



14251 SE Rust Way • Damascus Oregon 97089
p 503.658.3179 • www.damascuscc.org

DAMASCUS COMMUNITY CHURCH CONSTITUTION AND BYLAWS

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Article I. Name

The name of this church shall be the Damascus Community Church as shown in the 1947 Articles of Incorporation as amended October 8, 1991.

Article II. Purpose

We unite as a church of the Lord Jesus Christ in accordance with the Holy Scriptures. We affirm our union in faith, fellowship, and love with all who believe in the Lord Jesus Christ as the only Savior and Redeemer of the world.

We determine to worship and glorify God, to edify and build each other up in Christ, and to proclaim the Gospel to our community and the world. (Ex. 20:2-4; Ps. 78:1-4; Matt. 4:10; Matt. 28:18-20; Acts 1:8; 1Cor. 12-14; Eph. 4:11-16; Col. 1:28)

The fulfillment of this purpose may include, but not be limited to, the establishing and maintaining of religious worship; the building and operation of churches, parsonages, schools, chapels, media ministries, rescue missions, print shops, daycare centers, and camps; the evangelizing of the unsaved by the proclaiming of the gospel of the Lord Jesus Christ; the educating of believers in a manner consistent with the requirements of the Holy Scriptures, both in Sunday and week day schools of Christian education (e.g., Damascus Christian School); and the maintaining of caring and mission activities in the United States and any foreign country.

Article III. Statement of Faith

The DCC statement of faith, under the authority of the Word of God, is the foundational guiding document for what DCC teaches¹.

¹ When there is a need for more specific detailed guidance or application on particular topics, the DCC Elder Council has provided position papers to help the church family understand and apply our sincerely held beliefs in our statement of faith. These position papers can be found on the DCC web site, or upon request from the DCC Elder Council.

A. Scripture

We believe the original autographs of the sixty-six books of the Old and New Testaments to be the inerrant Word of God written by men moved by the Holy Spirit. Our contemporary manuscripts are reliable². These Scriptures are true being God-breathed and given once for all time and therefore are the final authority for faith and life. Their interpretation is found through the diligent study of the text and context, using the grammatical-historical method of interpretation, under the enlightenment of the Holy Spirit (Ps. 119:160; 2 Tim. 2:15; 2 Tim. 3:16-17; 2 Peter 1:20-21; Jude 3).

B. Concerning God

We believe there is one living and true God, Creator and Sustainer of all and Sovereign over all. He is perfect in all His attributes and worthy of our worship. He is one in essence but triune in nature, eternally existing as Father, Son, and Holy Spirit (Gen. 1:1-2:25; Deut. 6:4; Isa. 6:3; Matt. 28:19; Col. 1:15-17; Heb. 1:3).

God the Father – We believe God the Father controls all things according to His good pleasure and perfect will and grace and for His glory. As the absolute and highest Ruler in the universe, He is sovereign in creation, providence, and redemption. His Fatherhood involves His relationship to the Son and Holy Spirit within the Trinity; to all mankind as Creator and Lord; and to all who believe in Jesus Christ and are born of Him into an intimate and eternal relationship through redemption and adoption as His own (1 Chron. 29:11; Ps. 103:19, 145:8,9; Luke 3:38; John 1:12,1:18, 3:3; Rom. 11:33; I Cor. 8:6; I Cor. 11:3; Eph. 1:3-6; Heb. 12:5-9; I John 3:9).

God the Son – We believe that Jesus is Lord and Christ, the eternal Son of God. He became man (incarnate) by virgin birth, and yet remained God, therefore fully God and fully human. He lived a sinless life and died a substitutionary death for the sin of all mankind. He was bodily resurrected and ascended to the right hand of the Father where He now ministers. He will return at any time now to receive

² The church uses a variety of translations, but for the sake of consistency, we are using the English Standard Version in this constitution.

those in Christ, and then establish His Kingdom on earth. He is the One through whom the Father will judge all mankind (Is. 7:14; Is. 53:5-6; Matt. 1:18-23; John 1:1, 14; Acts 2:36; Acts 1:3-11; Rom. 8:34; Col. 1:15-20; I Thess. 4:16-17; 1 Tim. 2:5; Heb. 1:1-3, 7:25; I Peter 3:18; Rev. 19:6, 11-20).

God the Holy Spirit – We believe the Holy Spirit is at work in the world convicting mankind concerning sin, righteousness, and judgment, and guiding believers in the truth. He ministers to believers in many ways, including regenerating, baptizing, indwelling, and sealing all believers at the moment of salvation; and illuminating, empowering, gifting, filling, and producing fruit (John 16:7-15; Acts 1:8, 2:1-21, 5:31, 11:18; Rom. 8:5-27, 12:4-6; I Cor. 12-14; II Cor. 1:21-22; Gal. 5:22-23; Eph. 1:13, 3:16, 4:4-6, 5:18; 2 Tim. 2:25).

C. Mankind

We believe that mankind, first male and then female, was directly and immediately created by God in His image, giving all human life unique value. God immutably bestows upon each person male or female gender, genetically determined at conception. Mankind was created to enjoy fellowship with God, glorify Him, and be stewards of His earthly creation. The first man, Adam, sinned with the result that the sin nature is inherited by all; therefore, all people stand condemned before God and in need of salvation by God's grace and transformation into the image of the perfect man, Jesus Christ. (Gen 1:26-28, 2:7, 20-23; John 3:16-18; Rom 3:23, 5:12; 1 Cor. 10:31, 15:21-22; 2 Cor. 3:18, 4:11; Eph. 4:13; 1 Tim. 2:13.)

