



BYLAWS

ARTICLE 1. MEMBERSHIP

Section 1.1. Qualifications

The membership of Downcity Church shall consist of persons who meet the qualifications for membership as detailed in Article 5 of the Downcity Church Constitution.

Section 1.2. General Procedure for Admission of Members

1.2.1. All actions regarding membership, of either admission or dismissal, shall be by vote of the church upon recommendation of the board of elders.

1.2.2. To be received into church membership, a prospective member shall read the governing documents of the church and have a membership interview with the elders.

1.2.3. The elders are responsible to ensure, as they see fit, that each prospective member is sufficiently instructed concerning the purpose, mission, philosophy, vision, and doctrine of Downcity Church.

1.2.4. Following said instruction (Section 1.2.3), at least two (2) elders, or an elder and a deacon, shall interview the prospective member.

1.2.5. Upon their report, if the board of elders recommends a candidate for membership, the elders will give notice in at least two (2) Sunday gatherings of the church prior to a members' meeting that a candidate is to be considered by them for membership. Members should voice any concerns or objections to the elders during this time period.

1.2.6. Following the required notice (Section 1.2.5), the church may, at any regular or special members' meeting, receive prospective members into membership by affirmation. This meeting may occur during a regularly scheduled church gathering, providing it meets the notification requirements stipulated in Section 1.2.5.

1.2.7. Upon reception into the membership of Downcity Church, a new member's membership in any other local church is thereby relinquished.

Section 1.3. Denial of Membership

If, upon meeting with a prospective member, the board of elders determines that the prospective member does not meet the requirements for membership as stipulated in Article 5 of the Downcity Church Constitution, membership shall be denied. There shall be no appeal to any court from that decision.

Section 1.4. Privileges and Responsibilities of Membership

1.4.1. General Statement. Membership is about more than attending members' meetings or having one's name on a church roll. Members who enter into a covenant with Downcity Church are called to a higher degree of responsibility, service, and sacrifice. At the same time, by covenanting with Downcity Church, a member becomes part of a spiritual family that will provide support and encouragement in his or her walk with Christ.

1.4.2. Organization of Members for Ministry. Members of this church shall have the liberty to participate in and organize themselves for ministry, provided that such participation and organization does not conflict with Articles 2 and 3 of the constitution. Any such organization may seek church sanction from the board of elders as an official ministry of Downcity Church. Such sanction shall be granted provided that 1) the object, purpose, belief, and conduct of the organization and its members is consistent with Articles 2 and 3 of the constitution, and 2) the primary officers of the organization are members of the church or regular attendees of the church who have been approved under guidelines established by the board of elders.

1.4.3. Responsibilities

1.4.3.1. Members agree to actively participate in and support the commitments defined in the Downcity Church Member Covenant (Downcity Church Constitution Article 4).

1.4.3.2. Members are expected to attend members' meetings. Every member eighteen years (18) old or older has the privilege and responsibility of voting on the matters stipulated in the Downcity Church Constitution (Article 6, Section 6.6).

1.4.3.2.1. Only members who are physically present at a duly called members' meeting shall be entitled to vote. There shall be no proxy or absentee vote.

1.4.3.3. Membership in this church does not afford the members with any vested right, interest, or privilege of, in or to the assets of the church, or any right, interest, or privilege which may be inheritable or which shall continue once his or her membership ceases in the church.

1.4.4. A member may inspect the prepared financial statement of the church and the minutes of the proceedings of church meetings and of board meetings, provided he or she shall have made a written request, and the church has received the written request at least five (5) business days before the requested inspection date.

1.4.4.1. A member may not, under any circumstances, inspect any record relating to individual contributions to the church.

Section 1.5. Associate Membership

1.5.1. General Statement. Students and other temporary residents in the area who wish to participate in and be held accountable to a local church while retaining membership in another Gospel-preaching church in their home area are encouraged to apply for associate

membership.

1.5.2. Qualifications. Qualifications for associate membership are identical to full membership except that home church membership is retained.

