other than a meeting called to consider the removal of a Pastor or the amendment of these Bylaws, the quorum shall be the number of Voting Members actually present. At any meeting called to consider the removal of a Pastor, the quorum shall be 50% of all currently eligible Voting Members. At any meeting where the amendment of this Constitution and these Bylaws is to be considered, the quorum shall be 40% of all currently eligible Voting Members.

**Section 6 - Voting:** Except as otherwise provided in these Bylaws, any matter requiring a vote by the Membership of Trinity shall be determined by a majority of those Voting Members present and voting at a meeting called for that purpose. If not otherwise specified in these Bylaws, voting shall be conducted by voice vote, unless the presiding officer specifies that the voting shall be by a show of hands or by written ballot. Voting by proxy is not allowed.

**Section 7 - Rules of Order:** All procedural questions not provided for in these Bylaws regarding any Annual or Special Meeting of the Membership shall be resolved by the presiding officer in accordance with Robert's Rules of Order Newly Revised.

## **ARTICLE V - PASTORS**

**Section 1 - Senior Pastor:** The Senior Pastor of Trinity is its spiritual leader responsible for organizing and conducting public worship services including the delivery of sermons, promoting the spiritual welfare of Trinity, performing the customary duties of pastoral ministry, managing and coordinating the activities of the Trinity staff and Trinity's various ministries, and administering the general activities of Trinity in cooperation with the Council.

**Section 2 - Senior Associate Pastor:** If the Council determines it to be necessary or appropriate, there may be a Senior Associate Pastor who shares the responsibility for the work of Trinity under the direction and counsel of the Senior Pastor and in cooperation with the Council. The Senior Associate Pastor shall act on behalf of the Senior Pastor at the request of the Senior Pastor, or at the request of the Council in the absence of the Senior Pastor.

**Section 3 - Co-Pastors:** Sections 1 and 2 of this Article notwithstanding, when Trinity has two Pastors who together with a majority of the Council so agree, the two Pastors may function as Co-Pastors sharing equally the duties and responsibilities and exercising equally the authority of the Senior Pastor as set forth in Sections 1 and 8 of this Article and elsewhere in these Bylaws. If such a sharing of Pastoral duties and authority is adopted and either of the Co-Pastors or a majority of the Council finds that the co-ministry arrangement is not functioning to the best interest of Trinity, that arrangement may be dissolved at the request of either of the Co-Pastors or a majority of the Council. In which case the Council may nominate one of those Pastors to be Senior Pastor and present that nomination to the Voting Members as provided in Section 6 of this Article or initiate a Pastoral Search for a Senior Pastor as provided in Section 4 of this Article.

**Section 4 - Pastoral Search:** When it becomes apparent to the Council that the Senior Pastor or Associate Pastor position will become vacant, the Council Chair shall appoint an ad hoc committee of at least five Voting Members, subject to the approval of a majority of the Council, to serve as a Pastoral Search Committee. That Committee shall identify and select candidates who meet the qualifications set forth in Section 5 of this Article and subscribe to the principles of Trinity as set forth in Article II. In evaluating candidates, the Committee shall consider each candidate's personal demeanor, aptitude for pastoral ministry leadership, known private and public reputation, and views on matters of importance to Trinity and its Membership. The Committee shall present its findings and recommendations to the Council.

**Section 5 - Qualifications for Senior or Senior Associate Pastor:** To be accepted for a position as the Senior or Senior Associate Pastor, a candidate must hold an advanced degree in theology from an accredited member of the Association of Theological Schools and must have been ordained by a denomination doctrinally compatible with Trinity.

**Section 6 - Selection of Senior or Senior Associate Pastor:** At a meeting of the Voting Members called for that purpose, a Pastoral Search Committee, having completed its search for a candidate for Senior or Senior Associate Pastor and secured the approval of the Council, shall present one nominee whose election shall require the written vote of eighty percent of the Voting Members present and voting. A Pastor so called serves for a term of unspecified length. Terms and conditions of employment consistent with the employment policies and procedures established by the Council shall be specified in a written contract executed between the Council and the Pastor.

**Section 7 - Interim Pastor:** An Interim Pastor may be appointed by a majority of the Council to serve during any time both the Senior Pastor and Senior Associate Pastor positions are vacant. Terms and conditions of employment consistent with the employment policies and procedures established by the Council shall be specified in a written contract executed between the Council and the Pastor.



