



# Palmwood Church Bylaws

Reference is made to the language of the Constitution, that in the bylaws the use of the masculine gender is intended to refer to both men and women.

## Bylaw I: Membership

The Apostle Paul, writing in Eph 4: 4-16, describes the church as one body, under the Lord Jesus. He has provided us with each other as different parts in the body so we can grow up into Christ our head, always united in love. Paul also describes the church as a body (1 Cor 12) of different members, each indispensable.

While we gladly welcome guests, it is only through covenant relationship that we really get to enjoy the depth of relationship that we see in scripture. And it is only through covenant relationship that we will be able to accomplish the work that Jesus gave us to do (Matt 28:19-20).

### Section 1: Qualifications for Membership

Membership in Palmwood Church shall be open to any person who:

1. Evidences personal faith in Jesus Christ as Savior and Lord
2. Has been baptized into the Lord Jesus Christ (or Father, Son, and Holy Spirit), in accordance with Scripture
3. Earnestly desires to live in obedience to Scripture
4. Unreservedly agrees with the purposes of Palmwood Church and its Statement of Faith
5. Willingly abides by the provision and requirements of this constitution's articles and bylaws
6. Has completed the New Member Class
7. Signs the church's Membership Covenant.

## Section 2: Receiving into Membership

Steps for a person (applicant desiring to join) to be received into membership:

1. The applicant makes his desire known to the pastor or to any of the elders.
2. The applicant then attends a membership class that reviews the history, doctrine, and organization of this church.
3. The Board of Elders shall then meet with him to hear his testimony. and recommend their approval according to the qualifications of Bylaw I.
4. The membership may vote to receive all such applicants during any congregational meeting.
5. After new members have been received, they shall be formally introduced to the church family at the next Sunday worship service and through the church newsletter.

## Section 3: Full Members

Full Members are those members who:

1. Are 16 years of age or older (18 years of age when voting on contracts legally-binding to the corporation)
2. Have participated in the life and work of the church for at least 50% of either the previous 12 months, or since joining Palmwood Church (whichever is the shorter time), by:
  - a. Regular participation in worship
  - b. Regular participation in other aspects of the life and work of the church
  - c. Financial support through tithes and offerings
  - d. Except where participation was hindered by illness, short-term work assignment elsewhere, military assignment, or financial hardship.
3. Have a current, signed member covenant on file with the Board of Elders.

Elders will review the roll of members before the Annual Congregational Meeting, or at any other time as appropriate, to confirm the continued eligibility of each member with voting privileges. They will make a good faith effort to meet with any such member who appears to have lapsed in active participation with the church to learn if there is any mitigating circumstance, or else to seek to help the member return to active fellowship. The decision of the Board of Elders regarding any member's status is final.

## Section 4: Associate Members

Anyone who has satisfied the requirements for membership but is either:

1. Younger than 16 years of age
2. Does not meet the minimum participation requirement
3. Maintains a primary affiliation with another church as their “home” church

may be granted associated membership. Associated members enjoy all the benefits of membership, but are not eligible to vote or to hold offices within the church.

When an associate member begins (or resumes) active participation in the life and work of Palmwood Church, or reaches the required age, he may petition the Board of Elders for his status to be changed to full membership. Upon his meeting the qualifications in Section 1, with the elders’ discernment and the congregation’s agreement, he will be made a full member.

## Section 5: Holding Church Office

Only full members may hold a position as elected officer or officially represent or teach doctrine in the church. These are sensitive positions that will require a mature person who has committed to uphold the tenets of Palmwood Church, including the Statement of Faith and governance established through the church Constitution, and support of its bylaws and policies.

## Section 6: Church Discipline

At Palmwood Church, each member is to walk in obedience to the teachings of the Lord Jesus Christ as a disciple. A disciple is a learner, one committed to follow in the way of Jesus Christ. In Matthew 28:19-20, Jesus commanded us to “...make disciples...teaching them to observe all that I have commanded you....” In 1 John 4:8, the apostle cautioned that, “Anyone who does not love does not know God, because God is love.” In Hebrews 12:6-7, we read, “For the Lord disciplines the one he loves, and chastises every son whom he receives. It is for discipline that you have to endure. God is treating you as sons. For what son is there whom his father does not discipline?”

The aim of discipline as Palmwood Church is, in this spirit, to “...See to it that no one fails to obtain the grace of God; that no ‘root of bitterness’ springs up and causes trouble, and by it many become defiled...” (Heb 12:15). The purpose of church discipline is training to maturity in Christ, not punishment.

The Board of Elders shall be responsible for ensuring that church discipline conforms to the biblical principles given in Matthew 18:15-18; Galatians 6:1-2; 1 Corinthians 5; and 2 Corinthians 2:5-11. The Board shall establish a specific discipline policy and procedure according to those principles, and shall be responsible for carrying out such a process when biblically warranted and appropriate.

Acceptance of membership into this congregation and of its membership covenant implies consent to be placed under the applicability of such church discipline.

## **Section 7: Change of Membership Status**

A member may have his membership status changed for any of the following reasons:

1. By request of the member, including letter of transfer or request
2. One year without attending Sunday worship without request to continue membership (will be changed to associate membership)
3. Publicly declaring intent to leave the church (and following an effort by elders to resolve any underlying issues)
4. For purposes of church discipline when he refuses to repent and humbly accept correction
5. Death.

The Board of Elders will make recommendations concerning change in status for the congregation to ratify. Changes requested by the member will be brought before the next business meeting of the congregation. Matters of discipline will be brought before a special business meeting called for that purpose.

The elders shall practice concern for the spiritual well-being of the congregation and shall attempt to contact a member and restore him to active fellowship before removing him from membership.

## **Section 8: Restoration of Membership**

Individuals who were removed from membership as described in Section 7 above may be reinstated by recommendation of the Board of Elders to the congregation if:

1. Removed for reasons of discipline or violation of biblical principles, when they have shown evidence that they have repented
2. For any other reason, when they have recommitted to regular attendance.

The elders will review with the applicant Sections 1 (Qualifications for Membership) and 2 (Receiving into Membership) and repeat those actions and steps which are appropriate for the applicant's situation.

## Section 9: Member Covenant

Each person desiring to be a member of Palmwood Church, of age 16 years or older, will sign the Member Covenant (Section 2, Article VI of the Constitution). In preparation for signing this covenant, the prospective member, or existing member when renewing, will also review each of the following:

1. The Statement of Faith (Article V of the Constitution) which describes the set of beliefs that Palmwood Church considers essential for our members' agreement
2. The church's statements on Vision, Mission, Core Values, and Philosophy of Ministry
3. Informed Consent (Section 3, Article VI of the Constitution).

Each full member of Palmwood Church will renew the Member Covenant annually (typically before the annual Congregation meeting). The Board of Elders will provide each member renewing the Member Covenant a copy of the Statement of Faith, Member Covenant, and Church Discipline Policy to review before signing the Member Covenant.

## Bylaw II: Meetings

Palmwood Church will hold meetings from time to time to conduct the business of the church. These meetings may be for the whole church (congregation meetings) or for various teams and groups within the church.

The primary work of the church is worship, prayer, preaching of the gospel, and teaching, fellowship, and ministry toward others. For purposes of this bylaw, this work will be termed "ministry business". Business of the church having to do with its organization and functions common to a corporation will be termed "corporate business". Examples of corporate business include election of officers, amendment of Constitution and Bylaws, significant financial transactions, membership matters, and any other question brought to the congregation by the Board of Elders.

## Section 1: Meetings and Location

All meetings will be held at the place and time advertised on the church's mobile app and website (<https://www.palmwoodchurch.com>).

The congregation will meet annually in late January to conduct corporate business as advertised on <https://www.palmwoodchurch.com>. It may meet at other times throughout the year for special business or informational meetings as called by the Board of Elders. These annual and special meetings will be given notice per Section 2 of this bylaw.

A scheduled meeting for corporate business may be rescheduled as to place or time on shortened notice for a compelling and urgent reason (such as for natural disaster), upon agreement by two-thirds of the Board of Elders. If adequate notice (of at least a week beforehand) of the change of place or time cannot be given, the meeting must be postponed until adequate notice can be received by the congregation.