D. Sin

God is righteous and has revealed righteousness in terms of human behavior through His Word. This includes both commandments and principles for living as He designed us to live, in order to experience our greatest joy in Him. By inherited nature and personal action, all men fall short of God's righteousness and thus are sinners and do sin in attitude, action, and thought. To deny this tenet is to reject what God has revealed about human nature, human behavior, and the source of our true joy. The consequence of sin is eternal condemnation, required by God's just nature. In love, God sent His Son, Jesus Christ, to satisfy

the requirements of His justice, paying the price for our sin by His death. As believers in Jesus, we are in the process of becoming like Jesus with the expectation that we will sin less as we grow through the sanctifying work of the Holy Spirit and ultimately will be sinless upon entering His eternal presence, our eternal joy. (Ps. 51, 119; John 3:16; Rom. 3:21-26, 5:12-19, 6:23; Gal. 5:22; 2 Cor. 3:18; Eph. 2:1-3; I John 1:8-10, 3:2-3; Jude 24).

E. Salvation

We believe that salvation from the condemnation that results from sin is wholly of God, and only by grace through faith in the redemptive work of Jesus Christ (Eph. 2:8, 9). Regarding this salvation, our Lord says, "Truly, truly, I say to you, whoever hears my word and believes him who sent me has eternal life. He does not come into judgment, but has passed from death to life" (John 5:24). "Jesus said to her, 'I am the resurrection and the life. Whoever believes in me, though he die, yet shall he live, and everyone who lives and believes in me shall never die. Do you believe this?'" (John 11:25-26). "No one can come to me unless the Father who sent me draws him. And I will raise him up on the last day" (John 6:44). "My sheep hear my voice, and I know them, and they follow me. I give them eternal life, and they will never perish, and no one will snatch them out of my hand. My Father, who has given them to me, is greater than all, and no one is able to snatch them out of the Father's hand" (John 10:27-29). "Whoever believes in him is not condemned, but whoever does not believe is condemned already, because he has not believed in the name of the only Son of God" (John 3:18).

F. Church

We believe that all who place their faith in Jesus Christ are immediately baptized by the Holy Spirit into one united spiritual Body – the Church, of which Christ is the Head. Believers are to assemble in local churches as the body of Christ to fulfill the purposes Christ gave His Church (Matt. 16:18; Acts 14:23,27; 20:17,28; 1 Cor. 12:12, 13; Gal. 1:2; Eph. 1:22-23, 4: 4-6, 15; Phil. 1:1; Col.1:18; I Thess. 1:1; 2 Thess. 1:1, Heb. 10:25).

We believe the Church's purpose is to worship and glorify God by devoting itself to prayer, by praise, by building itself up in the faith, by instruction of the Word, by fellowship, by keeping the ordinances, and by advancing and communicating the Gospel to the entire world (Matt. 28:19; Luke 22:19; Acts 1:8, 2:38-47; Eph. 3:20-21, 4:11-16; 2 Tim. 2:2,15; 3:16,17; 1 John 1:3).

Each member of the body of Christ is given one or more spiritual gifts according to God's will. No one gift is given to all members of the body, nor is any gift the necessary evidence of saving faith or of being filled with the Spirit. All gifts are given to build up the body of Christ and to fulfill God's purposes, including any biblical use of tongues, interpretation of tongues, healings, miracles, or prophecy (Rom. 12:4-6; 1 Cor. 12-14; Eph. 1:13; 4:4-12).

We believe that the unity Christ gives us bears witness to His saving and sustaining grace (John 17: 20-26; Eph. 4: 1-6; 1 John 2:9-19).

We believe that the one, supreme authority for the Church is Christ through Whom order, discipline, and worship are established. (Matt. 28:18; Col. 1:18; Eph. 1:22-23).

We believe the disciplining of sinning members of the congregation is in accord with the standards of Scripture (Matt. 18:15-22; Acts 5:1-11; 1 Cor. 5:1-13; 2 Thess. 3:6-15; 1 Tim. 1:19-20; Titus 1:10-16).

We believe that two ordinances have been committed to the local church: Believer's Baptism and the Lord's Supper (Matt. 26:26-28, 28:18-20; Luke 22:19-20).

G. Christian Relationships

The believer has responsibilities in relationship to the three institutions God has established: the family, the state, and the church.

The Family - The institution of family has as its foundation the marriage of one man to one woman, as described in Genesis 2:24, "... a man shall leave his father and his mother and hold fast to his wife, and they shall become one flesh."

This union is intended to be life-long, as Jesus counseled in Matthew 19:6, "... therefore what God has joined together, let not man separate." Love, mutual respect, and care are to guide family members as they fulfill Biblical responsibilities toward one another. Sexual acts and sexual intimacy are reserved for and appropriate only within this marriage relationship. We believe that life begins at conception, that human life is uniquely sacred, and that children are a gift from the Lord. God alone has the prerogative to give and take life which God delegates to human will only in cases of war, capital punishment after due process of law, and defense of self or others from imminent serious bodily harm or death (Gen. 2:18-25, 9:6; Ex. 20:13-14; Deut. 32:39; I Sam. 2:6; Ps. 127:3, 139:13-16; Matt. 19:3-9; I Cor. 6:18; Eph. 5:21-6:4; I Tim. 5:3-8).

The State - God has established governing authorities for the purpose of maintaining order in society and punishing wrongdoers. Submission to such authorities is commanded and may be set aside only when the command of such authorities is in violation of other Biblical commands (Acts 5:25-32; Rom. 13:1-7; I Tim. 2:1-4).

The Church - As members of the body of Christ, we are also members of one another and are called to mutual love, care, and service toward one another. Our purpose is that every believer grows in likeness to Christ, and the service of every member works together toward this end. All of our gifts and resources come from God and belong to Him. The work of the church is financed by the regular, proportional giving of God's people. Believers are to live at peace with one another and resolve disputes between one another within the fellowship of believers. As witnesses who have experienced life in Christ, all believers are involved in sharing the message of salvation by various means (Matt. 28:18-20; Acts 1:8; Rom. 12:1-16; I Cor. 6:1-8, 16:1-2; II Cor. 9:6-9; Eph. 4:1-16; Phil. 2:3-4).

H. Angelic Beings

We believe that angels, beings of a higher order than mankind, were created to serve God and worship Him. We believe the angel Satan exists and is the author of sin. He rebelled against God, involved other angels in his rebellion (demons), and thus incurred God's judgment. Satan's temptation of Eve led to mankind's

choice to sin (Gen. 3:1-7; Job 1:6-7, 38:4-7; Ps. 103:20; Matt. 25:41; Luke 10:18).