**Section 8 - Council Membership and Voting:** The Senior Pastor shall be a voting member of the Council. In the case of Co-Pastors, both Co-Pastors shall be members of the Council and shall share a single vote. In the case of an Interim Pastor, the Interim Pastor is not a member of the Council and not entitled to a vote therein.

**Section 9 - Other Pastors:** As may be necessary or appropriate to assist the Senior and Senior Associate Pastors in carrying out the various activities of Trinity, the Council may establish positions and provide for the employment of additional Pastors consistent with the employment policies and procedures of the Council. If the Council determines it appropriate, a Pastor who retires from a position of successful service to Trinity while remaining an Active Member may be named to the position of Emeritus Pastor by the Council.

**Section 10 - Removal:** The Senior Pastor, Senior Associate Pastor, or any Co-Pastor may be dismissed by the written vote of two-thirds of the Voting Members present and voting at a meeting called for that purpose.

## **ARTICLE VI - TRINITY GOVERNMENT**

**Section 1 - Governing Body:** A Council composed of elected individuals from among the Voting Members of Trinity as provided in Section 3 of this Article together with the Senior Pastor shall serve as the trustees of Trinity with authority to supervise the business and corporate affairs of Trinity except as otherwise expressly provided by law, Trinity's Articles of Incorporation, or these Bylaws.

**Section 2 - General Powers and Duties:** In addition to the powers vested in and the duties assigned to the Council elsewhere in these Bylaws, and in support thereof, the Council may exercise the following powers and shall carry out the following duties:

- A. Call Annual and Special meetings of the Trinity Membership in accordance with these Bylaws and implement the decisions of the membership.
- B. Oversee the administrative, fiscal, and legal affairs of Trinity.
- C. Review, approve, and amend Trinity's annual budgets and present them to the Membership.
- D. Approve all Trinity fund-raising projects.
- E. Establish and maintain policies and procedures governing the hiring, position descriptions, performance evaluations, compensation, and discharge of Pastors and employees. The Council may designate one or more individuals with known skills in such matters to assist in formulating and implementing those policies and procedures.
- F. Appoint Pastoral Search Committees as required in accordance with Article V of these Bylaws.
- G. Acting on the recommendations of the Treasurer, appoint members to the Finance Committee.

- H. Ensure the oversight and coordination of the activities of the ministries of Trinity.
- I. Establish such ad hoc committees as the Council may determine necessary or appropriate and appoint members to those committees
- J. Develop and implement long-range planning in collaboration with the Senior Pastor.
- K. Approve, with the concurrence of the Membership, the purchase, sale or conveyance of Trinity real estate and monetary expenditures exceeding the amount specified in Article VIII of these Bylaws.
- L. Establish and maintain such policies and procedures as the Council may determine necessary or appropriate for the proper execution of its vested powers and duties.
- M. Engage in prayerful support of Trinity's Pastors, Membership, Ministries, and staff and their undertakings and activities on behalf of Trinity.

**Section 3 - Composition:** The Council shall have nine Council members elected by the Voting Members of Trinity from among qualified members of Trinity and the Senior Pastor, each being a voting member of the Council. Six of the nine Council members shall be nominated by a Nominating Committee appointed by the Council as provided in Section 5 of this Article and elected by the Voting Members of Trinity. Three of the nine Council members shall be nominated by the Senior Pastor as provided in Section 5 of this Article. The Council shall be composed of those ten voting members together with such ex-officio members without a vote as may otherwise be appointed or authorized under Section 8 of this Article.

**Section 4 - Terms and Qualifications:** Each elected Council member shall serve for a period of three years. Annual elections of Council members will be so scheduled as to provide staggered terms with three elected Council member positions to be filled each year. The term of service for an elected Council member commences at the time of the first Council meeting following that individual's election. An elected Council member, other than one whose nomination derived from the Senior Pastor, having served a three year term, is not eligible for re-election for a period of one year thereafter. However, an individual appointed or elected for a period of eighteen months or less is eligible for nomination and election to a full three year term upon conclusion of that appointed or elected term. To qualify for nomination and election to a position of Council member, a candidate must be a Voting Member of Trinity for at least one year before being nominated or a Founding Member, known to be spiritually suitable in the candidate's public and private life, supportive of Trinity's principles and beliefs, actively engaged in the life of Trinity, and willing to serve.

