

# The Cove Church, Inc.

## Bylaws

### ARTICLE I

#### **Name and Principal Office**

The name of the Corporation is THE COVE CHURCH, INC. This Corporation will be further referred to in the Bylaws as the "Church." The Church is organized as a nonprofit corporation under the laws of the State of North Carolina.

The Church maintains its principal office in Mooresville, North Carolina. The Directors of the Church shall have full power and authority to change the principal office from one location to another. Any change of this location of the Church's principal or registered office or agent shall be filed in the office of the North Carolina Secretary of State.

### ARTICLE II

#### **Purpose**

The purpose of the Church is to glorify God by fulfilling the Great Commandment (Matthew 22:36-40) and the Great Commission (Matthew 28:18-20) through:

1. EVANGELISM/MISSIONS - "To share the good news of Jesus Christ with as many people as possible in our community and throughout the world." (Matthew 28:18-20, Acts 1:8, 2 Peter 3:9).
2. EDUCATION - "To help members develop toward full Christian maturity and train them for effective ministry. To promote personal, spiritual growth and discipleship through Bible teaching." (Ephesians 4:11-13, Matthew 18:20, Timothy 2:2)
3. WORSHIP - "To participate in public worship services together and to maintain personal daily devotions." (John 4:24)
4. MINISTRY/SERVICE - "To serve unselfishly, in Jesus' name meeting the physical, emotional, and spiritual needs of those in our Church, community and in the world." (1 Peter 4:10-11, Matthew 25:34-40, 1 Thessalonians 5:11, Galatians 5:13)
5. FELLOWSHIP/UNITY - "To encourage, support and pray for each other as members of the family of God and to share our lives together. To reconcile broken relationships and to pursue peace and unity so our community and the world will know Jesus was sent by God and is who He says He is." (1 John 1:7, Acts 2:44-47, Hebrews 10:23-25, Romans 15:5, 7, John 13:34-35, John 17:20-23, Matthew 5:9, James 3:18)

## **ARTICLE III**

### **Governing Authority and Limitations**

The head of the church is Jesus Christ. (Ephesians 1:10, 4:15, 5:23) He is the ultimate source of the authority given to and exercised by the leaders identified in these Bylaws, and they are at all times accountable to him. (Hebrews 13:17, James 3:1) The Bible contains God's written direction to us and shall govern every decision and activity of the Church, its leaders and members. (2 Timothy 3:16, Hebrews 4:12, James 1:22)

The Church shall operate exclusively for religious, charitable, and educational purposes within the classification of legal charities. No part of the net earnings of the organization shall inure to the benefit of any private stockholder or individual nor shall any substantial part of the activities of the organization, or any receipt of its funds, be utilized for any other purpose except those purposes mentioned in Article above. The Church shall handle affairs pertaining to property and other temporal matters as required by the civil authorities. The Church shall not have or issue shares of stock, and no dividends shall be paid. No part of the income or assets of the church shall be distributed to any member or officer without full consideration. The church is prohibited from lending money to guarantee the obligation of a member or officer of the church. No member or officer of the church has any vested right, interest or privilege in or to the assets, property, functions, or activities of the church. The church may contract in due course, for reasonable consideration, with its members or officers without violating this provision.

## **ARTICLE IV**

### **Pastors**

"Pastors" shall mean the Senior Pastor and the members of the Pastor's Elder Team, such team being determined and appointed by the Senior Pastor in his sole discretion from time to time. This team exists to provide Spiritual counsel and accountability for the benefit of the Senior Pastor.

## **ARTICLE V**

### **Membership**

#### **SECTION 1: General**

Membership in this Church shall consist of all persons who meet the qualifications for membership, are accepted by the Directors and are listed on the membership roll.

#### **SECTION 2: Qualifications for Membership**

1. A personal commitment of faith in Jesus Christ for salvation;
2. Baptism by immersion as a testimony of salvation;
3. Completion of the Church's membership class;
4. Written request for membership and signed commitment to abide by the membership covenant;  
and
5. Active participation in the Church.

Nothing in this Article V shall be construed as limiting the right of the Church to refer to persons associated with it as "members."

### **SECTION 3: Designation of Membership**

In an effort to properly reflect the membership of the Church, a roll shall be maintained and updated periodically. The Church may require existing members to reaffirm their commitment to abide by the membership covenant as provided in Section II, Paragraph 4 and to re-verify their qualification for membership under Section II, Paragraph 5, from time to time.