I. Future

We believe in that blessed hope - the personal, visible, premillennial return of our Lord and Savior Jesus Christ. We believe in the resurrection of all who have died. Unbelievers will be condemned to the eternal lake of fire along with Satan and his fallen angels. All who have believed in Jesus Christ will inherit eternal life with God in the new Heaven and new Earth. All of this has clear implications for our behavior in this present age, for "... the grace of God has appeared, bringing salvation for all people, training us to renounce ungodliness and worldly passions, and to live self-controlled, upright, and godly lives in the present age, waiting for our blessed hope, the appearing of the glory of our great God and Savior Jesus Christ, who gave himself for us to redeem us from all lawlessness and to purify for himself a people for his own possession who are zealous for good works." (Dan. 9:24-27; Zech. 14:4-11; Matt. 24:36; John 14:1-3; I Cor. 15:51-58; I Thess. 4:13-18; Titus 2:11-14; II Peter 3:10-13; 1 John 5: 11-12; Rev. 12:7-12, 20:1-22:7).

Article IV. Membership

A. Requirements for Membership

1. Damascus Community Church will welcome into the membership persons of like faith who purpose to live according to the Word of God. Membership would include those individuals who meet the following qualifications:

- Profess faith in the Lord Jesus Christ.
- Give evidence of this profession in repentance and holy living. (Matt. 3:8; Acts 26:20; Eph. 5:8-9)
- Have demonstrated their obedience to Christ through baptism as believers. (We practice baptism by immersion [Rom. 6:3-4, 10:9-10; Acts 2:41-47].)
- Desire to actively serve at Damascus Community Church.

- Are in agreement with the Statement of Faith (Article III) and support the DCC Mission, Vision, and Core Values.
- Are willing to fulfill membership responsibilities as outlined in Article IV, Sec. B.2.

2. New candidates for membership shall complete an application for membership; participate in the membership class to learn about the history, organization, mission, vision, values, and beliefs of the church; and share their testimony with an Elder Council member.

3. Upon Elder Council approval, new members will be introduced and received at a public worship service.

B. Member Privileges and Responsibilities

1. All members enjoy the privileges afforded them as members of the body of Christ in a local fellowship according to Scripture in order to carry out the purposes of this church set out in Article II. Such privileges include the opportunity to serve in various positions of leadership and ministry, and to provide input on decisions as outlined in Article IV, Section B.5 of this constitution (I Cor. 12:14; Eph. 4).

2. Members will support one another in at least the following ways:

- Maintain fellowship with each other (Matt. 5:23-24; I John 1:6-7).
- Earnestly seek to regularly participate in the assembly of the church (Heb. 10:24-25).
- Edify the other members of the church (Heb. 10:25; Eph. 4:29)
- Demonstrate love for fellow church members and pray for one another (Eph. 6:18; I John 3:14-16).
- Maintain the unity of the Spirit by displaying the fruits of the Spirit. (Gal. 5:22-26; Eph. 4:2-3; Phil. 2:1-3; James 3:17-18; 4:1-3).
- Be subject to one another in the fear of Christ (Eph. 5:21).
- Esteem others better than themselves (Phil. 2:3).
- Serve one another according to giftedness (I Peter 4:10).
- Contribute to the needs of the saints (Rom. 12:13).

- Give financial and other support to the ministries of the church (I Cor. 16:1-2; II Cor. 9:7-15).
- Be receptive to the guidance and instruction of leadership (Heb. 13:17).

3. Members will prayerfully seek God's direction as well as Elder and Deacon guidance and counsel in identifying how they, as parts of the Body of Christ, can function in this local fellowship (I Cor. 12:1-31; Eph. 4:7-16).

4. Disagreements between members will be resolved in accordance with I Cor. 6:1-8 with consideration of Rom. 14:19. We believe that Christians are prohibited from bringing civil lawsuits against other Christians or the church to resolve personal disputes. We believe the Church possesses all the resources necessary to resolve personal disputes between members (and other believers) and will seek such resolution with the involvement of the Elder Council as needed (Article VIII, Section G). We do believe, however, that a Christian may seek compensation for injuries from another Christian's insurance company as long as the claim is pursued in good faith without malice or slander (Eph. 4:31-32).

5. Membership in this church entitles the member to give input on matters of concern to the Elder Council. Members are encouraged to communicate with individual Elders or the Council as a whole through in-person conversations, phone calls, letters, emails, and the like. Members may also schedule an opportunity to provide input to the Elder Council at an Elder meeting. Members can take advantage of this right by contacting the Chairman of the Elder Council to schedule an opportunity for input at an Elder meeting.

6. Membership may be required as a prerequisite for holding certain offices and positions at DCC.

7. Membership does not vest any legal proprietary rights in the corporation.

8. Current membership list will be available in the office. (Hebrews 13:17)

C. Membership Termination

1. Membership may be terminated, without a direct decision from the Elder Council and without notification to the church, in the following cases:
 - a. When a member requests his or her membership be withdrawn; however,
 - i) a member may not voluntarily withdraw membership once a discipline process has begun; and
 - ii) membership withdrawal requests which cite a renunciation of the faith (Jude 1:3) may be made known to the larger church body as an instance of corrective discipline. (See Section D.5 concerning the restoration of a disciplined member).
 - b. When a member leaves DCC to commit to another local body.
2. Membership may be terminated, upon a decision by the Elder Council, in the following cases:
 - a. When a member indicates apathy toward fulfilling their membership responsibilities, such as regularly gathering with the congregation (Hebrews 10:24-25). Such a decision would only be made after efforts to shepherd the member into fulfilling their membership responsibilities have proven unsuccessful.
 - b. By disciplinary action of the church.