1.5.3. Privileges and Responsibilities. Associate members retain the same privileges and responsibilities as full members, except that while they are encouraged to participate in regular and special members' meetings, they are not eligible to be elected to any church office. Associate members are released from the obligation to regularly gather with this church body while they are outside of the area for extended periods of time.

1.5.4. Membership Process. In addition to following the membership process outlined in Article 1, Section 1.2, a recommendation will be sought from the applicant's home church.

1.5.5. Termination of Membership. The provisions of Article 1, Section 1.6 also apply to the termination of associate membership. However, in addition to those provisions, the elders shall notify the associate member's home church of the termination of membership.

Section 1.6. Termination of Membership

1.6.1. The membership of any individual member shall be terminated without notice when that member unites in membership with another church.

1.6.2. A member may resign his or her membership at any time. Such a request shall be put in writing and submitted to the elders.

1.6.2.1. If a member submits a letter of resignation to the elders, the elders shall consider the termination request and accept it by a majority vote of the elders present and voting in an elders' meeting. The church shall then affirm the termination of the membership at the next members' meeting.

1.6.2.2. The church shall have authority to refuse a member's voluntary resignation or transfer of membership to another church if said member is in the process of church discipline.

1.6.3. The membership of any individual member shall automatically terminate if the member in question has not attended a regular service of the church in the preceding six (6) months.

1.6.3.1. In such cases, membership termination will occur only after appropriate efforts have been made to contact the member and remind them of their duties.

1.6.3.2. Exceptions will be made if said member is away for a justifiable cause (military service, temporary job relocation, etc.).

1.6.4. The membership of any individual member shall terminate if said member fails to respond to church discipline according to section 1.7 below.

Section 1.7. Church Discipline

1.7.1. General Statement. Church discipline is the corrective process that God has given to the church when a member persists in sin. Church discipline is a responsibility that the entire church body shares as a vital part of corporate body life. If a member persists in sin, despite receiving loving and gentle appeals from fellow church members, the board of elders shall assume responsibility for said member's discipline under such rules and procedures as the elders may from time to time establish on the basis of Scripture, particularly Matthew 18:15-17, Galatians 6:1, 1 Corinthians 5, and 2 Corinthians 2:5-8. All such proceedings shall be guided by a spirit of prayer combining Christian kindness, patience, and holy firmness under the guidance of the Holy Spirit.

1.7.2. Dismissal of Members. If a member fails to respond biblically to the process of discipline, the elders may at a regular or special members' meeting, call upon the members to dismiss an unrepentant individual from membership. It is the responsibility of the church to recognize that a member is unrepentant and to affirm the termination of that person's membership along with the elders. Hence, a member will not be dismissed unless the elders by unanimous vote recommend such an action to the church, unless notice has been given at no less than two (2) public services prior to the members' meeting in which that person's dismissal is discussed, and unless the church affirms the elders' recommendation by a three-fourths majority vote by those members present and voting at a duly called members' meeting.

1.7.3. When one or more of the following have occurred, the elders in the exercise of their discretion may proceed directly to either the stage of informing the church at a regularly scheduled worship service in order that the church may call the erring individual to repentance or the stage of recommendation of dismissal from the membership of the church:

1.7.3.1. Where the transgression and the refusal to repent have been public, i.e. openly and to the offense of the whole church (1 Cor. 5:1-5);

1.7.3.2. Where the disciplined party has taught or otherwise disseminated doctrine deemed false or erroneous by the elders, then chosen to disregard the direction and reproof of the elders (Romans 16:17); or

1.7.3.3. Where the disciplined party has been warned twice to cease from factious and divisive conduct and has chosen to disregard that warning (Titus 3:10-11).

1.7.4. The members of this church agree that there shall be no appeal to any court due to the dismissal of a member from membership or because of public statements made to the church as part of the church discipline process.

