

**CONSTITUTION AND BYLAWS  
OF  
Refuge.Church FM Corp**

**Summary of Beliefs**

Refuge.Church has been formed to create a community of believers who have confessed Jesus Christ as their Lord and Savior and are committed to serve the local community and gather together in fellowship to worship, break bread and pray.

**Article: 1 Name and Purpose**

A. Name. The name of this Church shall be as follows: Refuge.Church, hereinafter referred to as the “Church”. The Church shall gather to worship every week with music, instruction and fellowship.

B. Tax Exempt Purpose. Notwithstanding other language or provisions in the creating document, the purpose of the Church will be limited exclusively to exempt purposes within the meaning of IRC 501(c)(3). The Church is organized exclusively for charitable and religious purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Church will not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office. Further, the Church will not endorse any candidates, make donations to their campaigns, engage in fund raising, distribute statements, or become involved in any other activities that may be beneficial or detrimental to any candidate for public office. The Church will not participate in any activities that encourage people to vote for or against a particular candidate on the basis of nonpartisan criteria.

**Article 2: Governance Team**

The Church will have three distinct governance teams that act as a form of checks and balances, as well as a division of labor and responsibility, and shall work hand- in- hand for the purpose and mission of the entire congregation/members. There shall be no compensation for any of the governance team positions.

A. Board Members/Officers. The Board Members shall manage the financial, business, and legal affairs of the Corporation, taking into account the advice of the Elders/Overseers and the Pastoral Team. Each Board Member shall serve a term of 3 years, and may serve no more than 2 subsequent terms. The corporation must always have a minimum of three (3) Board Members, but not more than five (5). Initial Board Members will be appointed by the Church planting team. All subsequent Board Members shall be nominated and elected by the Board, and confirmed by the Eldership Team. Board decisions will be made by a simple majority and based upon biblical principles and the vision of the corporation. The officers of the corporation must

include a President, a Secretary, and a Treasurer. Three (3) Board Members shall constitute a quorum for voting purposes.

B. Eldership Team. The Elders shall provide spiritual guidance to the affairs of the Corporation, make recommendations to the Board Members and Pastoral Team, and provide encouragement and accountability for the fulfillment of the Church's vision. The initial elders of the corporation shall be selected within two years of the formation of the corporation, nominated by the Lead Pastor, confirmed by the congregation and shall be no less than five in number. Members shall have 14 days to bring forth any concerns. If no concerns are brought forward, the new Elder shall be confirmed by the unanimous vote of the Eldership and Pastoral team. Eldership team decisions shall be based upon group consensus.

C. Pastoral Team. The pastoral team shall manage the daily operational duties of the Church including, but not limited to teaching, guidance, and vision/strategy for respective areas of responsibility.

1. *Lead Pastor*. The Lead Pastor shall serve a term of 3-years, and may serve subsequent terms. The Lead Pastor will set the vision and direction of the church, based on input from the board, elders and pastoral team, as well as input from the congregation as a whole. The Lead Pastor is responsible for building or removal of the pastoral team. While a member of the pastoral governance team, the Lead Pastor may also participate as an advisor to the Eldership team and Board of Directors. The Lead Pastor will be nominated by a joint committee based upon the Board Members, Elders and existing pastoral team, and confirmed by the voting members of the Church as set forth in Article 3. The Lead Pastor may be removed for good cause upon unanimous consent of the Board Members and Eldership Team.

D. Meetings. The Board of Directors shall meet quarterly. Minutes shall be kept at all Board meetings. The Elders shall meet bi-weekly. The Pastoral Team shall meet weekly. The congregation shall meet as needed to vote on/confirm recommended decisions by the Governance Team. The annual state of the Church meeting shall be held during the 1<sup>st</sup> quarter of each calendar year. Notice of the annual meeting shall be given at least (2) successive Saturdays immediately preceding it, by church publication and announcement. Special membership meetings may be called by any of the governance team as needed for confirmation events. For the purposes of voting, the minimum number of Directors (3) or Elders (5) shall constitute a quorum.

### **Article 3: Congregation/Members**

Membership shall consist of those who have made the decision to accept Jesus as their Lord and Savior and agree to fulfill the vision of the Church. They are those who do community together as outlined in Acts 2:42 in which we gather together weekly to worship God, to study the teachings of scripture, to fellowship with one another, to commune together with a meal, and pray together as a group of believers, with a shared mission to reach those in our community who do not yet know Jesus as their Lord. Members shall agree to be governed by the Bylaws of the Church and agree to a partnership relationship through volunteer services and financial support to the church.

A. Voting Members. All persons who qualify for membership as noted above and whose names appear in the Membership Roll of the Church shall constitute the legal voting membership of the Church, providing they are eighteen (18) years of age or over, who are living consistent Christian lives, who are in agreement with our statement of faith, and who regularly attend and financially support the Church.