## Section 2: Announcements

The date, time, and location of all congregational meetings for Palmwood Church shall be announced during the Sunday worship service, on the church website and mobile app, and in other appropriate manners calculated to provide actual notice to members and as specified in the bylaws. Before each business meeting, the Board of Elders will review the eligibility to vote of full members before the business meeting and connect with any whose eligibility may be in question with a view toward reconciling their eligibility if possible.

Notice for the Annual Congregational Meeting will be given 30 days in advance of the date of meeting.

Notice for other special meetings will be given two weeks in advance of the date of meeting, except as noted below: .

1. At least 30 days for amendments to the articles of the Constitution
2. At least 30 days for amendments to the bylaws
3. At least 30 days for officer elections
4. At least 30 days for significant financial decisions (see item 10 of Section 5 Functions and Duties, Bylaw IV Board of Elders)
5. At least 2 weeks for membership matters
6. At least 1 week for information documents

Documents required for any congregation decision will be provided to each full member household by electronic means or by paper copy as requested by each household in advance of the meeting.

## Section 3: Annual Congregational Meeting

1. The Annual Congregational Meeting in January is the primary business meeting for the congregation. Its purpose will be to adopt an annual budget and elect church officers and directors, as required by the bylaws and applicable state laws. The Lead Pastor and other officers will also report on the state of the church and present other pending business for decision by the Congregation.

2. The meeting agenda will include:
  - a. The vision for Palmwood Church for the new year, including new ministry developments as well as retrospective on the year just completed, to be presented by the Lead Pastor.
  - b. Officers nominated for election:
    - i. The Board of Elders will present a slate of nominees to the various positions specified in Bylaw III. This slate of nominees will have been provided to each full member two weeks before the Annual Congregational Meeting for review and response to the board by any concerned full member.
    - ii. The congregation will vote whether to accept the slate of nominees.
  - c. Financial report for the year just completed: The treasurer will give an overview and answer any questions from the congregation.
    - i. The treasurer will provide each member household with a copy of the reports at least a week beforehand.
    - ii. The congregation will vote whether to accept the financial report.
  - d. Budget for the new year: the treasurer will provide an overview at the meeting and answer any questions from the congregation.
    - i. The treasurer will provide each member household with a copy of the budget along with the financial reports at least a week beforehand.
    - ii. The congregation will vote to approve, modify, or reject the budget.
3. Other business may include:
  - a. Significant financial decisions for the congregation to approve (see item 10 of Section 5 Functions and Duties, Bylaw IV Board of Elders)
  - b. Amendments to the Constitution (which may only be taken up for vote at the annual meeting)
  - c. Amendments to a bylaw (which may be taken up either at the Annual Congregational Meeting or any other congregational business meeting)
  - d. Voting to receive members or to act on other membership matters
4. Any full member may request that a matter of business be brought before the congregation. Such requests must be presented to the elders at least six weeks prior to the Annual Congregational Meeting. A matter presented by this procedure will be added to the agenda of the Annual Congregational Meeting when the Board of Elders deem it is ready for the congregation's consideration.
5. Financial decisions for the new year will be effective January 1 of that year, unless otherwise specified.

## **Section 4: Special Meetings**

Special or business meetings of the congregation may be called at any time by the Board of Elders, the Lead Pastor, or by ten or more full members of the congregation. Meetings will be scheduled by the Board of Elders per Section 1 of this article by giving notice to the members in accordance with Section 2.

These meetings may attend to any business of Palmwood Church except amending an article of the Constitution, which may only be taken up for consideration at the Annual Congregational Meeting, which may include, but is not limited to:

1. Special election of officers
2. Amendment to a bylaw
3. Significant financial decisions for the congregation to approve (see item 10 of Section 5 Functions and Duties, Bylaw IV Board of Elders)
4. Membership matters
5. Any other matters of business requested by a full member. Such requests must be presented to the Board of Elders. When they deem that it is ready for the congregation's consideration, they will add it to the agenda of a special business meeting called for that purpose.

## Section 5: Quorum

1. For any business meeting of the church or its teams, fifty-one percent (51%) of full members (or team members for a team), including the Chairman or Vice Chairman, shall be present to constitute a quorum. See Section 6 for what it means to be considered present.
2. Should a quorum not be present, there may be no binding decisions made.

## Section 6: Voting

We affirm that our intention is that every decision be prayerful with a shared commitment to discern and follow the mind of Christ. We trust that the Holy Spirit, who searches the mind of Christ, will reveal His mind to us through our congregational voting. As much as possible and allowing for individual freedom of conscience, all decisions should be made by consensus.

1. Decisions by the Congregation will be:
  - a. For constitutional amendments, by a two-thirds majority
  - b. For bylaw amendments, by a two-thirds majority
  - c. For a Lead or Associate Pastor, by a two-thirds majority
  - d. For membership matters, by a two-thirds majority
  - e. For other church officers, by a simple majority
  - f. For all other decisions at a business meeting, by a simple majority.
2. For meetings of the Boards of Elders, Deacons, or Trustees, or for any team or committee organized under these bylaws, decisions will be made by majority vote according to the standards in Item 1 of this Section, unless specified for a specific topic elsewhere in these bylaws.
3. All votes for elected positions will be by paper ballot, or by text, email or similar electronic means submitted at the time of the vote to the secretary. Ballots will be provided for full members to mark their decision upon and will be collected and counted in secret by two elders. The secretary will report to the counting elders any remote votes



received. Once the votes have been reported to the chairman and results reported, the ballots will be destroyed.

4. All other votes will be by voice acclamation (Ayes and Nays). Upon verbal request by any full member, the secretary will take votes by roll call or secret ballot. Secret ballot votes will be counted by two elders.
5. Only those who meet the qualifications of Section 3 of Bylaw I (Members with Full Privilege) may participate in the voting process.
  - a. Note the age restriction on voting regarding legally-binding contracts.
  - b. At the time of the announcement, the Board of Elders will review the list of full members to confirm continued eligibility. They will work to reconcile any questions of eligibility in a timely manner.
6. A full member may be considered present at the meeting provided:
  - a. He is online by audio or video conferencing means such that he can both:
    - i. Read or hear the meeting substantially concurrently with the proceedings
    - ii. Participate in discussion.
  - b. He has validated his identity to the satisfaction of the secretary.
  - c. He has confirmed that he has received and reviewed the documents provided beforehand concerning the matter to be voted on.
  - d. He is able to clearly indicate his vote by either:
    - i. (for voice vote) - Indicating his vote via clear visual (by chat or raised hand) and/or auditory reception
    - ii. (for secret vote) - Texting his vote via Palmwood Live Chat or via phone text to the secretary, who will relay that choice to the counting elders.
7. A member who has arrived at, or connected to, the meeting in the midst of it may participate in any deliberations and votes provided he was present from the time that the motion was made for that matter.

## Section 7: Rules of Order

In so far as possible, all Palmwood Church meetings shall be characterized by a spirit of mutual submission, sensitivity to the leading of the Holy Spirit, and undergirded in prayer.

In congregational meetings, the Lead Pastor, as Chairman of the Board of Elders, will chair the meetings. In his absence, the Vice Chairman of the Board of Elders will serve as the chair. In all other boards and teams specified in these bylaws, or established pursuant to these bylaws, the chairman for that team will be the chair, or in his absence the vice chairman for that team (if so appointed or elected). The Lead Pastor may serve as chairman ex officio at any team meeting.

The chairman will establish if a quorum is present per Section 5 of this bylaw. If no quorum is present, the rules of Section 5 apply (no binding decisions may be made).

Meetings shall be conducted in accordance with Robert's Rules of Order.

## Bylaw III: Selection of Church Officers

### Section 1: Officers of the Church

The elected officers of Palmwood Christian Church shall include:

1. Elders (with the exception of the Lead Pastor)
2. Trustees (elected from among the congregation if a Board of Trustees is implemented)
3. Church Treasurer
4. Recording Secretary.

Other positions which are officers of the church, but are chosen by particular means:

1. Lead Pastor (see Bylaw VII)
2. Pastoral staff hired by the Lead Pastor (see Bylaw VIII)

### Section 2: Nominations Process

The Leader Development Team will, as part of its overall responsibilities for developing leaders, be prepared to recommend to the Board of Elders those members who are qualified for an elected office, or for other positions of ministry leadership.