### **SECTION 4: Responsibilities of Membership**

The responsibilities of membership are described in the Membership Covenant, the Relationship Commitments and these Bylaws.

### **SECTION 5: Relationship Commitments**

Relationships in the church will be guided and governed by the Biblical principles set forth in our "Relationship Commitments," which establish our common commitments related to community, peacemaking and reconciliation, preserving marriages, protecting children, biblical counseling, confidentiality, correction and accountability. These Relationship Commitments shall apply to members, to those who participate in Church activities or events and to those who regularly attend weekend services. The Relationship Commitments are incorporated into these Bylaws by reference. Following initial approval and adoption by the membership with these Bylaws, the Relationship Commitments may be amended, modified, edited or expanded from time to time by the Directors, without further membership consent or approval.

### **SECTION 6: Voting Rights of Membership**

Every Member who is sixteen years of age or older shall have the right to vote on the following matters:

1. the annual budget of the Church,
2. the election of the Trustees,
3. the disposition of all or substantially all of the assets of the Church,
4. the merger or dissolution of the Church,
5. amendments to the Articles of Incorporation or Bylaws of the Church, and
6. the calling of a Senior Pastor.

Each Member eligible to vote is entitled to one vote. The Senior Pastor shall be entitled to vote. Voting by proxy is prohibited.

### **SECTION 7: Termination of Membership**

Members shall be removed from the Church roll for the following reasons:

1. Death
2. Transfer of membership to another church.
3. By written request of the member with reasons stated; provided, however, if it appears to the Directors that a member has requested removal to avoid the Accountability, Correction and Restoration process, that request shall not be given effect until that process has been properly concluded.
4. Dismissal as part of the Accountability, Correction and Restoration process.

5. Failure to reaffirm a commitment to abide by the membership covenants, as they may be modified from time to time, or to continuously maintain all qualifications of membership.

### **SECTION 8: Restoration of Membership**

Members dismissed pursuant to Section VI, Paragraph 4 may be restored by the Directors according to the spirit of 2 Corinthians 2:7-8 upon reapplication by the dismissed member, satisfaction of all membership qualifications and fulfillment of any conditions and requirements specified as part of the ACR process. Members removed from the membership roll pursuant to Section VI, Paragraph 5 may be restored by the Directors upon reapplication by the member removed and satisfaction of all membership qualifications. In either case, restoration shall be in the sole discretion of the Directors and the decision of the Directors shall be final.

## **ARTICLE VI**

### **Membership Meetings**

#### **SECTION 1: Place**

Meetings of the members shall be held at such a place within or outside Mooresville, North Carolina as may be designated from time to time by the Directors.

#### **SECTION 2: General Meetings**

A general meeting of the members shall be held each year at such time as determined by the Directors. This general meeting shall be the annual membership meeting. The purpose of this meeting shall be to adopt an annual budget and to elect the Trustees. Subject to Section 4 of this Article, any other proper business may be conducted at this meeting.

#### **SECTION 3: Special Meetings**

Special meetings may be called at any time by the Directors or the Senior Pastor for any purpose by giving notice to the members in accordance with Section 4 of this Article.

#### **SECTION 4: Notice Requirements for Membership Meetings**

1. General Requirements. Notice of membership meetings shall be given to members no fewer than ten (10) nor more than sixty (60) days before the meeting date. Notification of membership meetings shall be given in any of the following manners, any one of which shall be deemed to be a fair and reasonable method of notifying members of a meeting:

- a. Distribution of written material to the congregation in attendance at a regular weekend service;
- b. Announcement of the meeting in the Church newsletter;
- c. Oral announcement to the congregation at a midweek service; or
- d. Delivery by United States mail or electronic mail to each member identified on the membership roll.

Notice of any special meetings shall include a description of the matter or matters for which the meeting is called.

2. Notice of Certain Agenda Items. Whenever the members may be asked to consider or approve any of the following matters at a meeting, the notice of that meeting shall include a general description of the matter or matters for consideration or approval and shall be given to members no fewer than ten (10), or, if

the notice is mailed by other than first class, registered or certified mail, no fewer than thirty (30) nor more than sixty (60) days before the meeting date.

- a. Calling or removing the Senior Pastor;
- b. Amending the Articles of Incorporation;
- c. Adopting, amending or repealing Bylaws;
- d. Disposing of all or substantially all of the Church's assets;
- e. Adopting or amending a merger agreement; or
- f. Approving the election to wind up and dissolve the Church
- g. Approving any matter specified in N.C.G.S. § 55A-7-05(c)

#### **SECTION 5: Quorum**

Those members present and voting at a meeting duly noticed and called shall constitute a quorum of the membership for the transaction of business.

