

BYLAWS  
OF  
AUTUMN RIDGE CHURCH

**ARTICLE 1.**

**REGISTERED OFFICE**

1.1 **Registered Office.** The Church shall maintain its registered office in the State of Minnesota as required by the Minnesota Nonprofit Corporation Act, Minn. Stat. ch. 317A (“Act”).

1.2 **Change of Registered Office.** The Board of Elders may, from time to time, change the location of the registered office. On or before the day that such change is to become effective, a certificate of such change and of the location and post office address of the new registered office shall be filed with the Secretary of State of Minnesota as provided by the Act.

**ARTICLE 2.**

**PURPOSE AND GOALS**

The purposes for which Autumn Ridge Church is organized are as set forth in its Articles of Incorporation. From time to time the Board of Elders may adopt a mission or purpose statement that is more detailed than as set forth in the Articles of Incorporation, provided such statement shall never contradict the primary purpose of Autumn Ridge Church, which is to share the Gospel of Jesus Christ in the local community and the world and to encourage believers to be fully devoted disciples of Jesus Christ.

**ARTICLE 3.**

**PRESERVATION OF TAX-EXEMPT STATUS**

3.1 **Limitations on Earnings.** No part of the net earnings of the Church shall inure to the benefit of any individual, provided that this Section 3.1 shall in no way prevent the Church from hiring and compensating persons as bona fide employees, including persons who are also serving as Elders.

3.2 **Limitations on Activities.** Except as permitted by filing an election under Section 501(h) of the Internal Revenue Code, (or the corresponding provision of any subsequent Federal tax law) no substantial part of the activities of Autumn Ridge Church shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and Autumn Ridge Church shall not participate in, or intervene in (including the publishing or distributing of statement) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Bylaws, Autumn Ridge Church shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax law), and (b) by a corporation contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax law).

3.3 **No Private Foundation Status Intended.** Autumn Ridge Church shall seek such sources of support, including the solicitation of grants from governmental units and direct or indirect contributions from the general public, as will enable it to qualify as a publicly supported organization as defined in Sections 170(b)(1)(A)(vi) and 509(a)(1) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax law), and as is consistent with the purposes for which Autumn Ridge Church is organized, as set forth in its Articles of Incorporation.

## ARTICLE 4.

### ELDERS

4.1 **Board of Elders -- General Powers.** The affairs of Autumn Ridge Church shall be managed by its Board of Elders, and all corporate powers shall be exercised by the Board of Elders, except as otherwise expressly required by the Articles of Incorporation, these Bylaws, and by law.

4.2 **Number, Tenure, and Qualifications.** When possible the number of Elders shall remain at twelve. The number of Elders may be increased or decreased from time to time by decision of the Board of Elders, but in no event shall the number of Elders be less than three. Each Elder shall hold office until a successor has been elected and qualified, provided, however, that any Elder may be removed from office, with or without cause, by the vote of a majority of the Elders then in office.

All nominees shall meet the requirements for Elders set forth in 1 Timothy 3:1-7 and Titus 1:6-9, and shall be in full accord with the Statement of Faith set forth in the Articles of Incorporation. Nominees must be active members for at least one year prior to election.

Eligibility for a full term of office is not affected by filling a partial term. No Elder may be re-elected to the Board of Elders for one year after serving a full term.

4.3 **Election and Term of Office.** The Elders of Autumn Ridge Church shall be elected annually by the those members of Autumn Ridge Church having voting rights, as provided in Section 6.4 below, at the regular annual meeting of the Church described in Section 7.1 below. Individual terms shall be staggered so that as near as possible, one-third of the members of the Board of Elders shall be elected at the annual business meeting. Elders shall serve a three-year term, commencing upon the adjournment of the regular annual meeting of the Church where elected and continuing through the adjournment of the third regular annual business meeting occurring thereafter. Each Elder shall hold office until a successor shall have

been duly elected and shall have qualified.

Nominees for the office of Elder may be made from the floor at the regular annual meeting of the Church; provided (i) any one so nominated must meet the requirements stated in Section 4.2 of these Bylaws and have given prior written consent to being so nominated, and (ii) written notice of such nomination must be provided to the Board Chair at least ten (10) days prior to the regular annual meeting at which such nomination will be made.