1. By October 15 of each calendar year, the Board of Elders will provide a list to the Leader Development Team of those positions that they expect to need nominations for at the next Annual Congregational Meeting. This list will include:
  - a. Recording Secretary
  - b. Treasurer
  - c. Openings in the Board of Elders
  - d. Openings in the Board of Trustees (once that board is implemented)
  - e. Openings in the Board of Deacons (for appointment by the Board of Elders).
2. By December 1 of each calendar year the Leader Development Team will provide to the Board of Elders active members recommended for those positions.
  - a. Only one person will be recommended for each position identified in the list.
  - b. The Board of Elders may make changes in the slate of nominees as they deem appropriate. Individuals approved by the elders will become nominees.
  - c. Any of the elders may request further information of the Leader Development Team as to the qualifications of any of the nominees and reasons for recommendation.
  - d. The Board of Elders will confirm with the nominees whether they are in agreement with, and will faithfully discharge, the duties of the office for which they are being nominated.

3. Should a vacancy in an elected office occur in mid-term, the Board of Elders will request the recommendation of the Leader Development Team for a suitable replacement.
  - a. When the Board of Elders has accepted the recommendations, it will confirm that the nominees are willing to serve.
  - b. The Board of Elders will then call for a special business meeting for the purpose of election to fill the vacant office.
4. At least four weeks before the meeting, the Board of Elders will provide a slate of nominees for the elected positions that are, or will be, vacant as of the meeting.
  - a. The slate will contain one name for each position being considered.
  - b. If any member of the congregation has concerns about any of the nominees, he should present them to a member of the Board of Elders, no later than two weeks before the congregation meets.
  - c. The Board of Elders shall investigate whether those concerns are valid and determine appropriate action. The elders should respond prior to the meeting with their conclusions to the member who expressed concerns.
  - d. The Board of Elders, at its sole discretion, may remove that nominee from the slate, proceeding forward with the remaining nominees, and plan to call a special meeting once due diligence has been exercised regarding the expressed concerns and either that nominee or a replacement nominee has been selected.

### **Section 3: Nomination of Candidates**

1. Candidates must meet the qualifications for the office to which they are nominated. The Leader Development Team will also consider their spiritual maturity, giftedness, training and experience for that office.
2. Candidates may be considered for more than one office, the purpose being to nominate the best fit for each office. Discussions of the Leader Development Team involving personal details of potential candidates will remain confidential.
3. The Leader Development Team will maintain records of the process of nomination that will be passed onto future Leader Development Teams to permit them to benefit from their experience.

### **Section 4: Election of Nominees**

1. Members voting on the nominees are eligible and able to vote according to Section 6 of Bylaw II (Voting).
2. Elections to office are conducted according to Section 6 (Voting) of Bylaw II (Meetings).
3. Election to office will be by a simple majority (51%) of votes cast by the full members present or participating by remote voting, provided a quorum is present.
4. The Congregation will vote whether to accept the entire slate.
  - a. If the slate is accepted by the congregation, the elected officers will begin their terms at the conclusion of this meeting.

- b. If the slate is voted down, the officers whose terms were expiring may continue in office until replaced.
- c. The Board of Elders will call for a special business meeting to be held no later than two months from the Annual Meeting for the Congregation to vote on a new slate of nominees.

Should the slate of nominees not receive sufficient votes to be elected, the current office holders will continue in office until at a subsequent election replacements are voted into office.

## Section 5: Nominations from the Congregation

Nominations for elective church office from any full member may only be presented via the Leader Development Team to the Board of Elders. Full members may offer candidate recommendations to the Leader Development Team (though recommendations submitted after the team gives its recommendations to the Board of Elders will not be considered for the upcoming election). They may also express any nominee-related concerns to any of the elders no later than two weeks before the congregational meeting.

## Section 6: Filling Vacancies

Should any elective or appointed office be vacated, the elders shall:

1. Determine whether the duties of the office can be temporarily carried by another officer qualified for the vacant office without conflict of interest.
  - a. If so, the elders shall move and vote to determine if that officer may carry these duties in addition to his current duties, with a simple majority carrying the motion.
  - b. If there is not a suitable currently serving officer who can carry the duties of the vacant office, the elders shall identify another full member who is qualified for the vacant office and, with his agreement, move and vote with a simple majority to appoint him to the office.
  - c. Either arrangement will be for a period no greater than three months or until the congregation shall vote for a replacement to complete the existing term of office.
2. The elders shall direct the Leader Development Team to search for a suitable candidate qualified to fulfill the remainder of the term for the vacant office.
  - a. The Leader Development Team shall report back to the Board of Elders within 45 days with a recommended nominee.
  - b. The Board of Elders shall call for a special business meeting within two months of the vacancy, so that the business meeting may be held to vote on the nominee within approximately three months from when the vacancy occurred.
3. Any exception to this process shall be reported to the congregation within one month of when the vacancy occurred.

## Section 7: Term of Office

Terms for newly elected officers will begin at the conclusion of the Annual Congregational Meeting, allowing for orderly transfer of responsibilities from the previous officers. Should an election for the purpose of replacing officers with expired terms fail, those officers may continue in office until replacements have been elected.

## Bylaw IV: Board of Elders

The elders, as a board, have the spiritual authority and responsibility to see that the church remains on a biblically true course. Working in concert with the pastoral staff, they will set the overall parameters of the ministry of the church.

Each elder is exhorted by 1 Peter 5: 2-3 to “Be shepherds of God’s flock that is under your care, watching over them—not because you must, but because you are willing, as God wants you to be; not pursuing dishonest gain, but eager to serve; not lording it over those entrusted to you, but being examples to the flock.”

In this bylaw the Board of Elders will be referred to as “the Board”.

## Section 1: Qualifications

The qualifications for an elder, including those set forth in 1 Timothy 3: 1-7 and Titus 1: 6-9:

1. He is a full member of Palmwood Church.
2. He must hold firmly to the trustworthy message of the gospel that God reigns, as shown throughout scripture (see Article V Statement of Faith) as it has been taught, so that he can encourage others by sound doctrine and refute those who oppose it.
3. He is able to teach.
4. He must not be a recent convert and show evidence of spiritual maturity.
5. He must be above reproach and have a good reputation with outsiders.
6. If married, he must be faithful to his spouse, manage his own family well, and see that his children obey him, doing so in a manner worthy of full respect.
7. He must be hospitable, one who loves what is good, who is self-controlled, upright, holy and disciplined, temperate, respectable.
8. He must not be given to drunkenness, not violent or quick-tempered, but gentle, not quarrelsome nor overbearing.
9. He must not be a lover of money or pursuing dishonest gain.
10. He will complete and abide by a confidentiality agreement.

## Section 2: Selection of Elders

Elders, except for the Lead Pastor, will be selected by the process outlined in Bylaw III.

An elder-nominee may not be a close relative by blood or marriage to any current elder who will be serving concurrently with the nominee.

See Section 4 (Pastors as Elders) for prohibitions concerning elder-nominees who are ordained or credentialed pastoral staff.

## Section 3: Selection of Pastors and Workers

The Board shall prayerfully oversee the selection of ordained pastors or other credentialed workers (see Bylaw VIII for definition of pastoral staff) for Palmwood Church's paid pastoral staff.

1. The Board will form a Pastoral Search Team by:
  - a. Choosing two elders from the board to serve on the team, designating one as the chairman.
  - b. Choosing three to five additional members from the congregation at large, who shall have equal standing with the elders on the team.
  - c. Providing instructions to the team for the process they shall follow.
  - d. Requiring regular reports from the team on their progress.
2. Should a member of Palmwood Church ("candidate") believe that he is being called by God into the ministry, and desires to serve as an intern on Palmwood Church's pastoral staff as part of his pastoral development, he may apply to the Lead Pastor and the Board of Elders. With the Board in agreement, it will form a team in a similar fashion to the Pastoral Search Team, with the charge of evaluating the candidate's call and fitness to serve as an intern. The Team will make an appropriate recommendation to the Board of Elders.
3. A candidate may be presented to the congregation when:
  - a. The Pastoral Search Team has given a unanimous recommendation
  - b. The Board has given a unanimous confirmation.
4. The Board of Elders will define the call's scope of duty and length of service, as well as recommended salary and benefits (or defined if service will be as a volunteer).
5. A call to the prospective pastor will require at least a two-thirds majority vote of the congregation, provided a quorum is present.
6. The Board would be wise to consult with the CCCC Conference Minister or Regional Minister as well as others experienced in calling pastors when beginning this process as well as throughout it.