An elected Council member may resign from the Council by giving written notice to the Council Chair. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Council Chair.

**Section 5 - Nomination and Election:** No later than September 1 of each year, the Council Chair shall, with the concurrence of the Council, appoint a Nominating

Committee of five Voting Members, not more than one of whom is a currently serving Council member. The Nominating Committee shall solicit suggestions for nominations from the membership and nominate at least one candidate for each upcoming vacancy among the six Council member positions for which the Council has nominating authority under Section 3 of this Article. No later than December 1, the Nominating Committee shall provide to the Council the names of the candidates.

No later than September 1 of each year, the Senior Pastor shall nominate and provide to the Council the name of at least one candidate for each upcoming vacancy among the three Council member positions for which the Senior Pastor has nominating authority under Section 3 of this Article.

No later than December 15, the Council shall make known to the membership by publication in the church bulletin, or by such other means as the Council may select, the names of those so nominated. The Council may, as it considers appropriate, provide means for the Voting Members to meet with or otherwise become acquainted with the candidates and their views on matters relating to Trinity. The election shall be conducted by written ballot provided to each Voting Member present at the next Annual Meeting of the Membership and the results announced at that meeting.

**Section 6 - Vacancies:** If for any reason a vacancy occurs in any of the elected Council member positions, the remaining voting members of the Council may, by majority of those present at a duly constituted meeting, appoint an eligible individual to fill the vacancy until the next Annual Meeting, or the unexpired term thereof can be filled by nomination and election by the Voting Members at the next Annual Meeting of the membership in the manner provided in Section 5 of this Article. In the case of an appointment to fill a vacant position for which the Senior Pastor has nominating authority, the appointee must first be selected by the Senior Pastor and approved by a majority of the other Council members present at the meeting.

**Section 7 - Elected and Appointed Officers:** The elected officers of the Council shall be a Chair, a Vice Chair and a Corporate Secretary. The Chair, Vice Chair, and the Corporate Secretary shall be elected from among the elected voting members of the Council each calendar year at the first Council meeting following the Annual Meeting of the membership. They shall take office immediately and serve until the corresponding Council meeting of the next calendar year. A Treasurer and a Recording Secretary shall be appointed by the Council from among the Trinity Membership at the same Council meeting and likewise take office and serve until the corresponding Council meeting of the next calendar year. A Ministries Coordinator selected by the Senior Pastor with the concurrence of the Council shall be appointed by the Council.

An individual elected to the position of Corporate Secretary may be re-elected annually and serve in that position at the discretion of the Council so long as that individual remains an elected Councilperson. An individual appointed to the position of Treasurer or Recording Secretary may be reappointed annually at the discretion

of the Council and serve in that position for a period not to exceed three years and is not eligible for re-appointment to that position for one year thereafter. An individual appointed to the position of Ministries Coordinator may be reappointed annually at the joint discretion of the Senior Pastor and the Council for a period not to exceed three years and is not eligible for re-appointment to that position for one year thereafter. An individual may not hold more than one elected or appointed officer position at the same time.

Should a vacancy occur in an elected or appointed officer position during the year, the Council shall act in a correspondingly like manner to fill that vacancy.

**Section 8 - Duties of Elected and Appointed Officers:** The Council Chair shall preside at all meetings of the Council and at the Annual and all Special Meetings of the membership. The Council Chair together with the Corporate Secretary as co-signer shall have the authority to execute contracts, conveyances, and such other legal written instruments as the Council may approve.

The Council Vice-Chair shall perform the duties of the Council Chair when the Council Chair is not available and shall perform such other duties as may be assigned by the Council Chair. Should a matter or situation arise requiring the action of the Council Chair or Vice-Chair and neither is available, the Council may elect a temporary Chair to serve until at least one of them becomes available.

The Corporate Secretary shall maintain custody or provide for the secure keeping of all records and correspondence relating to the business affairs of Trinity; co-sign contracts, conveyances and such other legal written instruments as the Council may approve; give notice of meetings of the Trinity membership as required by these Bylaws; in collaboration with the Senior Pastor, maintain the rolls of all members of Trinity and issue letters of transfer and dismissal; record all baptisms and marriages; and prepare annual reports as may be required by law or the Council.