1.7.5. Separate and apart from the process of church discipline, but subject to the discretion and approval of the elders (or a duly constituted subcommittee thereof), a member, non-member, regular attendee, or other individual may be notified that he or she is not to be present upon church premises for such a period of time as is deemed necessary for the safety and well-being of others on church premises. Such required absence may, but need not, be concurrent with church discipline of that person.

ARTICLE 2. CHURCH GOVERNMENT

Section 2.1. General Statement

2.1.1. The biblical officers of the church shall be elders and deacons. Officers shall be called to office by vote of the membership of the church as provided for in these bylaws. All officers of the church shall be members of the church in good and regular standing. Except as provided in paragraphs 2.1.2, 2.1.3, 2.1.4, and 2.1.5, the board of elders and the deacons are the only bodies and positions created by these bylaws.

2.1.2. The administrative officers of the church shall be secretary and treasurer.

2.1.3. Corporate Officers

2.1.3.1. Board of Directors. The elders shall also fulfill the role of directors of Downcity Church in accordance with Section 7-6-22 of the Rhode Island Nonprofit Corporation Act. The number of directors shall be equal to the number of elders but shall not be less than three (3). In the event that the number of elders is less than three (3), the number of directors needed in order to total three (3) shall be chosen from among the deacons and administrative officers of the church. The needed director(s) shall be chosen by a unanimous vote of the board of elders to a one (1) year term. The term of any non-elder director shall end upon the election of any new elders, so that the number of directors shall be equal to the number of elders but shall not be less than three (3). The resignation, removal, or vacancy of an elder, or in the case of a non-elder director their deaconship or administrative office, shall effect an immediate discharge of their duties as a director.

2.1.3.2. President and Vice President. The board of directors shall elect by a majority vote members from within the board of directors to the administrative offices of president and vice president to a term of one (1) year. Any two (2) or more corporate or administrative offices (president, vice president, secretary, and treasurer) may be held by the same person, except the offices of president and secretary.

2.1.4. Committees and Appointees

2.1.4.1. The board of elders has the authority to create committees and positions to which it may delegate a specified aspect of its responsibility. The board of elders has the authority to dissolve any committee or position that it created. The board of elders also has the authority to appoint elders, deacons, or other members of the church to serve as members of such committees and to act as its agent in such positions.

2.1.4.2. Each committee shall have a chairperson who is responsible for the overall operation of the committee. The board of elders has the authority to either select the chairperson or to delegate the responsibility for selecting the chairperson to the committee itself.

2.1.5. Church Employees. In addition to vocational elders, the church may employ additional personnel. The board of elders shall be responsible for determining the duties

and hiring of such personnel.

2.1.5.1. Vocational Ministers. The board of elders may employ vocational ministers. Vocational ministers are the ministers of the church who, in response to God's call, serve the church of Christ as their primary vocation. Vocational ministers are not necessarily called to eldership, but as assisting partners in the ministry.

2.1.5.2 Staff. The board of elders may employ staff members. Staff members are those employed to handle administrative and ancillary duties.

Section 2.2. Nomination of Officers

2.2.1. Substantial prayer, both individual and corporate, shall be an integral part of the nomination process.

2.2.2. Nominations

2.2.2.1. The elders shall comprise the nominating committee responsible for the nomination of all officers.

2.2.2.2. The elders shall seek recommendations and involvement from the general membership in the nomination process.

2.2.2.3. The elders shall consider names of nominees to serve as elders, deacons, secretary, or treasurer as submitted to them before the members' meeting prior to the annual elections meeting.

2.2.2.4. Any member with reason to believe that a nominated candidate is unqualified for the office should express such concern to the elders. Members intending to speak with concern about a candidate should express their objection to the elders as far in advance of the election as possible.

Section 2.3. Statement Concerning Officer Liability. To the fullest extent permitted by the statutes of the State of Rhode Island as now in effect or as may hereafter be amended, no director or officer of Downcity Church shall be personally liable for damages in any proceeding brought by or in the right of the church, or in connection with any claim, action, suit, or proceeding to which he or she may be or is made a party by reason of being or having been a director or officer of the church, provided, however, that such relief from liability shall not apply in any instance where such relief would be inconsistent with any provision applicable to corporations described in section 501 (c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code.