4.4 **Regular Meetings.** The Board of Elders shall hold regular meetings at such times and with such frequency as the Board may from time to time by resolution determine, without notice other than such resolution. Unless prior written notice indicates otherwise, such meetings shall be held at Autumn Ridge Church.

4.5 **Special Meetings.** Special Meetings of the Board of Elders may be called, on prior written notice of no less than 48 hours, by or at the request of the Board Chair or any two Elders. The notice must include the date, time and place of the meeting; and, except where said meeting is called to consider an amendment to the Articles or Bylaws, the notice need not state the purpose of the meeting. Any Special Meeting called pursuant to this Section 4.5 shall be held at Autumn Ridge Church.

4.6 **Waiver of Notice.** Any Elder may waive notice of such meeting, except where an Elder attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.7 **Quorum.** Fifty-One (51%) percent of the members of the Board of Elders then holding office shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than fifty-one (51%) percent of the then serving Elders are present at a meeting, a majority of the Elders present may adjourn the meeting.

4.8 **Manner of Acting.** The act of the majority of the Elders present at a meeting at which a quorum is present shall be the act of the Board of Elders, except where otherwise provided by law or by these Bylaws.

4.9 **Meetings by Means of Remote Communication.** Any meeting among the Elders may be conducted in whole or in part by means of remote communication, as defined in the Minnesota Non-Profit Corporations Act, including but not limited to email exchange sent simultaneously to or among all Elders.

4.10 **Vacancies.** Any vacancy occurring in the Board of Elders, including a vacancy resulting from an increase in the number of Elders, may be filled by the affirmative vote of a majority of the then-serving Elders though less than a quorum of the Board of Elders.

4.11 **Compensation.** Elders as such shall not receive any salaries for their services, provided that nothing herein contained shall be construed to preclude any Elder from serving Autumn Ridge Church in any other capacity and receiving compensation for serving in such other capacity.

4.12 **Voluntary Resignation and Retirement.** Any Elder may resign or retire at any time by giving written notice to the remaining Board of Elders or the Board Chair. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

4.13 **Removal.** Any Elder may be removed from the Board (i) upon the 2/3 vote of the Board of Elders following a hearing and show of cause where the affected Elder is informed of the grounds and is given the opportunity to address the Board meeting in confidential session, or (ii) at a special business meeting of the Church where a quorum is present and the affirmative vote of no less than 51% of all of the members of the Church entitled to vote following a hearing and show of cause where the affected Elder is informed of the grounds and is given the opportunity to respond.

4.14 **Advisory Committee.** The Board of Elders may appoint one or more advisory committees to the Board of Elders who shall not be deemed to be Elders, officers, or employees of Autumn Ridge Church and whose functions shall not include participation in the operating management of Autumn Ridge Church. The advisory committees shall meet at such times as the Board of Elders shall determine. The advisory committee shall consider, advise upon, and make recommendations to the Board of Elders with respect to such matters of policy relating to the conduct of the affairs of Autumn Ridge Church as may be submitted to it by the Board of Elders.

4.15 **Budget Preparation and Approval.** The Board of Elders shall coordinate the preparation of an annual budget of the Church which shall be recommended for approval at the regular annual business meeting of the Church.

4.16 **Special Authority.** The Board of Elders shall have authority to approve limited budget deviations without specific prior approval of the church as follows:

- a. Budget categories (e.g. Compensation or Children/Youth Ministries) expenditures may deviate up to five percent (5%) of the total annual budget.
- b. The cumulative effect of all deviations may not change the total budget more than ten percent (10%) without special congregational approval.
- c. No single transaction exceeding one percent (1%) of the current annual budget may be made for non-budgeted items.
- d. Self-funded portions of expenditures (e.g. family camp registrations) are exempt from the deviation calculations.