D. Discipline of Members

1. While the term “church discipline” isn’t found in the Bible, the practice is based on the clear teaching of Scripture. God’s people have always been called to be a distinct and holy people (Lev. 11:45, 19:2, 20:7; Matt. 5:48; Heb. 12:1-14; 1 Pet. 1:15-16). One of the means by which God forms this holy people is through both formative and corrective church discipline. Formative church discipline is the spiritual formation of the church under the regular discipline of Word-centered teaching, singing, and counsel (2 Tim. 3:16-17; Eph. 4:11-12;

Col. 3:16-17; Heb. 10:24-25). Corrective church discipline is the specific exhortation against specific sin with the clear goal of the restoration of a sinning brother or sister to fellowship with Christ and the Church. Every member has a responsibility to seek the restoration of a fellow believer involved in sin (Gal. 6:1; Luke 6:42). These categories are essential for understanding the pursuit of holiness as both communal and personal.

2. In all instances of corrective discipline the Elder Council assumes responsibility for and administers the process of discipline. Corrective discipline of a member may occur on the basis of one of the following procedures:

- a. Interpersonal Sin: All private offenses between members will be handled in accordance with Matthew 18. Elders will not become involved until after the initial steps of Matthew 18 have taken place between the parties involved. Charges when made must be submitted to the Elders in writing. Before a charge is brought to the congregation as seen in Matthew 18, any person charged with a private offense will be given adequate notice and opportunity to be heard by the Elders.
- b. Open and Notorious Sin: Grievances of a public and/or scandalous nature should be dealt with in accordance with the principles of 1 Corinthians 5, to protect the honor of Christ and His church. Should the Elders deem appropriate, a member may be removed from membership as an act of discipline for a public offense during the same congregational meeting during which the charge is presented.
- c. Sinful Violation of Membership Responsibilities:
 - i) Any member who exhibits a pattern of divisive behavior or continues in teaching contrary to the doctrinal statement of the church may be subject to discipline (Gal. 6:9; Rom. 16:17-18; Titus 3:10).
 - ii) Any member who has ceased to endeavor to fulfill their membership responsibilities will be pursued for shepherding by the Elder Council (1 Cor. 12:21-23; Gal. 6:1, 9-10; 1 Thess. 5:14; Heb. 10:24-25). If it is determined that this failure to fulfill membership responsibilities is due to sin, that member may be disciplined.

3. In the event the Elder Council determines that sin has occurred and the erring member will not repent after correction by the Elders:
 - a. After adequate notice and exhortations to repent, the case will be presented to the congregation in a called meeting. The Elder Council will establish a timeframe allowing the congregation sufficient time to appeal to the offending member before a final vote is cast by the Elder Council.
 - b. Following the deadline, the Elder Council will vote on withdrawing the membership of the erring member. The withdrawal or restoration will be announced to the congregation at a subsequent called meeting.
 - c. The announcement of membership withdrawal as a course of corrective discipline shall not take place during the Sunday morning gathering, unless the member in question is an Elder or staff member. If the ex-member repents, then he shall be restored to membership and the fellowship of the church (Matt. 18:17; 2 Cor. 2:5-11; Gal. 6:1).
4. In a situation involving an Elder, the grievance must be from two or more witnesses. If he is found guilty of sin and is unrepentant based on the previous steps, he must be corrected in front of the whole church as a warning to the rest of the church body (Matt. 18:15-17; Gal. 6:1; I Tim. 5:19-20).
5. Every effort will be made to win the member or members to renewed Christian living and church fellowship. In the event that no reconciliation can be made, participation in church fellowship and/or membership may be withdrawn by action of the Elder Council. In the event the Elder Council determines that revealing to the congregation the reasons for the termination of membership and/or other discipline is necessary for the discipline process, any member so terminated or disciplined shall have no right to action or damages of any kind, including, but not limited to, invasion of privacy, intentional infliction of emotional distress, slander, defamation, or any other tort or claim in contract. By accepting membership in the church, members expressly waive any claim, lawsuit, action, or right to equitable relief, including injunction, damages, punitive damages, costs, attorney fees, or other expenses, known and unknown, arising from any disciplinary process conducted by the church. Upon repentance, the disciplined

individual will be restored to full fellowship (Matt. 18:1-35; I Cor. 5:1-13; 2 Cor. 2:5-11; Gal. 6:1; 2 Thess. 3:6-15; 1 Tim. 1:20, 5:19-20; Titus 3:9-11).

Article V. Government

A. Purpose of This Constitution

1. Guidelines. This constitution provides God's people at Damascus Community Church with guidelines that will enable them to fulfill the purpose of the local church, recognizing that following these guidelines does not guarantee the success of the church. While it is the intent of all members of Damascus Community Church to abide by this constitution, this document is not intended to provide specific details that allow the people of God to function mechanically apart from the Spirit of God (Zech. 4:6; Matt. 16:18).
2. The Elder Council shall review the constitution each January to evaluate conformity to practice and current law.
3. This constitution may be replaced or amended when the need for change is recognized by the Elder Council. The Elders may appoint a committee or individual(s) based on the identified complexity of the task to review and recommend change(s). Response from the church body shall be solicited by appropriate means. The Elders shall examine the proposed constitution modification(s) in the light of Scripture and congregational response. A final draft will be submitted to the congregation for review and comment 30 days prior to adoption by unanimous vote of the Elder Council.
4. The By-Laws and Appendices to this constitution may be changed by unanimous agreement of the Elder Council after provision for input from the congregation. Also see Article VI.A.5c.

B. Biblical Precedent

This church shall be governed in accordance with the New Testament pattern. Essentially a "theocracy," this church is under the headship of the Lord Jesus

Christ. His leadership will be carried out by means of plurality of Elders (overseers), Deacons (servants), and body members (believer priests, saints) serving under the authority of His Word. The purpose of the church will be met by the faithful teaching of the Word: diligent oversight by the Elder Council; service of Deacons, and every member exercising his gift(s) in submission to the Holy Spirit (Acts 6:1-6; I Cor. 3:16, 12:12-27; Eph. 4:15-16; Phil. 1:1; Col. 1:18; I Pet. 2:5-9).