ARTICLE 3. ELDERS

Section 3.1. General Statement. Downcity Church affirms that the terms elder, overseer (bishop), and shepherd (pastor) are used interchangeably in the Word of God (Acts 20:28, 1 Pet. 5:1-3) as differing descriptions of the same office. Downcity Church recognizes elders to be men who in response to God's call have devoted their lives to the ministry of the Word and prayer in the service of the church of Jesus Christ.

Section 3.2. Qualifications. Elders and nominees for elder shall be qualified for the office as specified in the Bible. Relevant texts include I Timothy 3:1-7, Titus 1:6-9, and I Peter 5:1-4. Elders are also required to be in agreement with the Mission, Core Values, Articles of Faith, and Church Covenant of Downcity Church.

Section 3.3. Responsibilities. Besides possessing the essential qualifications outlined in Section 3.2, elders are to function in accordance with the biblical job description sketched out in Acts 20:17-38, Ephesians 4:11-16, and 1 Peter 5:1-7. They should increasingly be reflecting the heart and concerns of Jesus, the Chief Shepherd. Christ Himself must be their ultimate Model for all ministry (Matthew 20:28; John 10:1-18). Consequently, they first must always guard themselves, and then they must protect and provide for the flock (Acts 20:28; 1 Timothy 4:16). More specifically, the fundamental responsibility of the elders is to devote themselves to prayer and the ministry of the Word. Further, the elders are responsible to exercise servant leadership to Downcity Church by governing the church, equipping the church for the work of ministry, leading the church to fulfill the Great Commission, teaching the church the whole counsel of God, providing for the church examples of godliness, and tending the flock of God within the church.

Section 3.4. Organization

3.4.1. Elders shall exercise their leadership as part of a plurality of elders, or board of elders. The number of elders serving at any given time is determined by the needs of the ministry and by the call and qualification of men in the church. While elders serve as equals in authority, they may be specialized in function.

3.4.2. The board of elders shall be composed of all vocational and non-vocational elders who are serving in the elder role at any given point in time.

3.4.2.1. Vocational Elders. The church recognizes that God calls some elders to serve the church on a vocational basis. Vocational elders are supported financially and materially by Downcity Church in return for their labors (1 Timothy 5:17-18). Such remuneration may include paid salaries, housing, and other allowances and benefits. Vocational elders shall perform the duties of an elder as described in Article 3.3 and shall be recognized by the church as particularly gifted by the Spirit and called by God to fulfill a specific role within the church. Each vocational elders' role shall flow from his giftedness and calling.

3.4.2.2. Lead Elder. One vocational elder shall be recognized as particularly gifted by the Spirit to provide overall guidance, vision, and leadership to the elders and to the church. The lead elder is the senior pastor, but shall serve as first among equals with the other elders. Within the board of elders, the vote of the lead elder carries no additional weight over the votes of his fellow elders.

3.4.2.3. Non-vocational Elders. The church recognizes that God calls some elders to serve in a lay capacity. Non-vocational elders are supported financially by means outside the church. Non-vocational elders shall retain all privileges and rights of the elder position and shall, within the board of elders, be equal in authority with the vocational elders.

3.4.3. The board of elders will, by majority vote, appoint a chairman and vice-chairman of the board of elders who will provide leadership as it pertains to board of elder meetings.

The board shall also, by majority vote, appoint an elder to serve as moderator of members' meetings. The chairman and vice-chairman of the board of elders and the moderator must be reconfirmed annually.

Section 3.5. Meetings

3.5.1. Regular Meetings. The board of elders must meet at least once per month. Meetings of the board of elders may be held at any location and may be conducted by means of electronic communication through which the elders may simultaneously hear each other. Unless the board provides otherwise, meetings of the board may be held immediately upon notice.

3.5.2. Special Meetings. Special meetings of the board of elders may be called at any time by order of the chairman or vice-chairman of the board of elders or by a quorum of the board of elders.