The Treasurer, whose qualifications for appointment shall include known skills in personal communications and long-range planning as well as an understanding of budgeting and fiscal accountability, shall chair the Finance Committee and make recommendation to the Council regarding the composition of the Committee. The Treasurer shall, upon written authorization from the Council, disburse monies as allocated by the approved budget; ensure that an accurate account of income and expenditures is maintained; and cause summary monthly financial reports to the Council and an annual detailed financial report to the membership to be prepared. The Treasurer shall be an ex-officio member of the Council without a vote unless that individual is also an elected Council member.

The Recording Secretary shall record the minutes of all Council meetings and all annual and special meetings of the membership and provide for a permanent record of those minutes in their approved form to be maintained together with the other records and correspondence relating to Trinity.

The Ministries Coordinator shall serve the Council as a liaison to and a communication link with Trinity's various ministries, the individuals and groups who are active in those ministries, and the Senior Pastor with regard to the work of the ministries. The Ministries Coordinator, as requested by the Senior Pastor, shall assist in preparing for and conducting the Senior Pastor's annual review of the ministries and shall be available to analyze, critique and provide counsel regarding the establishment of new or the modification or discontinuation of existing ministries. The Ministries Coordinator may attend and participate in ministry meetings and convene meetings of the ministry Leaders as may be necessary or appropriate in carrying out these duties. The Ministries Coordinator shall be an ex-officio member of the Council without a vote unless that individual is also an elected Council member.

**Section 9 - Meetings:** The Council shall meet as frequently as the business of Trinity requires, but at least bi-monthly, at such times and places as the Council Chair may designate. All Council meetings shall be open to the membership other than when an executive session is convened by the Council Chair. The Council Chair shall issue such notice of the meetings at least five days in advance so as to allow the members of the Council to arrange for their attendance and provide opportunity for the membership to attend the meeting. Upon written request of the Senior Pastor or two or more elected Council members, the Council Chair shall call a special meeting of the Council within five days after receiving the request and issue such advance notice of the meeting as the situation allows. In the event of an emergency, advance notice of a Council meeting may be suspended if so agreed by two-thirds of the voting members of the Council.

**Section 10 - Quorum and Voting:** At any meeting of the Council, a majority of voting members of the Council then serving shall constitute a quorum. Unless otherwise required by these Bylaws, the act of the majority of the voting members of the Council present at a meeting at which a quorum is present shall be the act of the Council. If a quorum is not present at any meeting of the Council, a majority of the voting members present may adjourn the meeting from time to time without further notice. Any one or more voting members of the Council may participate in a meeting of the Council by means of a conference telephone or similar communications device that allows all individuals participating in the meeting to hear each other. Participation by these means shall be considered to be present in person at the meeting. Voting by proxy is not allowed. Voting by electronic means without the opportunity to hear and be heard by the other participants is allowed

only when all voting members of the Council have agreed in advance to such a method of voting on a specific action or decision.

**Section 11 - Rules of Order:** All procedural questions not provided for in these Bylaws regarding any meeting of the Council shall be resolved by the presiding officer in accordance with the then current edition of Robert's Rules of Order Newly Revised.

**Section 12 - Removal:** Any individual elected to serve as a Council member who

fails to attend three or more consecutive meetings, other than emergency meetings, may be removed by majority vote of the other voting members of the Council. Any individual elected to serve as a Council member may be removed with or without cause by the written vote of two-thirds of the Voting Members present and voting at a meeting called for that purpose. Any individual elected by the Council or appointed by the Council or the Council Chair to serve as an officer of Trinity or to serve or represent Trinity in any capacity on behalf of the Council may be summarily removed with or without cause by the Council.

## **ARTICLE VII - MINISTRIES**

**Section 1 - General Requirements for Ministries:** To provide for the performance of Trinity's essential functions of Christian education, fellowship, prayer, worship, community within its membership, and outreach to the larger community, the Senior Pastor in consultation with the Council shall establish a process by which groups of Trinity's membership may join together to form Ministries to assist in this work. That process shall include provisions for (1) initiating, continuing, and, when appropriate, discontinuing a Ministry and (2) specifying which activities will be performed by a proposed Ministry, how those activities relate to Trinity's guiding principles and beliefs, and what facilities, funding and staffing it will require. The process shall also allow for balancing the need and benefits of each ongoing and proposed Ministry with the capacity of Trinity to sustain that Ministry.