Article VI. Offices

A. Elders

1. Definition. This church shall be led by a Council of Elders functioning under the Headship of Christ, the authority of the Scriptures, and the guidance of the Holy Spirit (Acts 14:23, 20:17; Col. 1:18; Titus 1:5). The Elders, appointed upon the examination of the church body, are to shepherd the church and its members. Elders may have different roles according to their gifting and are expected to assume leadership as appropriate (Acts 15: 13-29; Eph. 4: 11-12; I Tim. 3:4-5, 5:17; Titus 1:5, 7; Heb. 13:17; 1 Pet. 5:1-4;).

2. Qualifications. Elders shall be men who are able and desire to serve God in this role. Each member of the Elder Council must be an active member of this church, characterized by and growing in the following qualifications described in I Tim. 3:1-7 and Titus 1:6-9:

- Above reproach (I Tim. 3:2; Titus 1:6,7),
- Husband of one wife (I Tim. 3:2; Titus 1:6),
- Sober-minded (I Tim. 3:2; Titus 1:8),
- Self-controlled (I Tim. 3:2),
- Respectable (I Tim. 3:2),
- Hospitable (I Tim. 3:2; Titus 1:8),
- Able to teach (I Tim. 3:2),
- Not a drunkard (I Tim. 3:3; Titus 1:7),
- Not violent (I Tim. 3:3; Titus 1:7),
- ... but gentle (I Tim. 3:3),
- Not quarrelsome (I Tim. 3:3; Titus 1:7),

- Not a lover of money (I Tim. 3:3; Titus 1:7),
- Manages his own household well (I Tim. 3:4; Titus 1:6),
- ... with all dignity keeping his children submissive (I Tim 3:4),
- Not a recent convert (I Tim. 3:6),
- Well thought of by outsiders (those outside the church) (I Tim. 3:7),
- Not arrogant (Titus 1:7),
- Not quick-tempered (Titus 1:7),
- Not greedy for gain (Titus 1:7),
- Lover of good (Titus 1:8),
- Upright (Titus 1:8),
- Holy (Titus 1:8),
- Disciplined (Titus 1:8), and
- Holds firm to the trustworthy Word (Titus 1:9).

3. Selection and Appointment

- a. God calls men to Elder ministry in accordance with the needs of the church body. The congregation affirms candidates' qualifications and acknowledges God's call on their lives, and they are then appointed to office (ordained) by the Elder Council.
- b. The Elder Council will assign Elder selection responsibilities to the Leadership/Personnel Ministry Team. The Leadership/Personnel Ministry Team will be responsible to carry out the selection and review process that ensures the qualifications (Article VI, Section A.2) are thoroughly examined. Evaluating an Elder candidate's fitness for office should be done prayerfully, thoughtfully, patiently, and biblically. The process should include, but not be limited to, completion of an application, outside reference checks, background checks for working with children, membership status, fulfillment of membership responsibilities, a home visit with the candidate and family, an examination process by the committee members, an examination process by the Elder Council, and a four-week examination process by the church body.
- c. An Elder candidate who will have a preaching role (I Tim. 5:17) must teach for at least two consecutive Sundays and have wide exposure to the body

during the week. The candidate's visit will be announced during Sunday worship services at least two Sundays prior to his visit.

- d. Any objection to a candidate during the examining process must be dealt with personally in accordance with the spirit of Matt. 18, Luke 17:3, Gal. 6:1 and James 5:19. If the objection remains, the Elders shall resolve the issue in light of Scripture and a thorough examination to determine whether or not the candidate's name is withdrawn. If not, his candidacy is continued.
- e. Upon Elder Council approval, recognition of a new Elder shall take place during a formal service of appointment.

4. Continuance in Service

- a. Willingness to Serve. Elders will retain office consistent with their continued desire, qualification, and ability to serve in this capacity. Elders are expected to maintain consistent attendance at regular Elder Council meetings.
- b. Leave of Absence. Elders may request a leave of absence, subject to approval by the Elder Council.
- c. Administrative Leave. Elders may be placed on administrative leave during the investigation of a charge brought by two or three witnesses (Article IV, Section D.4; I Tim. 5:19) or based on a complaint involving civil or criminal law.
- d. Accountability. All Elders shall be subject to on-going evaluation and accountability by the church body (Elders and congregation) in light of the spiritual qualifications declared in I Tim. 3:1-7 and Titus 1:6-9. Each Elder is required to have a Support Accountability Team, as defined in its ministry description, and will begin assembling one on appointment. A church member who has a question about the qualifications of an Elder with reference to the above passages should go to the Elder directly. If the

issue remains unresolved, the member should go to the Elder Council Chair or the Senior Pastor.

- e. Removal. An Elder may be removed from office by disciplinary action in accordance with I Tim. 5:19-20, Matt. 18:15-16, and Gal. 6:1, or when he demonstrates an inability or unwillingness to work in accord with the Elder Council as described in this constitution. Removal of an Elder from office shall occur upon a majority vote of the Elders present at a duly constituted meeting of the Elder Council with a quorum present.
- f. Resignation. An Elder may resign at any time by delivering written notice to the Elder Council. Elders who resign but remain spiritually qualified may be reinstated upon their request and approval of the Elder Council.

5. Duties and Functions.

- a. Servant Leadership. The primary duty of Elders is to lead and care for God's church in accordance with Acts 20:28 ("Pay careful attention to yourselves and to all the flock, in which the Holy Spirit has made you overseers, to care for the church of God, which he obtained with his own blood.") with a spirit of servanthood, shepherding in accordance with I Peter 5:1-3 ("So I exhort the Elders among you, as a fellow Elder and a witness of the sufferings of Christ, as well as a partaker in the glory that is going to be revealed: shepherd the flock of God that is among you, exercising oversight, not under compulsion, but willingly, as God would have you; not for shameful gain, but eagerly; not domineering over those in your charge, but being examples to the flock.")
- b. Governing Authority. The Elders are the sole governing board, establish policy and are, under the headship of Christ, the final authority for doctrine and practice at DCC. They oversee the general program, the administration of the ordinances (Baptism and the Lord's Supper), the ministries of the whole church (Article VI) and the calling of paid staff.
- c. Requirement for Unanimity. The Elders function as a Council and, on matters of Council deliberations and decisions, speak with one voice not as individual members. The Elders will make decisions by seeking the

mind of Christ. The process may include the study of Scripture, prayer, carefully assembled facts, and the counsel of DCC members. Except as expressly provided elsewhere in this constitution, decisions are reached by unanimous agreement among Elders. If unanimous agreement among Elders is not readily manifest, they will continue to seek the mind of Christ. Other alternatives may be explored or the decision may be tabled for a period of time.