#### **SECTION 6: Meeting Process and Procedures**

Except to the extent specific meeting procedures are required by law, meetings will be conducted in accordance with any process and procedures the presiding officer deems necessary or appropriate. Notwithstanding the foregoing, there will be no discussion, debate, questions or comments from members at membership meetings.

### **ARTICLE VII**

#### **Trustees**

##### **SECTION 1: Number and Term**

The Directors shall, from time to time, designate the authorized number of Trustees of the Church. The Trustees shall be elected by the members at the annual membership meeting based upon the recommendation by the Directors, to serve until the next annual meeting. A trustee must be a member in good standing of the Church.

##### **SECTION 2: Powers**

The Trustees shall have the following powers and duties:

- a. To provide financial counsel to the Directors at their request. Such counsel shall be provided at the discretion of the Directors.
- b. To determine the compensation of the Senior Pastor.
- c. To conduct such other duties and activities as the Directors may delegate in writing to the Trustees from time to time.

## **ARTICLE VIII**

### **Directors**

#### **SECTION 1: Number and Term**

The authorized number of Directors shall be such number as may from time to time be authorized by resolution of the Directors. The Directors shall consist of the Senior Pastor and those he appoints. Each Director may serve successive terms and shall hold office until a successor has been designated and qualified or until earlier resignation or removal. Other than the Senior Pastor, each Director serves at the pleasure of the Senior Pastor and may be removed at any time, with or without cause.

#### **SECTION 2: Powers**

Subject to the provisions and limitations of applicable nonprofit and religious corporation law, and any limitations in the Articles of Incorporation and these Bylaws, including Section 3 below, the activities, business and affairs of the Church shall be conducted and all corporate powers and authority shall be exercised by or under the direction of the Directors.

#### **SECTION 3: Executive Team**

Pursuant to N.C.G.S. § 55A-8-25, all power and authority granted to or vested in the Directors shall be exercised by the Executive Team, subject only to the specific delegation limitations set forth in N.C.G.S. § 55A-8-25(e). Notwithstanding the foregoing, the Executive Team may, in its sole discretion, request input from or action by all Directors on any matter. The Executive Team shall consist of the officers designated in Article X, Section 1 and any other Directors the Senior Pastor may designate to serve on the Executive Team from time to time. Executive Team members other than the officers may be removed by the Senior Pastor at any time, with or without cause.

## **ARTICLE IX**

### **Meetings of the Directors or the Executive Team**

#### **SECTION 1: Place of Meetings**

Regular or special meetings of the Directors may be held at any place within or outside the State of North Carolina that has been designated from time to time by resolution of the Directors. Notwithstanding the above provisions of this section, a regular or special meeting of the Directors may be held at any place consented to in writing by all of the Directors either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such meeting.

#### **SECTION 2: Regular Meetings**

Regular meetings of the Directors may be held without notice if the time and place of such meetings are fixed by resolution of the Directors.

#### **SECTION 3: Special Meetings**

1. Authority to Call. Special meetings of the Directors may be called for any purpose and at any time by the Senior Pastor or any other Director.

## 2. Notice.

a. Manner of Giving. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (1) by personal delivery of written notice; (2) by first class mail, postage prepaid; (3) by telephone communication, either directly to the Director or to a person at the Director's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Director, or (4) by electronic means to the Director's home or office.

b. Time Requirements. Notices sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, email or fax machine shall be delivered, telephoned, emailed or faxed to the Director at least twenty-four (24) hours before the time set for the meeting.

c. Notice Contents. The notice shall state the time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. The notice must specify the purpose of the meeting.

### **SECTION 4: Quorum**

A majority of current Directors present at a meeting duly called and noticed shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Directors, subject to the provisions of the North Carolina Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors.

### **SECTION 5: Waiver of Notice**

The transactions of any meeting of the Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or approves the minutes. The waiver of notice or consent shall specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting without protesting before or at its commencement about the lack of notice.

### **SECTION 6: Action without Meeting**

Any action required or permitted to be taken by the Directors may be taken without a meeting, if all of the Directors, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Directors.

### **SECTION 7: Executive Team Meetings**

The provisions in Sections 1 through 6 of this Article IX shall apply to meetings of the Executive Team.