**Section 2 - Supervision:** The Senior Pastor is responsible for general oversight and guidance of Ministries. In carrying out this responsibility, the Senior Pastor, with the concurrence of the Council, may engage the services of any other Pastor employed by Trinity and is to be assisted by the Ministries Coordinator as provided in Article VI, Section 7.

**Section 3 - Annual Review:** The Senior Pastor shall annually review the activities of Trinity's Ministries with the leaders of the Ministries and such Council members as the Council may designate. The review shall include consideration of the need for or desirability of initiating additional Ministries or modifying or discontinuing ongoing Ministries. How the collective Ministries may best ensure proper stewardship of Trinity's resources of time, funds, talents, and facilities shall also be considered. The review shall be conducted at such time as will allow the findings of the review and any associated recommendations to provide timely input to Trinity's annual budget process and any ongoing staffing or long-range planning.

## **ARTICLE VIII - FINANCE, BUDGET, AND RESOURCES**

**Section 1 - Management of Fiscal and Capital Resources:** The Finance Committee shall oversee the management of all financial and capital assets of Trinity including the administration and investment of all endowment funds. To meet its oversight and reporting responsibilities, the Committee shall meet at least once

each month. The Treasurer, in furtherance of the duties set forth in Article II, Section 8, shall oversee the collection, recording, deposit, and disbursement of all monies, arrange for an annual third-party audit or procedural review, and submit the results of that audit or review to the Council.

**Section 2 - Facilities Use Policy:** Trinity's facility (which shall be understood throughout this document to include all land, structures and equipment owned or rented by Trinity) was provided through God's benevolence and by the sacrificial generosity of members and friends of Trinity. Trinity desires that its facility be used for the life and work of the Body of Christ, and always to the glory of God (Colossians 3: 17). For that reason, Trinity will consider written requests from individuals, groups and organizations to hold events and activities in our facility.

However, no request for use of our facility shall be approved for individuals, groups or organizations holding, advancing or advocating beliefs, or advancing, advocating or engaging in practices that are in conflict with, or are inconsistent with, Trinity's faith or moral beliefs or teachings, a general summary of which may be found in Article II of Trinity's Constitution and Bylaws. (See 2 Corinthians 6:14 and 1 Thessalonians 5:22.)

No request for use of our facility shall be approved for an event or activity that would conflict with or interfere with the preparation for or execution of a previously scheduled church ministry event or activity.

No request for use of our facility will be approved without the assignment of a Trinity member liaison, who will, under normal circumstances, be present for the duration of the requested event or activity to serve as a liaison between Trinity and the authorized users.

**Section 2a - Facility Use Approval Authority and Priority of Use:** The Senior Pastor shall exercise approval authority for all applications submitted by individuals, groups and organizations requesting use of all or any portion of the Trinity facility. The Senior Pastor may delegate this authority to a member of the Church Council or church staff when he is unable to fulfill this responsibility. This delegation of approval authority shall be made in writing, with notification to the

Council Chairman prior to its effective date. The Church Council may rescind any approval by a majority vote.

Priority for use of our facility shall generally be given to approvable requests from members of Trinity, their immediate families, and groups or organizations that are part of the ministry, organization, or sponsored activities of the church.

**Section 3 - The Finance Committee:** In addition to the Treasurer who serves as Chair, the Finance Committee shall be composed of at least four and no more than six additional members from among Trinity's Membership. Members of the Committee shall be appointed by the Council upon the recommendation of the Treasurer to serve at the pleasure of the Council. No later than April 1 of each

year, the Treasurer shall report to the Council any recommended changes to the composition of the Committee. In recommending and appointing members of the Committee, the Treasurer and the Council shall seek to select individuals who can provide a collective experience which encompasses auditing, budgeting, accounting, financial planning, banking, investing, insurance, taxation, and business management.

**Section 4 - Year and Budget Process:** The fiscal year for Trinity shall be the calendar year. The Finance Committee shall establish and maintain a budget development process which allows the Committee, in consultation with the Senior Pastor and Trinity's Ministries, to determine Trinity's financial requirements for the next fiscal year.