## Section 4: Pastors as Elders

The Lead Pastor shall serve as an elder in Palmwood Church. He will also serve [ex officio](#) as Chairman of the Board (section 5).

Other pastoral staff (see Bylaw VIII for definition) who are serving as paid staff with Palmwood Church may be selected as elders by the process outlined in Bylaw III, except that the number of pastoral staff on the Board, including the Lead Pastor, must not be more than the number of elders who are not pastoral staff.

The Board will appoint one of their members to be Elder for Pastoral Relations. This elder will meet regularly with the pastoral staff to understand and represent the perspectives of the pastoral staff within the Board. Where pastoral staff (excluding the Lead Pastor) are on the Board, one of their number may serve the pastoral staff in this capacity.

## Section 5: Duties and Functions of Elders

1. **Responsibility:** The elders are responsible for seeing that members are being given accurate biblical teaching, and that the life of the church is being well managed. They are to care about the spiritual and physical well-being of church members and staff.
2. **Decision-making authority:** The elders will prayerfully endeavor to reach unified decisions, but may make decisions by majority vote in the event a unified decision cannot be reached. When the Elder Board makes a decision, all elders and pastoral staff shall support that decision. An individual elder's authority is only present as part of the elders as a whole, or is limited to that specific authority delegated to him by the Elder Board.
3. **Pastoral call:** Elders oversee the search and call for Lead and Associate Pastors, as specified in Section 3 (Selection) of Bylaws VII (Lead Pastor) and VIII (Pastoral Staff).
4. **Appointing ministry leaders:** The elders may appoint qualified church members to oversee or operate particular ministries of the church.
5. **Appointing Trustees:** When the Board of Trustees is implemented, the Elder Board will select two or three trustees from among the elders. **Pastoral staff shall not be trustees.** At least two elders will serve as trustees on the Financial Team.
6. **Audit assets:** The Board will cause audits to be performed of the cash, property and other assets of Palmwood Church on a regular schedule, and whenever any question arises concerning the stewardship of the assets. The Board will appoint auditors from within the congregation, serving in a volunteer role, and as needed, hired from outside the congregation to perform the audit.
  - a. The Board will convene an audit team with instructions defining the scope of the audit, the degree of inspection, and who will be the auditors.
  - b. The Board will require completion of and compliance with a confidentiality agreement by each member of the audit team.

- c. The treasurer will promptly make available all resources as needed from the Financial Team, and will be a consultant to the audit team, but not necessarily privy to the deliberations and records while the audit team is doing its work. Likewise the Board of Trustees if implemented will make their resources and records available promptly upon request.
  - d. The Board will receive periodic reports on the progress of the audit. The audit team will provide to the Board findings and recommendations.
  - e. The Board will determine appropriate followup action in a timely manner.
  - f. The Board will report the summary of findings to the congregation.
  - g. The Board will ensure that the expense of the audit is accommodated within the budget.
7. **Authorized Signatories** ("signer") for Palmwood Church's accounts will be appointed by the Elder Board.
- a. Signers will be men or women showing spiritual and financial maturity.
  - b. Three or four full members of the church will be so designated by the board.
  - c. People who are selected as signers can hold other offices in the church.
  - d. Signers will continue in that role for an indefinite term.
  - e. As an item of business at the first Elder Board meeting following the Annual Congregational Meeting each year, the elders will review the list of appointed signatories.
  - f. Signers may be removed from this role for cause (behavior or conflict of interest that renders them unsuitable for this role) or without prejudice at the convenience of the Elder Board.
8. **Hire and Dismiss Church Staff:** The elders shall be responsible to hire and dismiss all church staff other than the Lead Pastor and pastoral staff.
9. **Compensation and Benefits:** Each year at the Annual Congregational Meeting, the Board will present to the congregation a consolidated compensation and benefits package for all paid church staff. As part of the annual budget process the Financial Team will recommend this package to the Board. The Board will complete any appropriate negotiations and present the final package as a recommended decision. This will be treated as a significant financial transaction for purposes of notification.
10. **Financial decisions:** The elders are responsible for the faithful stewardship of the church's resources as entrusted by God through His people for the purpose of building His kingdom.
- a. **Significant financial decisions** will be submitted to the congregation for their approval based on a majority of the Board voting for the decision. Examples of significant financial decisions would include:
    - i. The purchase or sale of real property
    - ii. Spending or commitment to spend at least \$10,000 or 50% of unallocated (unbudgeted) money, whichever is less.
  - b. **Budget planning** will be practiced by Palmwood Church for delegated management of its resources. The budget is based on the vision of the church for its expected ministry for the coming year, reasonably planning for revenue from



historical projections and known trends, and needs identified by the various ministry teams as well as trends in the ministry service areas.

- i. The elders are responsible for the budget process of planning and execution being followed, but will delegate as much as is reasonable to the Board of Deacons to develop and carry out the spending plan.
- ii. A balanced budget will be submitted for the congregation's approval at the Annual Congregational Meeting.
- iii. The elders will have a budget review mid-year to ensure that the income and spending are reasonably on track, and make such adjustments as are needed to keep the budget in balance.
- iv. Whenever a significant change in circumstances happens which affects the church by an increase or shift in needs for service, or impacting our revenue (by increase or decrease), the elders will evaluate the impact on the budget, make adjustments as needed, and report to the congregation.

11. **Confidential information:** The Board of Elders will define what information should be considered confidential and establish who may have access to this information and under what conditions. No information may be defined as confidential for the purpose of avoiding accountability to the congregation or under civil law.

12. **Elders Meetings:** The elders will meet to conduct business monthly at least eleven months of the year.

13. **Performance of duty:** Elders shall perform duties in good faith and in a manner in which shall be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would exercise under similar circumstances.

14. **Aides to the Lead Pastor:** The elders shall appoint one or more members of the congregation to work with the Lead Pastor upon his request and as described below:

- a. Areas of support:
  - i. Weddings
  - ii. Funerals
  - iii. Memorial Funds
  - iv. Church-wide socials
  - v. Church Historian.
- b. These appointments shall be for a period of one year, effective from the date of appointment, and may be renewed indefinitely. Members may hold any other position in the church in addition to these roles.
- c. The appointments should be made at the first Elder Board meeting following the Annual Congregational Meeting.
- d. The members so appointed may be removed for cause or without prejudice at any time.
- e. These appointments do not confer responsibility as church officers.

15. **Record-keeping:** The corporate Recording Secretary, on behalf of the Board, will be responsible for the following:
- a. Ensure that the Articles of Incorporation, as well as other governance documents of the congregation, are kept up-to-date and available.
  - b. Ensure that legal and historical records of Palmwood Church are appropriately preserved either on paper, if required, or electronically.
16. **Lead Pastor vacancy:** Should an unplanned vacancy occur in the Lead Pastor position, regardless of anticipated duration, the Board of Elders shall immediately take the following steps:
- a. The Vice-Chairman of the Board will assume the responsibilities of the Chairman, and as such will convene the Board as soon as possible to determine the anticipated length of the vacancy (if temporary), assess the immediate needs of the church, and plan how best to provide member care.
  - b. The Board of Elders will plan how to meet the needs for continued preaching and worship of the church.
  - c. The Board of Elders will consult with denominational headquarters regarding their resources and available support.
  - d. If the vacancy is permanent, the Board of Elders will review the process for pastoral search, and establish a roadmap toward resolution.
  - e. The Board of Elders will call for a special meeting of the congregation to communicate about the situation and submit for the congregation's approval their plan for responding to this situation.

## Section 6: Organization and Term

1. **Number of Elders:** The Board will consist of between three and twelve elders, elected by majority vote by the congregation.
2. **Chairman:** The Lead Pastor will be the Chairman of the Board.
3. **Vice Chairman:** The Vice Chairman, elected at the first meeting following the Annual Congregational Meeting, will moderate congregational and board meetings in the absence of the chairman.
4. **Secretary of the Board:** The Board will appoint a secretary to record minutes for each board meeting, presenting them for approval at the next board meeting. These minutes will be kept indefinitely in the church archives. This secretary will provide minutes and other documents from the Board's work to the Recording Secretary for the Corporation for safe-keeping and historical reference.
5. **Term in office:**
  - a. Elders will serve a four year term staggered so that between one and three elders are elected each year.
  - b. Elders may serve no more than two consecutive terms.
  - c. When the first Board is organized, three elders will be designated to serve for one, two, and three years each to introduce the staggering.