3.5.3. Quorum. Except as otherwise provided herein, a majority of the elders currently serving shall constitute a quorum. Whenever the matter to be considered concerns calling or dismissing a vocational pastor, or buying or selling real estate, a quorum shall consist of not less than two-thirds of the members of the board.

Section 3.6. Recognition and Affirmation of Elders

3.6.1. Downcity Church affirms that it is God who makes men overseers through His providential preparation and call in their lives. Consequently, it is the responsibility of the church to recognize these men, receive them as gifts of Christ to His church, and set them apart as elders.

3.6.2. The elders shall identify and recommend by unanimous consent candidates to serve as elders who are qualified according to the provisions of these bylaws. They shall assess the candidate's qualifications and train him concerning the role of the office.

3.6.3. Additionally, any member of Downcity Church may present one of the male members for consideration as an elder via a letter of nomination. This letter should focus on the nominee's apparent conformity with the aforementioned Scriptural qualifications and include a brief history of his service among the body. This letter of recommendation is to be submitted to the existing board of elders, and each person so presented will be considered seriously. The board of elders will decide whether the man suggested should be regarded as a true candidate for the office of elder.

3.6.4. Following this time of evaluation, the board of elders, by unanimous consent, may present the name of the candidate to the whole congregation for consideration. The members shall affirm nominated elders (1) by closed ballot upon recommendation of the board of elders and (2) by a three-fourths majority of those members present and voting at the meeting. Oral notice of any such meeting, stating its object, shall be given from the pulpit on two (2) successive Sundays preceding the meeting.

3.6.5. Upon affirmation, elders shall serve an indefinite term. Elders may take a voluntary sabbatical from the role of elder. The board of elders shall determine the nature and extent of this sabbatical.

Section 3.7. Calling of the Lead Elder

3.7.1. The board of elders shall oversee the calling of the lead pastor. In the absence of a plurality of elders, the church shall appoint by majority vote a Pastoral Search Committee to oversee the calling of the lead pastor. In such instance, the deacons shall oversee the process by which the Pastoral Search Committee is nominated and appointed.

3.7.2. A senior vocational pastor must be unanimously approved by the board of elders after the same careful examination required of any other elder candidate. Additionally, the church must give adequate opportunity to assess his preaching and teaching gifts. A candidate for lead elder shall preach the Word on at least three (3) separate Sundays. If married, his wife and children shall accompany him on at least two (2) of these Sundays and shall meet with the elders. Additionally, the members must be given an opportunity to interact with him so as to express their views to the board.

3.7.3. The elders shall give assurances to the membership that, having interviewed and evaluated the candidate concerned, they are in no doubt as to his wholehearted assent to the purpose, mission, philosophy, vision, and doctrine of Downcity Church.

3.7.4. A candidate for full-time elder shall be affirmed by closed ballot upon recommendation of the board of elders and by a three-fourths majority of those present and voting at the meeting. Oral notice of any such meeting, stating its object, shall be given from the pulpit on two (2) successive Sundays preceding the meeting.

3.7.5. The lead elder shall assume office upon election or at a time predetermined by the board of elders.

3.7.6. A lead elder who intends to resign his position in good standing must give at least one (1) months notice to the board of elders, and will continue to be compensated beyond the date of the resignation for two (2) weeks per year of service, but not less than eight (8) weeks and not more than sixteen (16) weeks. The church, upon unanimous recommendation by the elders, may vote to extend the severance compensation beyond sixteen (16) weeks.

Section 3.8. Vacancies, Accountability and Removal of Elders

3.8.1. A vacancy or vacancies in the board shall be deemed to exist in the case of the death, physical incapacity, resignation, or removal of any elder.

3.8.2. Elder accountability is first and foremost unto God (1 Peter 5:1-5). It is mandatory, however, that the elders also be accountable at all times to one another. Any elder may be removed from office if he becomes physically incapacitated, spiritually unqualified, or his inability to serve is established in the minds of the remainder of the board of elders.