**Section 5 - Adoption of the Budget:** The Finance Committee shall present the proposed budget to the Council for approval and adoption no later than December 1 for the succeeding year. Upon the recommendation of the Finance Committee, an adopted budget may be subsequently amended by the Council.

**Section 6 - Management and Disbursement of Funds:** Sums allocated by an approved budget may be expended only on the written authorization of the persons so designated in the approved budget or the chair of the appropriate ministry and may not exceed the total amount approved for that designated person or group. In case of a deficiency of income, funds may be reallocated within an adopted budget by the Council in order of priority as determined by the Council. Any expenditure that would result in a designated person or group exceeding their approved annual budget by \$10,000.00 or less must first be approved by the Council. Any expenditure that would result in a designated person or group exceeding their approved annual budget by more than \$10,000.00 must first be approved by the Membership. The Treasurer and no more than two members of the Finance Committee designated by the Council shall have authority to sign checks on Trinity's accounts. For any check of \$100.00 or more, dual signatures are required.

**Section 7 - Endowment Funds, Gifts, and Bequests:** Gifts and bequests received by Trinity other than annual pledges and contributions shall be considered part of Trinity's Endowment Fund. Gifts which are specifically directed by the donor shall be considered part of the Restricted Endowment Fund, with income and principal to be disbursed in accordance with the wishes of the donor. The income from Unrestricted Funds shall be used solely to carry out the purposes of Trinity as determined by the Council. These Funds shall be ministered by the Finance Committee in accordance with policies set by the Council and shall be reviewed annually by the Council.

**Section 8 - Conflict of Interest Policy:** The purpose of this Conflict of Interest Policy is to protect Trinity's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an individual serving Trinity as an elected or appointed official or employee having authority to expend funds, or might result in a possible excess benefit transaction. This policy is



intended to supplement, but not replace, any Federal or North Carolina laws governing conflict of interest applicable to non-profit and religious organizations.

## **A. Definitions**

- 1. Interested Individual** - Any Trinity Council member or any individual exercising powers delegated by Trinity's Constitution and Bylaws or by the Council, who has a direct or indirect financial interest as defined below, is an "interested individual."
- 2. Financial Interest** - An individual has a "financial interest" if that individual has, directly or indirectly, through business, investment or family:
  - a. An ownership or investment in an entity with which Trinity has a Transaction or arrangement,
  - b. A compensation arrangement with Trinity or with any entity with which Trinity has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Trinity is negotiating a transaction or arrangement.
- 3. Compensation** - Includes direct or indirect remuneration as well as gifts or favors that are of a value greater than one hundred dollars (\$100.00).
- 4. A financial interest** is not necessarily a conflict of interest. Under Section 8, letter B, an individual who has a financial interest may have a conflict of interest only if the Council decides that a conflict of interest exists.

## **B. Procedures**

- 1. Duty to Disclose** - In connection with any actual or possible conflict of interest, an interested individual must meet with the Council and disclose the existence of the financial interest and be given the opportunity to disclose all material facts related to the proposed transaction or arrangement under consideration.
- 2. Determining Whether a Conflict of interest Exists** - After disclosure of the financial interest and all material facts, and after any discussion with the interested individual, the Council, less any Council member having a financial interest in the proposed transaction or arrangement under consideration, shall decide if a conflict of interest exists.
- 3. Procedural Steps for Addressing a Conflict of Interest** - When presented with the disclosure of information indicating that a conflict of interest may exist, the Council shall proceed as follows:
  - a. An interested individual may make a presentation to the Council, but must leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.
  - b. The council Chair may, if appropriate, appoint a disinterested individual or ad hoc committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Council shall determine whether Trinity can obtain with reasonable efforts a more advantageous transaction or arrangement from a source that would not give rise to a conflict of interest.
  - c. If a more advantageous alternative transaction or arrangement which does not give rise to a conflict of interest is not reasonable possible under

the circumstances, the proposed transaction or arrangement is in Trinity's best interest, for its own interest, and whether it is fair and reasonable.

- d. In conformity with the above determination, the Council shall make a decision as to whether to enter into the proposed transaction or arrangement.