## Section 7: Removal of Elders

If an elder no longer meets the qualifications for elder or demonstrates insubordination to the governance of the church, he may be removed by a two-thirds vote of the Board. The Chairman and Vice Chairman of the Board, or another elder, in lieu of one of these must first meet with that elder and seek reconciliation and restoration before bringing the matter before the Board.

## Bylaw V: Board of Deacons

The office of deacon was instituted in the early church so that the care for the members could be done by godly men and women while the apostles would be able to give their attention to prayer and the ministry of the word. As described in the Language section in this constitution, the title Deacon in all of our governance documents will include both men and women.

The Board of Deacons at Palmwood Church provides a forum for the ministry team leaders to collaborate on their respective ministry efforts as a team of leaders. One specific function of this board is to develop an annual budget to propose to the Board of Elders, and to recommend significant adjustments as needed through the year.

The Board of Elders provides oversight to the ministry teams, but the Board of Deacons provides peer feedback to fellow team leaders.

Each deacon is responsible for the healthy stewardship of his team, including recruiting team members, encouraging their spiritual growth, and achieving ministry team goals. See Section 3 Duties and Functions for responsibilities held by each deacon.

## Section 1: Qualifications for a Deacon.

As described in 1 Timothy 3: 8-13, the deacon must be:

1. Worthy of respect
2. Sincere
3. Not indulging in much wine
4. Not pursuing dishonest gain
5. Holding to the deep truths of the faith with a clear conscience
6. Temperate and trustworthy in everything
7. Faithful to his spouse if married, celibate if single, and able to manage his children and household well.
8. He must first be tested, and then if there is nothing against him, he may serve as a deacon.

In addition to these qualifications, a Deacon of Palmwood Church must:

1. Have been a full member of Palmwood Church for at least two years
2. Have served as a Deacon-in-Training for at least six months.

## Section 2: Selection of Deacons

Deacons will be appointed for a two-year term in office by the Board of Elders.

## Section 3: Duties and Functions of the Board of Deacons

The Board of Deacons is made of all leaders for the ministries listed below or established under this article by the Board of Elders. These duties will be carried out by the Board of Deacons jointly and each deacon for his team.

1. Give support to the Board of Elders, the Lead Pastor, and the pastoral staff to effectively accomplish the work of the church
2. Work in concert with the elders and pastoral staff, oversee and/or mobilize Palmwood Church for the ministries defined in the Ministry Teams Policy implementing this Section.
3. Work with the treasurer in developing an annual budget and execute spending according to that plan.
  - a. Each deacon or ministry team leader is authorized to execute spending for his team according to the budget plan.
  - b. Each deacon or ministry team leader will recommend to the Board of Elders, as well as informing the treasurer of, any changes in financial needs for that ministry.
4. Meet with the Board of Elders twice yearly to report on their ministries:
  - a. Accomplishments of each ministry
  - b. Challenges faced by each ministry
  - c. Course corrections recommended by each ministry, or guidance needed for that ministry from the Board of Elders.
5. Each deacon is chairman of his ministry team.
6. Each deacon is responsible for the healthy stewardship of his team's members, encouraging their spiritual growth.
7. Each deacon is responsible for accomplishing the mission of the team, and the mission of Palmwood Church, insofar as his team may contribute to that mission and goals. Of primacy, this includes furthering the growth of the kingdom of the Lord Jesus, His rule and reign.
8. Each deacon is accountable for the assets made available to his team.

## Section 4: Organization and Term

1. The Board of Deacons shall comprise all the deacons.
2. The Board of Deacons will meet:
  - a. For organizational purposes within a month following the first annual meeting of the Board of Elders (when new appointments to the Board of Deacons are made) (“annual organizational meeting”).
  - b. At a time and frequency as will best support their ministries’ work.
  - c. Twice yearly the full Board of Deacons will meet with the Board of Elders to report on the status of their ministries. These meetings will be held upon mutual agreement in mid-spring and mid-fall.
3. The Chairman and Vice Chairman of the Board of Deacons shall be elected by the deacons at their annual organizational meeting.
4. The term in office for each deacon shall be for two years, and he may be reappointed to two consecutive terms. Where a deacon is appointed to complete the term of a deacon whose office was vacated early, the deacon may complete that term and then can be appointed for up to two more consecutive terms.
5. The terms in office will be staggered with half of the offices open for appointment each year. When the Board of Deacons is first organized, the Board of Elders will designate half of the positions to be for one year, and thence afterward one-half of the deacons will be reappointed each year.

## Section 5: Removal of a Deacon

A deacon may be removed from office for one of three reasons:

1. He is failing to meet the qualifications in Section 1 of this bylaw.
2. He is being insubordinate to the governance of the church.
3. He is not effective in leading his team.

Should the consideration for removal be for either the first or second reason, the Chairman and Vice Chairman of the Board of Elders will first meet with that deacon to seek reconciliation and restoration.

Should the cause be due to ineffectiveness in his leadership, the Board of Elders and the Board of Deacons shall work with this deacon to seek, by mentorship and training, to enable the deacon to honorably complete his service.

Failing an effective remedy identified above, the deacon may be removed by a two-thirds vote of the Board of Elders.

## Bylaw VI: Board of Trustees

Trustees are church officers of Palmwood who are charged with the faithful oversight and good stewardship of church possessions and real property. Their qualifications and duties are listed below.

*Until Palmwood Church acquires real property, the duties of the trustees will be carried out by the Finance Team. The Board of Elders will designate authorized signatories per Section 5 of Bylaw IV (Duties and Functions) who will sign financial instruments on behalf of Palmwood Church at the direction of the Board of Elders. Whenever real property is acquired, or whenever the Board of Elders by Resolution establishes a separate Board of Trustees, trustees will then be nominated and elected.*

### Section 1: Qualifications

1. The qualifications defined for elders in Bylaw IV will guide the nomination of trustees.
2. In addition, the trustee must have proven understanding and responsibility through experience and understanding of financial and real estate matters.
3. Each trustee will complete and abide by a confidentiality agreement.

### Section 2: Selection of Trustees

1. The Board of Trustees shall number between three and five:
  - a. Two shall be elders chosen from the Board of Elders.
  - b. The treasurer shall serve ex officio.
  - c. (Optionally) Up to two trustees may be elected according to Bylaw III at such time as the Board of Elders proposes and the congregation concurs by majority vote to add additional positions to the Board of Trustees.
2. Elder Trustees shall serve until their term as elder expires or whenever the Board of Elders votes by majority vote to replace them.
3. Trustees elected from the congregation will serve terms of three years, renewable without limit. Should there be two trustees elected from the congregation at the same time, the Board of Elders will set the initial term for one of them to two years, thereafter to serve for three year terms, renewable without limit.

## Section 3: Duties and Functions of the Trustees

The Board of Trustees (if separate from the Boards of Elders or Deacons) will:

1. Oversee, maintain, and supervise the care of all properties and material of Palmwood Church
2. Oversee the responsible care and use of resources, reporting the same to the Board of Deacons and the Board of Elders
3. Be authorized signatories on behalf of the church for financial documents and transactions (including checks for church bank accounts)
4. Receive and administer all non-cash gifts made to the congregation
5. Ensure that all trust funds of the congregation are invested properly
6. When authorized to act by decision and vote of the congregation, execute and deliver legal documents involving the sale, mortgage, purchase, or lease of property or other legal documents where the signatures of trustees are required
7. Ensure that all legal documents are properly and safely kept
8. Ensure that insurance coverage is adequate on all church property, church vehicles, and for liability purposes
9. Upon request, promptly make available the records or trustee access requested by the audit team
10. Perform such other duties as are required by the laws of the State of Florida.

## Section 4: Organization and Term

One of the elders appointed by the Board of Elders will be elected as chairman by the trustees at their first meeting following the appointment of elders by the Board of Elders. His term as chairman will be annual and renewable at the next annual election by the trustees.

## Section 5: Removal from office

A trustee may be removed from office for one of three reasons:

1. He is failing to meet the qualifications in Section 1 of this bylaw (Qualifications)
2. He is being insubordinate to the governance of the church
3. The Board of Elders has lost confidence in his effectiveness or trustworthiness.