Provided, however, that the Board of Elders shall, when feasible, obtain the prior approval of the Members for any of the following:

- a. any budgeted single expenditure that deviates more than one percent (1%) of the total annual budget.
- b. any non-budgeted expenditure that is more than one percent (1%) of the total annual budget
- c. Where the cumulative effect of all deviations increases the total budget by more than five percent (5%).

## **ARTICLE 5.**

### **OFFICERS**

5.1 **Officers.** The Officers of Autumn Ridge Church shall be a President (who shall also serve as Board Chair), a Vice President/Vice Chair, a Secretary and a Treasurer, and such other officers as the Board of Elders may, in its sole discretion, designate or elect in accordance with the provisions of this Article 5. Officers need not be chosen from among the Elders, except that the President/Chair and Vice President/Vice Chair must be current Elders. A person may hold more than one of the aforementioned offices, except that the same person shall not simultaneously hold the offices of President/Chair and Vice Chair. The Board of Elders may elect or appoint such other officers, including Assistant Secretaries, or Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Elders.

5.2 **Election and Term of Office.** The officers of Autumn Ridge Church shall be elected annually by the Board of Elders at the first occurring regular meeting of the Board of Elders following the annual meeting of the Members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. Vacancies may be filled or new offices created and filled at any meeting of the Board of Elders. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

5.3 **Removal.** Any officer or Agent elected or appointed by the Board of Elders may be removed, with or without cause, by the Board of Elders whenever in the judgment of the Board of Elders the best interests of Autumn Ridge Church would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.4 **Resignations.** Any Officer may resign at any time by giving written notice to the Board of Elders or the Board Chair. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

5.5 **Vacancies.** A vacancy in the offices of Chair, Vice Chair, Secretary or Treasurer because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Elders for the unexpired portion of the term. Vacancies in any other offices may be filled by the Board of Elders in its sole discretion.

## ARTICLE 6.

### MEMBERS

6.1 **Candidate Identification.** Any person who has established a personal relationship with Jesus Christ and fulfills the requirements for membership set forth in this Article 6 may become a candidate for membership.

6.2 **Requirements for Membership.** Candidates for membership shall meet the following requirements.

- a. *Personal Testimony:* Candidates for membership will be interviewed by the Pastoral Staff and members of the Board of Elders regarding their personal faith in Jesus Christ.
- b. *Believer's Baptism:* Candidates for membership must be baptized after coming to faith in Jesus Christ or be able to provide satisfactory evidence of having been so baptized by letter or statement of experience. Baptisms conducted by Autumn Ridge Church will be by immersion except where a candidate's physical disabilities make baptism by immersion difficult, in which case another mode may be substituted. The pastoral staff and Board of Elders may consider for membership, on a case by case basis, any individual who has been baptized as a believer by a mode of baptism other than immersion.
- c. *Affirmation of Statement of Faith:* Candidates for membership must be in agreement with the Statement of Faith set forth in Article V of the Articles of Incorporation.

6.3 **Election to Membership.** Candidates who have fulfilled satisfactorily the requirements for membership will be recommended to the congregation by the Board of Elders. A simple majority of votes cast (including, at the discretion of the Chair, votes cast by acclamation) at any official meeting of the Church shall be sufficient for election to membership.

6.4 **Voting.** All members in good standing who are Eighteen (18) years of age or older, shall be entitled to vote on matters requiring a vote of the member. For purposes of these Bylaws, a member is in good standing unless said member is the subject of any church discipline under the terms of which voting rights have been suspended or revoked.

6.5 **Revocation of Board Action.** The members govern the Church through the Board of Elders. While the members retain final authority, the members have delegated to the Board of Elders the authority to make all policy decisions not specifically limited by these Bylaws. Any action taken by the Board of Elders can be reviewed by the members at a business meeting of the Church and changed by a two thirds majority of the votes cast, provided a quorum is present and voting.

6.6 **Discipline and Removal of Members.** The Board of Elders shall establish policies regarding the church discipline and the removal of members, which policies shall be consistent with biblical principles and applicable law in all respects.