B. Voting Rights. Voting members of the Church shall have the right to vote on the following matters:

1. *Real Property Transactions*. Members shall vote on any real property transaction. Upon receiving approval of the transaction via a majority vote of the voting members present at any regular or special called business meeting, the officers of the corporation shall be legally empowered to complete the purchase and or sale.

2. *Election of Lead Pastor*. The voting members shall be empowered to vote on the selected lead pastor candidate as specified within these bylaws.

3. *Other Matters of Business*. The official board of directors may bring any item of business they deem of sufficient weight or portent to the members for a vote at any regular or specially called business meeting.

For matters requiring membership vote twenty-five percent (25%) or more of the active members shall be present to constitute a quorum.

#### **Article 4: Financial Policy and Procedures**

The Church must be a good steward of the financial resources received. The Church is accountable to its membership to make sure it's resources are handled with the highest level of trust and integrity as possible. Then ultimately, the Church is responsible to God for the stewardship of its funds. If a financial conflict arises, the instruction in Matthew 18 should be followed as a guiding principle.

A. Fiscal year. The church fiscal year shall begin January 1 and conclude December 31.

B. Budget. An annual budget will be prepared to cover the ministries, administrative and practical needs of the Church. The budget process will begin in September with input from all of the committees and ministries of the church. A draft budget is prepared by the Treasurer and presented to the Board of Directors and Pastoral Team. Based on adjustments to the draft, the Treasurer will present a final budget for church adoption by the Board of Directors. The annual budget must be submitted by the Pastoral team, and approved by the Eldership Team and Board of Directors. The budget is a benchmark to be used to judge spending decisions. The Treasurer has the responsibility for monitoring the budget, reviewing and providing recommendations on proposed changes, providing on-going financial reports and guidance to the church's leadership and assuring compliance with the financial policies. Any significant variances from the budget

should be pre-approved by the Board. Also included in the budgetary preparations will be a two year estimated projection based on current finances, membership and growth projections.

C. Bank Account. The Treasurer, with approval of the Board, will be authorized to open and close church bank accounts under the control an authority of the church. Only bank accounts controlled by the church may be allowed to use the church's federal identification number. The Board President and Treasurer are the authorized signers for accounts maintained by the Church.

D. Handling of Funds and Receipts.

1. Weekly Offering Count. The Treasurer is responsible for appointing, training and assigning the counters each week. The two counters that work together should not be from one family. Counters will sign a confidentiality statement prior to participating in the counting process. The Treasurer will fill in when a counter is unable to perform their duties, but may not be a counter two weeks in a row. All counters will follow the Church's Financial Policy and Procedure Manual established and approved by the Board of Directors.

2. Digital Offerings. The Treasurer will oversee the establishment and reconciliation of all digital offerings.

3. Other Receipts. Monies collected during the week will be placed in the safe for counting during the weekly offering count. Any checks received during the week shall be endorsed with the bank endorsement stamp immediately upon receipt prior to placing in the safe.

4. Designated Funds. Individuals can give designated gift; however, the designated fund must be established before the Church receives the cash or cash equivalent designated gift. Designated funds will be established as the Board and Pastoral Team deem necessary.

- a. Any member of the Church may request the establishment of a designated fund.
- b. The member must present a verbal or written request to the Pastor or the Board.
- c. The Board must approve the funds before any contributions for the designated purpose are accepted.
- d. The established designated fund must meet the following requirements in writing:
  - i. The purpose of the fund and how it furthers the mission of the church must be stated.
  - ii. Procedure on how the fund will be spent.
  - iii. Procedure on how the fund can be closed.
  - iv. Procedure on how any money left in the fund will be dispersed after the fund is closed.
- e. Designated funds shall be restricted solely for the designated use, and may not be diverted to other purposes without the written authorization of the donor.

E. Fundraising Events. The normal practice of financial operations of the church is for members to give their tithes and offerings through the general budget of the Church. The Board must approve all fundraising events. Contribution credit will not be given for items purchased at a fundraising event.

F. Non-Cash Receipts. Gift of negotiable securities should be sold immediately and converted into cash. The Board, where appropriate, must agree to the receipt of real property and make recommendations to the Church regarding the acceptance and use of such gifts. Gifts of other items of personal property must be approved by the appropriate ministry or committee. All gifts will become property of the Church and their use and/or disposal is at the sole discretion of the Church.

G. Donor Records. The Treasurer will periodically compare the tally sheets to the actual bank deposits. Before the end of each month, the treasurer will enter all donor records for offerings received during the current month as a basis to provide donor acknowledgement for all contributions. For all gifts accepted by the church, a donation letter will be sent to the donor by January 31 of the following year. All non-cash gifts will be specifically noted in detail as to the type of property donated, but it is the donor's sole responsibility to justify his or her tax deduction value. Personal services or free use of some personal asset may not be donated for deductible purposes.