3.8.3. A grievance or accusation against an elder may be brought before the board of elders. Such grievances or accusations will only be received when brought by two (2) or three (3) witnesses (1 Timothy 5:19) in good standing. If the board, after thorough investigation and consideration, believes the grievance or accusation to be true, they will Biblically confront the elder in question. If the confronted continues to sin, he is to be rebuked by the other elders before the whole church, that others may fear (1 Timothy 5:20).

3.8.4. In certain cases of spiritual, moral, or doctrinal aberrancy, the elders may ask the elder in question to resign so that he might get his life or doctrine in order. The goal in such cases is Biblical restoration. The process of his possible reinstatement at a later date shall be governed by section 3.6 of these by laws.

3.8.5. In such cases (3.8.4), if the elder in question refuses to resign, the call of the elder may be terminated at any business meeting upon the unanimous recommendation of the rest of the elders when supported by closed ballot of a three-fourths majority of those members present and voting at the meeting. Oral notice of any such meeting, stating its object, shall be given from the pulpit on two (2) successive Sundays preceding the meeting.

Section 3.9. Voluntary Elder Resignation. Any elder may resign effective upon giving written notice to the board, unless the notice specifies a later time for the effectiveness of such resignation.

ARTICLE 4. DEACONS

Section 4.1. General Statement. In order to allow the elders to serve more consistently and faithfully in their primary areas of responsibility, deacons will minister to the church in a variety of important ways. The office of deacon is described in Acts 6:1-7 and I Timothy 3:8-13. The church shall recognize men who are giving of themselves in service to the church and who possess particular gifts of service. These members shall be received as gifts of Christ to His church and set apart as deacons.

Section 4.2. Number. The number of deacons shall be determined by the needs of the ministry and by the call and qualification of men in the church.

Section 4.3. Qualifications. Deacons and nominees for deacons shall be those who have been members of the church for at least six (6) months and who demonstrate that they possess the qualifications set forth in Acts 6:1-7 and 1 Timothy 3:8-13.

Section 4.4. Nomination. Nomination of deacons shall occur according to Article 2, Section 2.2 of these bylaws.

Section 4.5. Term, Reaffirmation, and Calling. The church shall call deacons for a term of two (2) years. They shall stand for reaffirmation no later than the second annual meeting of the church following their call or previous reaffirmation. Calling or reaffirmation of deacons shall be by closed ballot of a three-fourths majority of those members present and voting at such meeting.

Section 4.6. Responsibilities. The deacons are men who serve in and are administrators of various works and ministries. They shall be ready to assist the elders in any service that shall support and promote the ministry of the Word, new and existing ministries of the church, and the care for the members of the church. They shall report directly to the board of elders.

Section 4.7. Organization. The elders or the deacons may designate any specific deacon or group of deacons to specialize in some particular diaconal function. Meetings of the deacons, or subcommittees thereof, shall be held as needed to best fulfill their responsibilities.

Section 4.8. Removal

4.8.1. Resignation. A deacon may resign his office at any time if he finds he is no longer able to discharge the duties of the office.

4.8.2. Grievance. Where a grievance exists against a deacon of the church due to spiritual, moral, or doctrinal aberrancy, such grievance may be brought before the board of elders by at least two (2) members in good standing. If the board, after thorough investigation and consideration, believes the grievance to be true and substantial, then the deacon may be asked to resign or, if necessary, removed from office upon the recommendation of the board of elders when supported by closed ballot of a three-fourths majority of those members present and voting at such meeting. Oral notice of any such meeting, stating its object, shall be given from the pulpit on two (2) successive Sundays preceding the meeting.

ARTICLE 5. ADMINISTRATIVE OFFICES

Section 5.1. Secretary

5.1.1. Nomination. The secretary shall be nominated to office according to Article 2, Section 2.2 of these bylaws.

5.1.2. Calling and Term. The secretary nominated by the elders shall be affirmed by the church by a majority vote of those members present and voting at the annual members' meeting. The term for secretary shall be one (1) year.