**4. Violation of Conflict of Interest Policy** - If the Council has reasonable cause to believe an individual has failed to disclose actual or possible conflict of interest, it shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose. If, after hearing the individual's response and making further investigation as warranted by the circumstances, the Council determines that the individual has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary or corrective action.

**C. Record of Proceedings** - The following matters relating to actual or possible conflict of interest shall be recorded in the minutes of the Council:

1. The names of the individuals who disclosed or were otherwise found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Council's decision as to whether a conflict of interest in fact existed.
2. The names of the individuals present during discussions and votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**D. Compensation** - A voting member of the Council who receives compensation, directly or indirectly, from Trinity for services is precluded from voting on matters pertaining to that individual's compensation.

**E. Acknowledgement of Duty Statements** - Each Council member and each individual who exercises powers delegated by Trinity's Constitution and By-laws or by the Council member or employee:

1. Has received a copy of this Conflict of Interest Policy.
2. Has read and understands the policy.
3. Agrees to comply with the policy.
4. Understands that Trinity is a non-profit religious organization and in order to maintain its Federal tax exemption status, must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**F. Periodic Reviews** - To ensure that Trinity operates in a manner consistent with non-profit religious organization purposes, and does not engage in activities that could jeopardize its tax-exempt status, the Council shall cause periodic reviews to be conducted. The reviews shall, at a minimum, consider the following:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of "arm's length" bargaining. Whether Trinity's business arrangements with other entities conform to

Trinity's written policies, are properly recorded, reflect reasonable investment or payment for goods and services, further Trinity's religious purposes, and do not result in inurement, impermissible private benefit or an excess transaction.

2. Whether there is reason for the Council to require currently serving Council members and employees to reaffirm the Acknowledgement of Duty Statements executed upon their entry into office or employment.

## **ARTICLE IX - INDEMNIFICATION**

Trinity shall indemnify its Senior Pastor, Senior Associate Pastor, Council members, and officers to the extent required or permitted by Part 5 of Article 8 of Chapter 55A of the General Statutes of North Carolina as from time to time amended.

## **ARTICLE X - AMENDMENTS**

The provisions of this Constitution and these Bylaws may be amended by the written vote of two-thirds of the Voting Members present and voting at a meeting called for that purpose.

## **ARTICLE XI - MERGER AND DISSOLUTION**

Before any plan for merger of Trinity with another religious organization or for the dissolution of Trinity is undertaken, it shall have first been approved by the written vote of two-thirds of the Voting Members present and voting at a meeting called for that purpose.

Upon the dissolution of Trinity, the Council shall, after paying or making provision for the payment of all the liabilities of Trinity, dispose of all of the assets of Trinity exclusively for the purposes of Trinity in such manner, or to such organization or organizations organized and operated exclusively for religious or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any amending or corresponding Section that may be in effect at the time of dissolution) as the Council shall determine. Any assets not so disposed of shall be disposed of by the Superior Court of Moore County North Carolina, exclusively for the purposes or to such organizations as the court determines are organized and operated for the purposes set forth above. In the event of the dissolution of Trinity, no Council member, officer or member of Trinity will be entitled to any distribution of any property or other assets of Trinity; however, this prohibition will not bar the payment of reasonable compensation for services rendered in the performance of the dissolution.

## **ARTICLE XII - ADOPTION OF CONSTITUTION AND BYLAWS**

This Constitution and these Bylaws shall be submitted to and approved by a majority vote of the entire Interim Board of Directors of Trinity and shall be recommended to the Voting Members of Trinity for favorable action at a meeting called for that purpose. Copies of this Constitution and these Bylaws shall be reproduced and made available to such members for their inspection at least seven days before the meeting at which they are to be submitted for approval. If ratified by majority vote of the Voting Members attending the meeting, this Constitution and these Bylaws shall stand adopted.

Immediately upon adoption of this Constitution and these Bylaws, the Interim Board shall, in so far as possible consistent with Article VI, Sections 3 and 5, initiate a process for the nomination and election of Council members. Immediately upon election the Council members so elected shall take office and this Article being of a transitory nature, shall stand repealed and the Interim Board dissolved. Pending the duly elected Council taking office, the Interim Board and all others involved in carrying out the activities of Trinity shall do so as consistently as possible with the adopted Constitution and Bylaws.

### **REVISIONS RECORD**

Revisions approved by the Membership: 10/28/15