H. Disbursement of Funds. The Treasurer and other designated individuals shall be responsible for the disbursement of church funds according to the budget adopted by the Church and the Church's Financial Policy and Procedure Manual.

I. Expense Reimbursement. The Church will reimburse only reasonable and pre-approved ministry-related business expenses incurred by a minister or employee. A receipt must accompany the documentation. Any expense reimbursement requests must be submitted within 30 days of incurring the expense by submitting an expense reimbursement request.

J. Mission Giving. After all financial obligations of the Church have been met the Church will commit to give at least 10% of its unrestricted gifts to mission causes as determined by the Board and Church leadership.

K. Financial Reports. Monthly and annual financial reports will be prepared by the Treasurer and made available to the Board for review. Once reviewed by the Board, financial reports will be published on the church's website. Financial records shall be reviewed annually by an independent third party.

L. Financial Records. The Church will be responsible for maintaining adequate financial records at the Church facilities. Members can request to review financial records, with the exception of donor information as outlined in the donor Privacy Policy, by submitting a written request to the Treasurer. The church financial records or copies will not be removed from the church premises without the Treasurer's approval.

M. Borrowing. It is the express intention of the church to remain debt free. The decision to borrow *any* sum of money shall be brought before the Members and discussed and voted upon by the Board and Elders with advisement by the Lead Pastor.

## **Article 5: Insurance**

The church shall obtain reasonable insurance for the purpose of securing all Church assets.

A. Indemnification of Ministry Leaders, Employees and Volunteers. The Church shall indemnify any person who is or was an employee, agent, representative, member of the Board of Trustees, or Steering Committee volunteer of the Church against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the Church to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, and vote of members or otherwise.

B. Liability Insurance. The Church will purchase and maintain liability insurance on behalf of any and all persons who are or were a director, officer, leader, employee, committee member or volunteer of the Church (while serving in their capacity as such). Such insurance will be purchased for the purpose of protecting such persons from covered loss resulting in liability asserted against the above individuals in connection with their activities on behalf of the Church.

#### **Article 6: Salaries and Benefits**

At this time the church shall have no salaried employees. Should the need arise for salaried employees in the future a proper personnel policy will be implemented upon approval of the Board with input from the Lead Pastor.

#### **Article 7: Conflict of Interest**

The Board of Directors shall establish and abide by a Conflict of Interest Policy. The purpose of the conflict of interest policy is to protect the Church's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Church or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **Article 8: Church Discipline**

In the unlikely event the behavior of a Member hinders the mission and reputation of the Church in the community; he/she shall be subject to proper church discipline. All discipline shall be prayerfully administered according to the Scriptures (Matthew 18:15-17; 1 Corinthians 5:9-13; 2 Thessalonians 3:11-15; Romans 16:17).

#### **Article 9: Property and Contracts**

All property, real or chattel, shall be held in the name of this corporation.

A. Real Property. No real property of this church shall be purchased, sold, leased, mortgaged, or otherwise alienated without same having been authorized as outlined in Article 3 at a special meeting called for such purpose.

B. Personal Property. The Board of Directors shall have authority for all purchases and sale of all personal property on behalf of the church.

C. Contracts. The Board of Directors shall have authority to negotiate and sign all contracts on behalf of the Church and may authorize the President or other Directors or Officers to do so in writing.

#### **Article 10: Inurement/Private Benefit**

No individual with a personal interest in the church shall receive an economic gain through the use of the church's assets, including cash or property. The Church is prohibited from engaging in activities that result in inurement of the Church's income or assets to persons having a personal and private interest in the activities of the organization. Such individuals include the Pastoral team, the Board members, Elders, employees, members, donors or their friends and relatives.

#### **Article 11: Amendments**

Recognizing the need for change as the church grows and prospers this Constitution and By-Laws may be amended by the unanimous vote of the Board Members then in office.

#### **Article 12: Dissolution**

In the event the corporation ceases to function, or is dissolved for any reason, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, specifically to a charitable organization(s) operated for the purpose(s) of the advancement of religion, or the relief of the poor, the distressed, or the underprivileged. Provided it is in existence and qualifies at such time for the abovementioned exemptions code, the Church assets shall be distributed to the Salvation Army of Fort Myers, FL. In the event the Salvation Army does not exist, the assets of this corporation shall be distributed to the First Christian Church of Fort Myers, FL, provided it so qualifies as delineated above.

The above stated Bylaws of Refuge.Church FM Corp were adopted by the Board of Directors of Refuge.Church FM Corp on Saturday, July 30, 2016 and constitute a complete copy of the Bylaws of the corporation.