## **ARTICLE X**

### **Officers**

#### **SECTION 1: Officers**

The officers of the Church shall be a Senior Pastor, an Executive Pastor and a Chief Financial Officer. The Senior Pastor shall serve as the President of the Church and shall act as the moderator of the Church. The

Executive Pastor shall serve as the Vice President of the Church and shall act as the moderator of the Church in the absence of the Senior Pastor. The Chief Financial Officer shall serve as both the Secretary and the Treasurer of the Church and shall act as moderator in the absence of both the Senior Pastor and the Executive Pastor. The Senior Pastor may not serve concurrently as the Chief Financial Officer of the Church. The Senior Pastor may create other offices from time to time as he deems necessary or appropriate. The duties and responsibilities of all officers shall be prescribed by the Senior Pastor.

#### **SECTION 2: Election of Officers**

The Senior Pastor of the Church shall be called by the members at a membership meeting. All other officers of the Church shall be chosen by the Senior Pastor, and each shall serve at the pleasure of the Senior Pastor, subject to the rights, if any, of an officer under any contract of employment.

#### **SECTION 3: Removal of Officers**

The Senior Pastor may only be removed, with or without cause, by the members at a special membership meeting. Subject to the rights, if any, of an officer under any contract of employment, all other officers may be removed, with or without cause, by the Directors, at any regular or special meeting of the Directors.

#### **SECTION 4: Vacancies in Offices**

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office. Such vacancies shall be filled as they occur.

### **ARTICLE XI**

#### **Teams**

##### **SECTION 1: General**

In addition to the Executive Team (Article VIII, Section 3), and the ACR Team (Article XI, Section 2), the Directors may establish standing or special groups of members from time to time to serve the Directors and the Church. These groups will be referred to as "Teams." The Directors, in their sole discretion, may empower Teams to perform ongoing functions or to discharge specific duties; provided, however, that final decision making authority on all matters shall remain vested in the Executive Team, the Directors, and the Officers. The Directors may establish the qualifications for membership and service. Members shall be appointed by the Directors and may be removed by the Directors at any time, with or without cause.

##### **SECTION 2: ACR Team and ACR Proceedings**

The Church has the responsibility and duty to inquire into issues of concern that involve members, those who participate in Church activities or events or those who regularly attend weekend services and to provide guidance, correction and accountability for their benefit. (Matthew 18:12-17, Galatians 6:1) The process through which this is accomplished is referred to as "Accountability, Correction and Restoration" or "ACR" and is described in detail in the Relationship Commitments.

Pursuant to the general authority provided in Section 1 above, the Directors may establish a standing or special Team to administer ACR from time to time ("ACR Team"). The ACR Team shall have power and authority as delegated by Directors in the authorizing resolution or as provided in any ACR procedural rules or guidelines. Unless and until an ACR Team is established by the Directors, the Executive Team shall serve as the ACR Team.

The ACR Team shall have the power and authority (1) to investigate cases and circumstances of concern referred by the Officers or Directors, (2) to interview witnesses, (3) to conduct hearings, (4) to receive

written statements and other evidence and to (5) report findings, conclusions and recommendations, verbally or in writing, to the Directors. The Directors shall, in their discretion, shall make the final decision as to what action should be taken or sanctions imposed, if any, with respect to any case referred. The Directors may accept and act upon the findings, conclusions or recommendations of the ACR Team. The Directors, however, shall not be bound by the findings, conclusions or recommendations of the ACR Team and may conduct further investigations and hearings as they deem necessary.

All actions and information obtained by and proceedings before the ACR Team shall be and remain confidential. Notwithstanding the forgoing, the Directors may, in their sole discretion, determine that all or part of the facts, findings, conclusions, recommendations, decisions or determinations made should be disclosed or made public and all members, all who participate in Church activities or events and all who regularly attend weekend services consent to any disclosure or publication the Directors deem reasonable or appropriate.

## **ARTICLE XII**

### **Records and Reports**

The Church shall maintain the following records and reports:

1. Adequate and correct books and records of accounts (financial records); and
2. Written minutes of the proceedings of its members and Directors; and
3. A record of the members of the Church, setting forth the members' names and addresses; and
4. Contribution statements for contributors.

All such records shall be kept at the Church's principal office.

## **ARTICLE XIII**

### **Amendments to the Bylaws**

These Bylaws or any provision of them may be altered, amended or repealed, and new Bylaws may be adopted by vote of two-thirds of the members present at any special or regular membership meeting at which a quorum is present.