Should the consideration for removal be for either the first or second reason, the Chairman and Vice Chairman of the Board of Elders will first meet with that trustee to seek reconciliation and restoration.

Should the cause be due to ineffectiveness or untrustworthiness, the Board of Elders shall work with this member to seek, by mentorship and training, to enable him to honorably complete his service.

Failing an effective remedy identified above, the Board of Elders will recommend to the congregation that he be removed, the congregation concurring with a simple majority vote.

## Bylaw VII: Lead Pastor

The Lead Pastor is called to shepherd the flock of God at Palmwood Church, giving prayerful, biblical leadership to the church. The Lead Pastor is given to the church by the Lord Jesus Christ as one of the gifts “to prepare God’s people for works of service so that the Body of Christ may be built up until we all reach unity in attaining to the whole measure of the fullness of Christ.” (Eph 4:11-13). He demonstrates a deep understanding of the Word and is proven capable to lead the members of Palmwood Church toward maturity in Christ.

### Section 1: Qualifications

The person being considered for Lead Pastor must show evidence of:

1. A proven track record of Christian maturity
2. A passionate love for Jesus Christ
3. A shepherd’s heart
4. A hunger to reach the lost with the gospel of Christ
5. Ministerial and theological training and ordained by the Conservative Congregational Christian Conference. If the congregation desires to call a pastor credentialed by another acceptable credentialing body, the pastor agrees to complete within a year dual-standing with the Conservative Congregational Christian Conference.
6. Agreement without reservation with the Statement of Faith and Member Covenant (Articles V and VI of the Constitution)
7. Demonstrated anointing and ability to fulfill the biblical responsibilities of his or her calling
8. Must meet the qualifications to become a full member (Section 3 of Bylaw I), except that he shall be received as a full member upon entering into his called position with Palmwood Church.

### Section 2: Duties and Functions

1. Primary Duties
  - a. Dedication to the ministry of the Word and to prayer
  - b. Equipping the saints for ministry
  - c. Discipling the pastoral staff and other leaders at Palmwood Church
  - d. Shepherding the flock at Palmwood Church
  - e. Evangelizing the community
  - f. Leading and overseeing the ministry of the sacraments (communion and baptism)



- g. Living as an example of godliness.
- 2. Other duties as the Lead Pastor are to:
  - a. Oversee and supervise the pastoral staff
  - b. Oversee and supervise the support staff
  - c. Oversee weddings and funerals
  - d. Perform other duties as may be assigned by the Board of Elders.

## Section 3: Selection

The Lead Pastor will be selected by the Board of Elders according to Section 3 of Bylaw IV (Selection of Pastors).

The call will be for an indefinite term, except for a purpose of transition, which will be stated upfront and agreed upon during the selection negotiations.

## Section 4: Resignation or Removal

1. Where possible, the Lead Pastor (in this section termed “pastor”) will submit his resignation to the Board of Elders one to three months prior to the effective date of the resignation. By mutual agreement, this notification time may be longer or shorter.
2. The Board of Elders, by majority vote, may request the voluntary resignation of the pastor. Following the instruction of 1 Timothy 5: 17-21,<sup>4</sup> if the Pastor no longer meets the qualifications, becomes inactive, or demonstrates insubordination to the governance of the church, the elders will meet with him to reprove and seek reconciliation. If there is clear evidence of sin and he does not repent, or he is otherwise deemed unable to continue as pastor, the elders may present the issues to the congregation at a congregational meeting, called in accordance with Section 4 of Bylaw II (Special Meetings). He may be removed by a simple majority of votes cast by the full members of the congregation, provided a quorum is present. A voluntary resignation may allow a quiet departure if circumstances permit.

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<sup>4</sup> 1 Timothy 5:17-21: The elders who direct the affairs of the church well are worthy of double honor, especially those whose work is preaching and teaching. For the Scripture says, “Do not muzzle an ox while it is treading out the grain,” and “The worker deserves his wages.” Do not entertain an accusation against an elder unless it is brought by two or three witnesses. But those elders who are sinning you are to reprove before everyone, so that the others may take warning. I charge you, in the sight of God and Christ Jesus and the elect angels, to keep these instructions without partiality, and to do nothing out of favoritism.

## Bylaw VIII: Pastoral Staff

Pastoral staff are those men and women who have received specific training in the Word, and have demonstrated knowledge and capability to lead others toward maturity in Christ. They are used on the staff of Palmwood Church when the work of ministry exceeds the capacity of the Lead Pastor. For purposes of this bylaw, the position in general will be referred to as “pastor”.

1. Pastoral staff may include Ordained Ministerial, Associate Ordained Ministerial, Licensed Ministerial, Associate Licensed Ministerial, and Commissioned Christian Workers or their equivalent who have received credentials acceptable to Palmwood Church or granted by Palmwood Church, which credentials validate their training and demonstrated capability in biblical theology and ministry.
2. Ordained or licensed pastors will most often be hired for an indefinite term, although one could be hired for a limited and defined purpose and scope.
3. Commissioned workers will serve in a limited and defined capacity, recognizing that their training does not equip them for the broad scope of pastoral work that an ordained pastor is prepared to do.
4. “Hired” may mean in a paid or volunteer status.
5. For purposes of representation on the Board of Elders (Section 4 of Bylaw IV), the limitation for pastoral staff only applies to paid staff.

### Section 1: Qualifications

The candidate being considered for pastoral staff must show evidence of:

1. A proven track record of Christian maturity
2. A passionate love for Jesus Christ
3. A shepherd’s heart
4. A hunger to reach the lost with the gospel of Christ
5. Ministerial and theological training and ordained by the Conservative Congregational Christian Conference or other acceptable credentialing body
6. Agreement without reservation with the Statement of Faith and Member Covenant (Articles V and VI of the Constitution)
7. Demonstrated anointing and ability to fulfill the biblical responsibilities of the calling
8. Candidates who have completed the majority of their training and are within a year of completing any formal training may be hired on the provision that they complete their training within the agreed-upon time. If they have not completed their training in that time, they will be released from paid staff.

In addition, a pastoral staff member at Palmwood Church:

1. Must meet the qualifications to become a full member (Section 3 of Bylaw I), except that he shall be received as a full member upon entering into his called position with Palmwood Church
2. Must be a person of proven spiritual maturity
3. Must have sufficient skills and experience to carry out the responsibilities of the position.

## Section 2: Duties and Functions

1. Primary Duties:
  - a. Dedication to the ministry of the Word and to prayer
  - b. Equipping the saints for ministry
  - c. Living as an example of godliness.
2. Other duties as an overseer are to:
  - a. Oversee and supervise the assigned area of ministry
  - b. Work as a team member with all church staff
  - c. Train and mobilize ministry workers.
3. Perform other duties as may be assigned by the Lead Pastor or the Board of Elders.

## Section 3: Selection for Pastoral Staff

The candidate pastor will be selected by the Board of Elders according to Section 3 of Bylaw IV (Selection of Pastors).

## Section 4: Resignation or Removal

1. Where possible the pastor will submit his resignation to the Board of Elders three months prior to the effective date of resignation. By mutual agreement, this notification time may be longer or shorter.
2. The Board of Elders may, at its sole discretion and with a two-thirds majority vote, determine that it needs to let go a paid or unpaid pastor. Such reasons could include:
  - a. Being laid-off, because the church cannot afford to maintain a paid pastoral staff member, or because the purpose for which the church hired or engaged the pastor no longer exists
  - b. For cause, should the pastor no longer meet the qualifications, become inactive, or demonstrate insubordination to the governance of the church.
3. If the pastor is laid-off, the Board of Elders will seek agreement with the pastor on a reasonable severance package. The Board of Elders will present their recommendation to the congregation, together with whatever package is agreed upon. The congregation must affirm the action by two-thirds majority vote. The Board of Elders will provide an appropriate letter of reference and any other reasonable assistance for the pastor's transition.

4. Should there be cause for terminating the pastoral relationship, the Board of Elders will follow the instruction of 1 Timothy 5:17-21, meeting with the pastor to reprove and seek reconciliation. If there is clear evidence of sin and he does not repent, or he is otherwise deemed unable to continue as a pastor, the Board of Elders will decide by two-thirds majority vote to call for a special congregational meeting in accordance with Section 4 of Bylaw II (Special Meetings). The Board will present the issues to the congregation which will decide whether to remove the pastor by a two-thirds majority vote. A voluntary resignation may allow for a quiet departure if circumstances permit.