## ARTICLE 7.

### BUSINESS MEETINGS

7.1 **Regular Annual Business Meeting of the Church.** The regular annual business meeting of the Church shall be held prior to the February Board of Elders meeting each year. Notice of such meeting shall be given (i) by oral announcement during each of the regular worship services occurring during the thirty (30) days prior to the regular annual business meeting, and (ii) by written announcement printed and published in the bulletin or worship guide and on the Church website for at least two (2) weekends during the same thirty (30) day period.

7.2 **Special Business Meetings.** Special business meetings of the Church may be held at any time or during any regular worship service, as determined by resolution of the Board of Elders, or upon written request of a quorum of the members entitled to vote; provided, however, that except with respect to the election of new members as provided in Section 6.3 of these Bylaws (for which no prior notice shall be required) the calling of any such special business meeting shall be subject to prior notice given (i) by oral announcement during each of the regular worship services occurring during the fifteen (15) days prior to the special business meeting, and (ii) by written announcement printed and published in the bulletin or worship guide and on the Church website during the same fifteen (15) day period.

7.3 **Meetings by Means of Remote Communication.** Any meeting of the members may be conducted in whole or in part by means of remote communication, as defined in and governed by the Minnesota Non-Profit Corporations Act, including but not limited to voting in whole or in part by email exchange.

7.4 **Adjournment and Recommencement of Meeting.** A business meeting of the Church may be adjourned and to a later time or date and recommenced with respect to the same agenda or item of business.

7.5 **Quorum.** For purposes of applying these Bylaws, a quorum of members entitled to vote shall consist of not less than eighty (80) members entitled to vote.

## ARTICLE 8.

### GIFTS

The Board of Elders may accept on behalf of Autumn Ridge Church any contribution, gift, bequest, or devise given to further any express purpose of Autumn Ridge Church.

**ARTICLE 9.**

**BOOKS AND RECORDS**

Autumn Ridge Church shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Elders and committees having any authority of the Board of Elders, and shall keep at its principal office a record giving the names and addresses of the Board of Elders. All books and records of Autumn Ridge Church may be inspected by any Elder for any proper purpose at any reasonable time.

**ARTICLE 10.**

**FISCAL YEAR**

The Board of Elders shall from time-to time and by resolution establish the fiscal year of Autumn Ridge Church.

**ARTICLE 11.**

**INDEMNIFICATION**

Autumn Ridge Church shall indemnify any Elder or Officer or former Elder or Officer, or any person who may have served at its request as an Elder or Officer of another Corporation, whether for-profit or not-for-profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such Elder or Officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The indemnification provided by this Article 11 shall not be deemed exclusive of any other rights to which such Elder or Officer may be entitled under any Bylaws, agreement, or vote of Board of Elder or otherwise. In no case, however, shall Autumn Ridge Church indemnify or reimburse any person for any Federal excise taxes imposed on such individual under Chapter 42 of the Internal Revenue Code. Further, if at any time or times Autumn Ridge Church is a private foundation within the meaning of Section 509 of the Internal Revenue Code, then, during such time or times, no payment shall be made under this Article, if such payment would constitute an act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code), or a taxable expenditure (as defined in Section 4945(d) of the Internal Revenue Code).

**ARTICLE 12.**

**WAIVER OF NOTICE**

Whenever any notice is required to be given under the provision of these Bylaws or under the provisions of the Articles of Incorporation or by the Minnesota Nonprofit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE 13**

**CHURCH PROPERTY**

For purposes of interpreting and applying the provisions of Article IV of the Amended and Restated Articles of Incorporation of Autumn Ridge Church, the phrase “real estate that is not used in the active operations or ministries of the Church” shall refer to real estate that (i) has never been used in the active ministries of the Church, or (ii) has previously been used in the active ministry, but which use has terminated for a period of at least six (6) consecutive months.

**ARTICLE 14.**

**AMENDMENT**

These Bylaws may be amended from time to time in the manner provided by law. Except that the provisions set forth in Sections 4.3, 4.13, 6.5 and Article 13 hereof may only be amended at a special meeting of the Members called upon prior notice of no less than thirty (30) days for that purpose.

The above provisions constitute the duly adopted Bylaws of Autumn Ridge Church, including all amendments in full force and effect as of January \_\_, 2010.

---

Secretary