5.1.3. Responsibilities. The secretary shall:

5.1.3.1. Keep, or cause to be kept, at the principal office in the State of Rhode Island the original and a copy of the church's bylaws, as amended to date;

5.1.3.2. Keep, or cause to be kept, a book of minutes at the principal office or such other place as the board of elders may order, of all the meetings of the members, the board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the meetings, the board and committees' meetings, and the proceedings thereof;

5.1.3.3. See that all notices are duly given in accordance with the provisions of these bylaws;

5.1.3.4. Be custodian of the records of the church, including the membership roll, baptisms, and certificates of ordination, licenses, and commissions;

5.1.3.5. Present a report to the membership at the annual members' meeting and at any special meeting as called upon by the elders; and

5.1.3.6. See that the reports, statements, certificates, and all other documents and records required by law are properly kept and filed and deliver them to any successor upon leaving office.

5.1.4. Removal. Should the elders deem that the secretary is neglecting his or her duties as

outlined in these bylaws, the secretary may be removed from office at the discretion of the elders, and another be appointed by the elders to serve the un-expired term.

Section 5.2. Treasurer

5.2.1. Nomination. The treasurer shall be nominated to office according to Article 2, Section 2.2 of these bylaws.

5.2.2. Calling and Term. The treasurer nominated by the elders shall be affirmed by the church by a majority vote of those members present and voting at the annual members' meeting. The term for treasurer shall be one (1) year.

5.2.3. Responsibilities. The treasurer shall:

5.2.3.1. Ensure that adequate controls are in place so that all funds belonging to the church are appropriately handled by any officer, employee, or agent of the church;

5.2.3.2. Be responsible for all funds of the church, and deposit all funds in the name of the church in banks, trust companies, or other depositories as shall be agreed upon by the board of elders;

5.2.3.3. Receive and give receipt for all contributions, gifts, and donations to the church;

5.2.3.4. Disburse, or cause to be disbursed, the funds of the church as may be directed by the board of elders or the budget adopted by the members of the church, taking proper receipts for the disbursements;

5.2.3.5. Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the church's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, and capital. The books of account shall at all reasonable times be open to inspection by any elder.

5.2.3.6. When and as requested, provide to the board of elders accounts of all his transactions as treasurer and of the financial condition of the church;

5.2.3.7. Present a report to the membership at the annual members' meeting and at any special meeting as called upon by the elders; and

5.2.3.8. Keep all church financial records at the office of the church, or at another locations agreed upon by the elders and deliver them up to any successor upon leaving office.

5.2.4. Removal. Should the elders deem that the treasurer is neglecting his or her duties as outlined in these bylaws, the treasurer may be removed from office at the discretion of the elders, and another be appointed by the elders to serve the un-expired term.

ARTICLE 6. FINANCES

Section 6.1. General Statement. Downcity Church affirms the Biblical teaching that the Lord's people should give from a consecrated heart to the Lord's work and that this giving should be done freely, cheerfully, systematically, and proportionately. Consequently, Downcity Church shall be financed only through the free-will gifts and offerings of God's people.

Section 6.2. Solicitation. No money shall be solicited by or on behalf of the church or any of its ministries without the approval of the board of elders.

Section 6.3. Accounting. All funds donated to the church shall pass through the treasurer in order that due record may be made and credit given to the church. The deacons shall provide assistants for the treasurer in accounting for funds donated. The treasurer shall follow established procedures for the safe counting, depositing, and accounting of church offerings and funds.

Section 6.4. Special Offerings. Special offerings may be sought by the church, or by any of its organizations. This shall not preclude individuals from making special offerings or designated gifts at any time as the Spirit of God may move them.

Section 6.5. Designated Contributions. Contributors may suggest designated uses for their contributions, but all such designations shall be deemed advisory rather than mandatory in nature. No fiduciary obligation shall be created by any designated contribution made to the church other than to use the contribution for the general furtherance of the purpose of the church as set forth in the constitution.