## Bylaw IX: Financial Team

All of Palmwood Church's resources belong to God and are to be wisely used by faithful stewards. We must give those who financially support Palmwood Church every reason to have confidence that their gifts are accounted for and used showing respect and honor to those who have sacrificed for the sake of the Lord's work through Palmwood Church.

Thus, Palmwood Church will entrust to faithful men and women this stewardship. We will practice oversight by multiple members and maintain records so that we will be above reproach in financial management. This team exists to empower and serve the ministry teams and the Board of Elders in accomplishing God's work in this church.

### Section 1: Composition and Qualifications of the Financial Team

The Financial Team comprises:

1. The Treasurer of the Corporation, who will serve as the chairman
2. Contributions Secretary
3. Bookkeeper (optional)
4. Trustees, when the Board of Trustees has been implemented.

Qualifications for each member of the Financial Team:

1. Must be, and remain for the duration of his service on the Financial Team, a full member of Palmwood Church
2. Must be a person of proven spiritual maturity
3. Must have sufficient skills and experience to carry out the responsibilities of their position
4. Must complete and abide by a confidentiality agreement to protect sensitive financial information made available to him as part of his work.

The Lead Pastor is, ex officio, a member of the team and may serve as chairman if attending a meeting.

## Section 2: Selection

1. The treasurer will be selected by the process described in Bylaw III (Selection of Officers).
2. Trustees, when the Board of Trustees has been implemented, are selected according to Bylaw VI (Board of Trustees).
3. The Contributions Secretary and other team members will be hired by the Board of Elders.

## Section 3: Financial Team Duties and Functions

The Financial Team shall:

1. Prepare an annual budget draft with the Board of Deacons to be presented to the Board of Elders by no later than one week before the December Elders meeting each year
2. Make salary recommendations to the Board of Elders for all church staff by no later than one week before the December Elders meeting each year
3. Perform periodic informal audits of the assets and obligations of Palmwood Church, and its policies and procedures related to financial impacts, and report concerning those to the Board of Elders
4. Receive and keep contributions, safeguarding donors' financial and identity information
5. Provide timely and accurate compensation to those employed by Palmwood Church, and to vendors who render appropriate services
6. Carry out the duties and functions of Bylaw VI (Board of Trustees)
7. Perform other financial duties as may be assigned by the Board of Elders.

## Section 4: Duties of the Treasurer

The treasurer shall:

1. Hold in trust all monies belonging to the church in the appropriate checking, savings, or other type account
2. Maintain appropriate records of all expenditures of the church
3. Reconcile monthly bank account records with contributions deposit reports and bookkeeping system entries
4. Report to the Board of Elders each month concerning the church's financial position, including a financial snapshot of the church's balance and income vs expenses as of the end of the previous month. The report will also include any events that have had or may have significant financial impact on the church (see item 10 of Section 5 Functions and Duties, Bylaw IV Board of Elders).
5. Provide a similar report to the congregation at least quarterly by appropriate means and a year-end financial statement at the Annual Congregational Meeting
6. Request the Board of Elders to cause periodic financial reviews to be performed by the church's accountant and for audits to be performed by an audit team

7. Supervise the disbursement of monies according to the approved budget. Ensure that expenditures outside of the approved budget are authorized by the Elder Board
8. Report to the Board of Elders concerning any financial matters affecting the church of which the Board should be made aware.

## **Section 5: Duties of the Contributions Secretary**

The Contributions Secretary shall:

1. Receive all incoming monies ("collections"), whether contributions or reimbursements, in accordance with Section 7 of this bylaw
2. Keep an accurate account of collections with attribution to the contributor and provide each contributor with a statement of account annually or upon request
3. Provide an accurate report of deposits (contributions and other receipts) shortly after the end of each month to the treasurer, for reconciliation purposes
4. Ensure that collections information within his control is kept confidential, with "need to know" as directed by the Board of Elders
5. Provide an annual contributions report to each giving unit for tax purposes.

## **Section 6: Duties of the Trustees**

1. In addition to Bylaw VI, in their role as part of the Financial Team, trustees will hold in trust the church property and be responsible for safekeeping of all legal documents unless this duty is already assigned and carried out by the Recording Secretary of the corporation.
2. When authorized to act by decision and vote of the congregation, the trustees shall execute and deliver legal documents involving the sale, mortgage, purchase, or lease of property or other legal documents where the signatures of trustees are required.
3. The Board of Trustees shall perform such other duties as are required by the corporation laws of the State of Florida.
4. Until implemented by the Board of Elders, the function of the Board of Trustees will be carried out by the treasurer per Bylaw VI, with the Board of Elders designating authorized signatories per Section 5 of Bylaw IV (Duties and Functions).

## **Section 7: Handling of Contributions**

1. After each event where money is received, such collections will be counted together by two members from a list provided to the Board of Elders by the treasurer, selecting trustworthy members to be eligible for this work.
2. The counting of the collection will include completing a record of receipt showing type and amount of monies and checks received; signed and dated by the officers doing the counting. The collection with the signed record will be delivered to the Contributions Secretary or designee for deposit in a timely manner. The signed record will be retained for audit purposes as designated by the treasurer.

3. The Contributions Secretary will record the contributions as given by each donor in the church record system. The secretary will provide a report of deposits to the treasurer at least monthly for reconciliation with the bank account and bookkeeping systems.

## Section 8: Term of Office

Each member of the Financial Team shall serve for a one-year term, renewable as of the Board of Elders organization meeting, and may serve consecutive terms without limit.

## Section 9: Removal from Office

A member of the Financial Team may be removed from office for one of three reasons:

1. He is failing to meet the qualifications in Section 1 of this bylaw
2. He is being insubordinate to the governance of the church
3. The Board of Elders has lost confidence in his effectiveness or trustworthiness.

Should the consideration for removal be for either the first or second reason, the Chairman and Vice Chairman of the Board of Elders will first meet with that member to seek reconciliation and restoration.

Should the cause be due to ineffectiveness or untrustworthiness, the Board of Elders shall work with this member to seek, by mentorship and training, to enable him to honorably complete his service.

Failing an effective remedy identified above, the member, if appointed or hired by the Board of Elders, may be removed by a two-thirds vote of the Board of Elders. If the member was elected to that position, the Board of Elders will recommend to the congregation that he be removed, the congregation concurring with a simple majority vote.

## Bylaw X: Leader Development Team

The Leader Development team is focused on developing and deploying men and women for service in and beyond Palmwood Church. The call to Christian service necessarily involves a call to leadership, fundamentally from being a disciple-maker, but for many, to lead others in accomplishing the work of the Lord Jesus.

Palmwood Church recognizes that great leaders require intentional training and mentorship. The aim of this mentoring is to build the protege in Christian character and in managing and leading a ministry team. Participation in this training does not guarantee election to any particular church officer; that is the prerogative of the Board of Elders and the congregation.

Because this team is involved in developing leaders, it is well-positioned to advise the Board of Elders of who may be becoming ready for service in an elected or appointed office in the church. So its other responsibility is to serve as a nominating committee to the Board of Elders.

## Section 1: Qualifications for team member

1. Each team member on the Leader Development team will meet the qualifications specified for a deacon (Bylaw VI Section 1).
2. In addition, the team member will have personal experience and training that shows an understanding of the characteristics of good leadership (and conversely recognizing poor leadership).

## Section 2: Organization and Term

1. The Leader Development Team will be appointed annually by the Board of Elders. The Elders shall appoint from each of the following constituencies:
  - a. One person from the Board of Elders
  - b. One person from the Board of Deacons
  - c. One person from the pastoral staff
  - d. Two church full members at-large.
2. Where an appointed member is a member of more than one of the above constituencies, the Board of Elders will identify which members will be considered the representative of which constituency, ensuring that the total membership of the team will be five.
3. The elder representative will call and chair the first meeting. The members of the team shall select a chairperson at the first meeting. The chairperson for the Leader Development Team must meet the qualifications for deacon as specified in Bylaw V Board of Deacons, Section 1.
4. The appointments to this team will be from the date of appointment by the Board of Elders until the next annual organization meeting of the Board of Elders (following the Annual Congregational Meeting).