- d. Informing the Body. The Elders will seek to maintain unity in the body consistent with the mind of Christ. To this end, the Elder Council will endeavor to faithfully communicate with the body on matters under consideration, using methods such as Council minutes, the church newsletter, Sunday morning announcements, and/or the church website (John 17:20-22; Eph. 4:3).

B. Elder Emeritus

1. Definition. The Elder Emeritus role is intended to enable retiring Elders to remain informed of current Elder business, so they are able to speak from their place of experience and wisdom to currently serving Elders who seek their input. The intent is that they support and encourage the Elder Council. This role does not grant them continuing Elder authority in decision making as part of the board. In this role they continue to be involved in shepherding care to the DCC body.

2. Qualifications

- a. The Elder Emeritus must continue to meet the qualifications for Eldership, 1 Tim 3; Titus 1 (Article VI, Section A. 2).
- b. The Elder Emeritus must be retiring from a current active position on the council.

3. Appointment

- a. A retiring Elder may apply for an Elder Emeritus role by letter to the Elder Council prior to his retirement.

- b. Appointment is made by the current Elder Council members, with the retiring Elder abstaining from such a vote of appointment.
- c. If approved by the Elder Council, the Elder Emeritus' appointment will be for 1-year terms, annually evaluated. At the end of a 1-year term, the Elder Emeritus may request of the Elder Council to be re-appointed for another year. Re-appointment requests must be approved by the Elder Council.
- d. Like Elders, Elders Emeriti are open to ongoing review and are accountable to the congregation of DCC.
- e. An Elder Emeritus may be removed by resignation, or when he fails to meet qualifications or is unable to effectively participate as an Elder Emeritus, as determined by the Elder Council.
- f. An Elder Emeritus may request to return to full Elder status by written communication to the Elder Council.

4. Duties

- a. The Elder Emeritus will continue to receive communication directed to the council (agendas, minutes, articles, input from the body, and information).
- b. The Elder Emeritus must maintain a supportive role with the Elder Council, offering input on current issues and discussions when requested.
- c. The Elder Emeritus is welcome to attend Elder Council meetings and activities with no expectation of regular attendance.
- d. Like current Elders, the Elder Emeritus may receive and communicate information from members to the board with no authority to speak or act for the board.

C. Deacons

1. Definition. In the New Testament, the word *Deacon* generally describes those who serve (minister) in the context of the church body. In addition, Deacons were individuals specifically qualified and identified by specific responsibilities (Acts 6:1-6; Phil.1:1-2). At DCC, Deacons are those who have leadership positions in reference to particular ministries or ministry teams and are qualified according to I Tim. 3:8-12.

2. Qualifications. Deacons shall be men and women who are able and desire to be servants of the local church body and who have conscientiously accepted the statement of faith and the constitution of the church. A Deacon must be an active member of this church and possess the qualifications described in I Tim. 3:8-12. A male Deacon must be:

- A man of dignity (v. 8),
- Not double-tongued (v. 8),
- Not addicted to much wine (v. 8),
- Not fond of sordid gain (v. 8),
- Holding to the mystery of the faith with a clear conscience (v. 9),
- Above reproach (v. 10),
- Husband of only one wife (v. 12), and
- Good managers of their children and their own households (v. 12).

A female Deacon must be:

- Dignified (v. 11),
- Not malicious gossips (v. 11),
- Temperate (v. 11), and
- Faithful in all things (v. 11).

3. Selection and Appointment

- a. All members who qualify (Article VI, Section C.2) are potential candidates for the office of Deacon. Deacons provide leadership under the authority of the Elder Council as delegated to the Executives. (Article VII, Section B)

- b. There is no minimum or maximum number of Deacons. Each Deacon position must have a written ministry description, as described in Article VI, Section D.3.
 - c. The Elder Council will assign Deacon selection responsibilities to the Leadership/Personnel Ministry Team. The Leadership/Personnel Ministry Team will be responsible to carry out the selection and review process that ensures the qualifications (Article VI, Section B.2) are thoroughly examined. Evaluating a Deacon candidate's fitness for office should be done prayerfully, thoughtfully, patiently, and biblically. After the selection process has been completed, a four-week examination process by the church body will commence. Upon completion of that process, Deacon candidates will be installed into office upon appointment by the Elder Council.
 - d. All Deacons shall be subject to an on-going evaluation and accountability by the church body (Elders & congregation) in light of the spiritual qualifications declared in I Tim. 3:8-12. If any church member has a question about the qualifications of a Deacon with reference to the above passages, he is to initiate the Matt.18:15-16 process to resolve the matter.
4. Continuance in Service
- a. Deacons will retain office consistent with their continued desire, qualification, and ability to serve in this capacity. Deacons who are paid as employees of DCC must also comply with the DCC Employee Handbook.
 - b. Deacons may leave office by personal resignation, or may be removed by disciplinary action in accordance with Matt. 18:16-17 and Gal. 6:1.

D. Personnel

1. Delegation of Authority in Personnel Matters. The Elder Council is responsible for personnel decisions, but may delegate the authority for such decisions to the appropriate executive.

- a. Selection and Hiring. The Elder Council is responsible for approving creation of new positions through strategic planning and budgetary oversight. Staff selection responsibilities, development of ministry descriptions, and management of personnel may be delegated to the appropriate executive.
 - b. Compensation. Compensation decisions are made by the unpaid members of the Elder Council, based on recommendations developed by the Leadership/Personnel Ministry Team.
 - c. Discipline and Termination. The Elder Council is to be notified by the appropriate executive about staff/disciplinary issues and about potential employee termination.
2. Employee Handbook. All employees of DCC must comply with the DCC Employee Handbook.
 3. Duties. Duties will be those specified in the applicable ministry description. Ministry descriptions shall include, but not be limited to, the following items:
 - Position or Title,
 - Purpose,
 - Working Relationships, Reporting Responsibilities and Relationships),
 - Responsibilities / Duties,
 - Qualifications and Credentials (personal, spiritual, professional, etc.),
 - Work Schedule Expectations (weekly schedule, services, and special events; meetings; etc.),
 - Working Conditions and Requirements, and
 - Salary, Benefits, Vacation, Sick Leave, and Agreement for Term of Service (paid staff only).