Section 6.6. Financial Planning

6.6.1. Zero-based Budgeting. The financial planning of the church shall be carried out by means of the development and implementation of annual budgets. Said budgets will direct church funds toward a faithful carrying out of the various financial obligations and ministries of the church. The budgets shall be developed following the principles of zero-based budgeting.

6.6.2. Stewardship Committee. A stewardship committee, appointed by and under the oversight of the board of elders, shall develop the budget. This committee shall consist of no less than three (3) people including the treasurer.

6.6.3. Affirmation of Budget. The proposed annual budget will be made available no less than two (2) Sundays before the members' meeting at which the budget will be presented for vote. The budget will be affirmed by a three-fourths majority vote of all present and legally voting members at a church members' meeting.

Section 6.7. Binding Authority. The chairman and vice-chairman of the board of elders are the only officers who have authority, in accordance with these bylaws, the church constitution, and any applicable laws, to execute legal documents relating to real estate, church property, and church finances.

ARTICLE 7. MEETINGS

Section 7.1. Worship. Corporate worship services, The Lord's Supper, and other religious services shall be scheduled and conducted as the board of elders determines.

Section 7.2. Business

7.2.1. Member meetings for the purpose of church business may be conducted at any location selected by the board of the elders.

7.2.2. In every such meeting, members shall act in a spirit of mutual trust, openness, and loving consideration that is appropriate within the body of our Lord Jesus Christ.

7.2.3. Attendance at regular and special membership meetings is open only to current members unless the elders approve the attendance of a non-member.

7.2.4. The Annual Members' Meeting. The annual members' meeting shall be scheduled by the board of elders and held sometime during the final three (3) months of the fiscal year of the church. The purpose of this meeting is for the calling and reaffirming of the officers, reviewing proposed budgets and other business. Officers called at the annual members' meeting shall assume their duties at the beginning of the new fiscal year. The fiscal year of the church shall begin January 1st and end December 31st.

7.2.5. Special Members' Meetings. The board of elders may call for a special members' meeting. Notice of the meeting shall be given from the pulpit or by other notification. The particular object of such meeting shall be clearly stated in the notice. In the calling of special meetings for purposes where an interval after advance notice is required by provision in these bylaws or according to law, such provisions shall be observed. Notice from the pulpit shall be given at least one (1) week in advance for meetings on especially important matters not otherwise provided for.

7.2.6. Procedure. The elder-appointed moderator shall determine the rules of procedure according to his sense of fairness and common sense, giving all members a reasonable opportunity to be heard on a matter. The moderator is the final authority on questions of procedure and his decision is final and controlling.

7.2.7. Quorum. Any number of members shall constitute a quorum at any ordinary meeting of the church.

7.2.8. Unless specifically defined in other sections of these bylaws or the constitution, "notice from the pulpit" means an oral announcement at each of the weekend services.

ARTICLE 8. LICENSING AND ORDINATION

Section 8.1. Any male member of this church or its mission churches, who gives evidence of a genuine call of God into the work of the ministry and possesses the qualifications stated in Article 3, Section 3.2 of these bylaws may be ordained as a minister of the gospel.

Section 8.2. Ordination by Downcity Church refers to the mutual recognition by the board

of elders of a man's call to pastoral ministry, his thorough preparation as an under-shepherd, and his qualification to serve. Ordination shall be conferred for life, so long as the man continues to manifest the qualifications of the office.

Section 8.3. In the matter of affirming the ordination of any person to the gospel ministry, the board of elders shall oversee this process.

ARTICLE 9. AMENDMENTS

Amendments to these bylaws may be introduced by the board of elders through written motion at the annual members' meeting or any special meeting, but shall not be acted on until the following annual or special meeting. Said amendment shall be enacted when affirmed by closed ballot by a three-fourths majority of those members present and voting at such meeting, provided that notice of the proposed change or amendment is given from the pulpit on at least the two (2) Sundays preceding the meeting.