The Lead Pastor is, ex officio, a member of this team and may serve as chairman if attending a meeting.

## Section 3: Duties and Functions of the Leader Development Team

1. **Elected positions:** Recommend to the Board of Elders candidates for the elected offices (elder, Recording Secretary, Corporate Treasurer, trustee) by December 1 each year. The Board of Elders is not obligated to accept the recommendations, but they do rely on the Leader Development Team to carefully vet and consider qualifications and fit for each recommendation to an office.



2. **Appointed positions:** Recommend to the Board of Elders candidates to the office of deacon. The elders will identify by June 1 those teams that may need deacons for the following year. The elders may continue existing deacons (notwithstanding term limits) and may choose to deploy candidates to a different team.
3. In close coordination with the Board of Elders, develop and document a training program so that members of Palmwood Church may be equipped to be leaders in and beyond Palmwood Church.
4. In accordance with the training program, encourage and oversee the implementation of the program and the development of leaders at Palmwood Church.

## Bylaw XI: Authorized Expenditures

The budget process, approved by the congregation or the Elder Board (in the case of unforeseen needs), gives implicit approval to the deacons to carry out the spending thus budgeted.

No unbudgeted expenditures in excess of \$500, except for salaries and other recurring expenses, shall be spent without prior approval of the Board of Elders.

## Bylaw XII: Fiscal Year

The fiscal year for Palmwood Church will be the same as the calendar year.

Because the annual congregational meeting occurs in January, salaries and other spending decisions approved at this meeting that are specified for the full year will be considered effective as of January 1 of that year.

## Bylaw XIII: Indemnification

Except as otherwise prohibited by state or federal law governing non-profit organizations to the extent that a person who is, or was, a director, officer, elder, trustee, employee, or other agent of this corporation (collectively referred to herein as the "corporation's agent") has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding that resulted in a judgment against the corporation's agent because he or she is, or was, an agent of the corporation, the corporation shall indemnify such person against expenses actually and reasonably incurred in connection with the proceeding.

If a corporation's agent either settles such a claim, or a judgment is entered against that person, then the corporation shall indemnify the agent against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings only to the extent allowed by Florida Nonprofit Corporation Law.

The corporation shall defend and hold harmless a corporation's agent from and against any and all claims arising from or in any way related to property with which the corporation is involved in any way; and/or any acts, omissions or the conduct of any of the corporation's agents. The corporation shall further indemnify, defend, and hold harmless a corporation's agents from and against all costs, attorney fees, expenses and liabilities incurred in the defense of any such claim or proceeding.

Notwithstanding the foregoing, there shall be no indemnification in relation to matters in which the directors and elected officers, collectively and/or individually, are "covered officers" (see Bylaw XIV) or are adjudged to have acted in bad faith; fraud; gross negligence; intentional, wanton, or reckless acts; oppression or malice; or in willful breach of authority, duties and responsibilities; or upon determination or proceedings brought by the State Attorney General, involving situations of unlawful self-dealing or conflict of interest transactions.

The corporation's agents shall not be personally reliable for the debts, liabilities, or other obligations of the corporation.

## **Bylaw XIV: Conflict of Interest**

### **Section 1: Expectations Concerning Potential Conflict of Interest**

Each director and elected officer (Elder, Trustee, Recording Secretary or Treasurer) (hereafter in this bylaw known as "covered officer") of the corporation shall, in the course of his or her duties on behalf of the corporation, act with strict loyalty and fidelity to the best interests of the corporation, exercise the utmost good faith in all matters and transactions involving the corporation, and adhere to the highest ethical standards of fiduciary duty to the corporation.

Each covered officer of the corporation shall endeavor to avoid, to the best of his or her ability, any situation which may compromise his or her duty to the corporation personally because of a duality or conflict of interest with any other entity or person with which the covered officer may be involved; and each covered officer shall endeavor to avoid even the appearance of a conflict of interest which may have an adverse effect on the corporation.

### **Section 2: Duty of Full Disclosure**

A covered officer shall disclose relationships and interests which may present a conflict of interest or a self-dealing transaction in writing to the Board of Elders ("Board") immediately when the relationship is formed or upon the covered officer's discovery of the potentially conflicting interests. Disclosure shall occur when the personal interests of the covered officer (or member of the officer's family) could affect the activities, property, employees, or services of the

corporation or involve any matter potentially requiring action by the board, a committee, or a covered officer exercising powers delegated by the Board.

All disclosed information shall be maintained in confidence by the Board. The Board shall provide access to financial information, if any, related to the disclosed relationships or transactions only to those persons who have a reasonable need to know the contents thereof.

### Section 3: Recusal

When a covered officer has a direct or indirect financial interest in a proposed transaction, the covered officer shall be recused (leave the room) and shall not participate in the deliberations on the merits of the proposal or vote.

### Section 4: Action and Duties of the Board

The Board of Elders shall consider and evaluate each potential conflict of interest and/or self-dealing transaction disclosed in light of the **Internal Revenue Code (“IRC”) 501(c)(3)** standards for, and prohibitions, of self-dealing and private inurement, and the requirements of the **2019 Florida Statutes, Title XXXVI Chapter 617 Section 617.0832**. The Board shall approve or authorize such transactions, if at all, only in good faith and without unjustified favoritism, provided that the primary beneficiary of the transaction is the corporation.

### Section 5: Conflict of Interest in Corporate Meetings

In corporate meetings where the congregation is deliberating to direct the Board of Elders concerning a governance matter (e.g., a financial or leadership decision), any member arguing for a position must disclose if he has a conflict of interest concerning the matter being discussed. The chairman should caution all present at any time after a motion has been introduced if there might be the possibility of a conflict of interest. The party or parties who have a potential conflict of interest may participate in the discussion but would abstain from the vote.

Should a decision be made and then at a later time the chairman learns of a potential conflict of interest, he should without delay inform the Board of Elders that the decision was tainted by a conflict of interest and action on it must be held in abeyance. He will then:

1. Cause an investigation to be made into the conflict of interest
2. Call a meeting of the Board of Elders at the earliest opportunity to consider the investigation and its impact on the decision
3. Lead the Board of Elders in determining whether the decision needs to be revisited by the congregation, what remedial action might be needed regarding the decision, and regarding the conflict of interest failing to be disclosed
4. Ensure that appropriate transparency with the congregation is maintained, while appropriate personal privacy is also kept, so as to keep faith with the congregation.

## Bylaw XV: Governing Documents

The following are types of documents that will govern this church:

1. Article - major provisions in the church's constitution that define the fundamental principles for why and how Palmwood Church exists and functions. An article is enacted at the original ratification and amended at an annual congregational meeting.
2. Bylaw - establishes the company's management structure, procedures, and dispute resolution processes. Bylaws are enacted and amended by a two-thirds majority of the congregation, at any business meeting of the congregation.
3. Resolution - describes and implements a decision or intent of the congregation or a team of this church. Its scope of authority is that of the body that made the resolution
  - a. When making a decision, the resolution must attain the level of Aye votes required for that kind of decision required in Bylaw II, Section 6 (Voting), Item 1.
  - b. A resolution may express a sentiment or intent without necessarily recommending an action.
4. Policy - principles or practice of management approved by the Board of Elders. Policies may not override an article, bylaw, or resolution, but is used to implement those, though it may be used to address a matter of governance not addressed by one of these governance documents.
5. Procedure - a detailed guide on how to carry out one of the governance documents (article, bylaw or policy). It may be authorized by the Board of Elders, Board of Deacons, Board of Trustees, or any of the team leaders (for his own team). If multiple teams are involved, it must be agreed to by each of those teams and approved by the Board of Elders. The procedure must cite the governing document(s) that it implements.
6. Position Paper - a document authorized by the Board of Elders to explain the official position of Palmwood Church on a particular matter, typically used to apply a doctrinal position concerning how the church must carry out its mission.

## Bylaw XVI: Amendments

A bylaw may be amended at any congregational meeting by the following process:

1. A special meeting is requested per Bylaw II, Section 4. The proposed amendment to the bylaw must be provided to the elders with the request so they may review it for any conflicts with, or impacts to, other constitutional articles, bylaws, or policies.
2. The Board of Elders will call for the special meeting with at least a 30-day advance notice (Bylaw II Section 2).

A bylaw may be amended at any business meeting by a two-thirds majority vote, provided a quorum is present.