The Leadership/Personnel Ministry Team shall approve an updated ministry description prior to an individual being selected for such position.

4. Pastoral and Non-Pastoral Staff. All members of DCC are expected to engage in various roles through the Spirit's gifting. To facilitate the work of ministry, it may be necessary to designate some roles as staff positions, paid for

by the church. Pastoral positions are distinguished from non-pastoral positions by their focus on shepherding. The Elder Council will assign development of non-Pastoral staff ministry descriptions and personnel selections to the appropriate executive as needs are identified

5. Selection and Appointment of Pastoral Staff.

- a. Definition. Pastoral staff are Elders who are members of the body and are provided financial support by the church to free them for their shepherding ministry.
- b. Qualifications. Pastoral staff shall be measured according to Elder qualifications as defined in Article VI, Section A.2. Spiritual qualifications and gifting shall be consistent with the ministry involved.
- c. Appointment. The Elder Council will develop Pastoral ministry descriptions. The Elder Council will assign selection responsibilities to the Leadership/Personnel Ministry Team. The Leadership/Personnel Ministry Team will be responsible to follow a selection and review process that ensures the qualifications (Article VI, Section B.2) are thoroughly examined. Evaluating a candidate's fitness for office should be done prayerfully, thoughtfully, patiently, and Biblically. The process should include, but not be limited to, completion of an application, background checks for working with children, a home visit with the candidate and family, an examination process by the committee members, and an examination process by the Elder Council and the church body. The examination process by the church body shall include a demonstration of the candidate's abilities to fulfill the ministry description (Article VI, Section D.3). If the Elders, in consultation with body members, approve the candidate, they shall invite him to serve as Pastor. He shall be appointed and continue to serve based on his desire and ability to function effectively according to the applicable ministry description.
- d. Ordaining. The Elders, in consultation with the Church Body, may nominate for ordination to a specific ministry a person who possesses the appropriate scriptural qualifications and gifting for that ministry as determined by the Elder Council. The Elders shall establish the process for

the examination of a candidate. Upon receiving a favorable report from this examination, the Elders shall set a time and place for the ordination service. Ordaining shall be done according to the principle of I Tim. 5:22.

Article VII. Organizational Structure

A. Elder Council

1. The Elder Council (Article VI, Section A) is the governing body of Damascus Community Church, and serves as the board of directors for purposes of ORS Chapter 65. All corporate powers will be exercised by or under the authority of, and the affairs of the church will be managed under the direction of, the Elder Council.

- a. Number of Elders. The Elder Council will consist of not fewer than three (3) men nor more than nineteen (19) men. The number of Elders may be fixed or changed periodically, within the minimum and the maximum, by the Elder Council. It is desirable to have at least as many unpaid Elders as paid Elders on the Elder Council.
- b. Election and Tenure of Office. Elders will be elected at each annual meeting of the Elder Council. The term of each Elder will be four (4) years consistent with Oregon Nonprofit law, ORS chapter 65. Elders may be re-appointed for any number of successive terms of four (4) years each. Terms on the Elder Council will be staggered such that 25% (or as close as practically possible) will expire each year. An Elder may resign prior to completion of his term in office. His resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Elder Council.
- c. Officers. The Elders shall choose from among them a chairman, vice chairman, secretary, and treasurer for facilitating business in accordance with applicable civil law. These four officers shall function as such in Elder Council meetings and as legal officers of the corporation according to state

requirements. The chairman is president for corporate purposes according to state law.

- d. Financial Reporting. The Elders shall provide an annual financial report according to applicable civil laws.
- e. Meeting Minutes. The Elder Council will distribute minutes of annual, regular and special meetings electronically to members of the congregation, upon request.

2. Meetings. An annual meeting of the Elder Council will be held within the first month of each fiscal year, which starts on July 1. If the time and place of any other Elders' meeting are regularly scheduled by the Elder Council, the meeting is a regular meeting. All other meetings are special meetings.

3. Telephonic Participation. The Elder Council may permit any or all of the Elders to participate in a regular or special meeting by, or to conduct the meeting through, the use of any means of communication by which either (a) all Elders participating may simultaneously hear or read each other's communications during the meeting, or (b) all communications during the meeting are immediately transmitted to each participating Elder, and each participating Elder is able to immediately send messages to all other participating Elders. If a meeting is conducted through the use of a means described in this section, (a) all participating Elders must be informed that a meeting is taking place at which official business may be transacted, and (b) an Elder participating in the meeting by this means is deemed to be present in person at the meeting.

4. Action Without Meeting by Unanimous Written Consent. Any action required or permitted to be taken at an Elder Council meeting may be taken without a meeting if the action is taken by all members of the Elder Council. The action must be evidenced by one or more written consents describing the action taken, be approved in writing by each Elder, and be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Elder approves the consents, unless the consents specify an earlier or later effective date. As used in this section, "written" includes a communication that is transmitted or received by electronic

means. A consent under this section has the effect of a meeting vote and may be described as such in any document.

5. Call and Notice of Meetings. The annual, regular and special meetings of the Elder Council may be held without notice of the date, time, place, or purpose of the meeting. Except as specifically provided in these bylaws or applicable law, the notice need not describe the purposes of any meeting. The president or any the Elders then in office may call and give notice of a meeting of the Elder Council.

6. Waiver of Notice. An Elder may at any time waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, must be signed by the Elder entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records. An Elder's attendance at or participation in a meeting waives any required notice to the Elder of the meeting unless the Elder, at the beginning of the meeting or promptly on the Elder's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

7. Quorum and Voting. A quorum of the Elder Council for a validly constituted meeting will consist of two thirds (2/3) of the number of Elders then in office and eligible to vote for the matters to be presented at the meeting. An Elder who is on a leave of absence or administrative leave is not considered eligible to vote. If a quorum is present when a vote is taken, except when a different vote is expressly provided in this constitution, the affirmative unanimous vote of the Elders present (excluding abstentions) when the action is taken will be the act of the Elder Council.

8. Presumption of Assent. An Elder who is present at a meeting of the Elder Council when corporate action is taken is deemed to have assented to the action taken unless:

- At the beginning of the meeting or promptly on the Elder's arrival, the Elder objects to holding the meeting or transacting the business at the meeting;

- The Elder's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- The Elder delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the church immediately after adjournment of the meeting. The right of dissent or abstention is not available to an Elder who votes in favor of the action taken.

B. Executive Team

The Elder Council shall appoint through the process outlined in VI.A.3 above, an Executive Team comprised of the Senior Pastor, Executive Pastor and School Administrator. The Executive Team will be responsible directly to the Elder Council for the accomplishment of the church mission, as defined by its described Ends and Limitations, as related to the specific areas of ministry assigned to them.

- They shall report to the Elder Council on a regular basis the status on achievement of Ends in their assigned ministry areas.
- They shall update the Elder Council at regular meetings on news and information relative to their areas of ministry.
- They shall bring to the Elder Council for decision any matters that require Elder Council authority for approval.

C. Selection Committees

A selection committee is a group of church members brought together under the facilitation of the Leadership/Personnel Ministry Team to assist in the hiring process.

D. Other Ministry Teams

At any time the Elder Council or an Executive may establish a ministry team for the purpose of providing input, accomplishing specific tasks or working together

toward the achievement of desired outcomes. Such teams may be established for a specific or open time commitment according to their purpose and the needs of the particular ministry. Members and regular attenders of DCC may be included as participants on the team. A Deacon may be identified to facilitate/lead the ministry team and report back to the appointing authority. The Executive Pastor shall maintain Leadership/Personnel and Financial Stewardship Ministry Teams. These two ministry teams will be comprised of a minimum of three DCC members and have at least one Deacon to facilitate/lead each team.

Article VIII. By-Laws and Appendices

A. Conflict or Duality of Interest in Decisions

1. A conflict-of-interest transaction is a transaction with the church in which an Elder or committee member has a direct or indirect conflict of interest.
2. For purposes of this section, an Elder or member has an indirect interest in a transaction if (a) another entity in which the Elder or member has a material interest or in which the Elder or member is a general partner to the transaction or (b) another entity of which the Elder or member is a director, officer, or trustee is a party to the transaction, and the transaction is or should be considered by the Elder Council of the church.
3. All conflicts, whether direct or indirect, must be disclosed to the Council, or committee on which the individual serves. The Council or committee shall take appropriate measures, if possible, to avoid and resolve the conflict.
4. A conflict-of-interest transaction is neither voidable nor the basis for imposing liability on the Elder or member if the transaction is fair to the church when it was entered into or is approved as provided in Subsection 5 below.
5. A transaction in which an Elder or member has a conflict of interest may be approved either (a) by a vote of the Elder Council, or committee, as the case may be, if the material facts of the transaction and the Elder's or member's interest are disclosed or known to the Elder Council, or committee or (b) by obtaining

approval of (i) the Oregon Attorney General or (ii) an Oregon circuit court in an action in which the Attorney General is joined as party.

6. For purposes of Clause (a) of Subsection 5, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the unanimous vote of the Elders (the Elder with the conflict must abstain), or committee members on the Elder Council, as the case may be, who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single Elder, or committee member. If a majority of the Elders who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, an Elder or member with a direct or indirect interest in the transaction does not affect the validity of any action taken under Clause (a) of Subsection 5 if the transaction is otherwise approved as provided in Subsection 5.

B. Accurate Recording

An accurate record of all meetings of the Elders, committees, and congregational meetings shall be maintained in the church office. Unless deemed inappropriate by the Elders or staff involved or unlawful due to matters of confidentiality, these records are available for review to the congregation.

C. Quorum

The Elder Council and committees shall have a quorum present to conduct official business. A quorum is defined as 2/3 of the group's total membership.

D. Meetings of the Congregation

A meeting of the membership may be scheduled by the Elder Council as needed.

E. Fiscal Year

The fiscal year for this church shall begin July 1st and end June 30th.

F. Designated Contributions

From time to time, the church in the exercise of its religious, educational, and charitable purposes may establish various funds to accomplish specific goals. Contributors may suggest uses for their contributions, but all suggestions shall be deemed advisory rather than mandatory in nature. All contributions made to specific funds or otherwise designated shall remain subject to the exclusive control and discretion of the Elder Council. The Elder Council may assign oversight of designated contributions to the Business Administrator. No fiduciary obligation shall be created by any designated contribution made to the church other than to use the contribution for the general furtherance of any of the purposes stated in Article II.

G. Conciliation, Mediation, and Binding Arbitration

1. Conciliation. Believing that lawsuits between believers are prohibited by Scripture, by accepting membership in this church, all members agree to resolve differences or conflicts (excluding employment issues between the church and a church employee) with any other member, ministry leader, or church staff member; the Elder Council; a committee; or a ministry (hereinafter "Claims") by following the biblical pattern of addressing the conflict in private consistent with 1 Cor. 6:1–8, Matt. 5:23–24, and Matt. 18:15–20. Should such issue remain unresolved, members expressly waive any and all rights in law and equity to bring any such civil disagreement (excluding employment issues between the church and a church employee) before a court of law, except that judgment upon the award rendered by an arbitrator appointed as set forth below may be entered in any court having jurisdiction thereof. Members and the church agree to be bound by provisions for mediation and binding arbitration set forth below.

2. Mediation and Binding Arbitration. All Claims between members and/or the church, including but not limited to claims under federal, state, and local statutory or common law, the law of contract, and the law of tort, shall be settled

by biblically based mediation. If resolution of the Claim and reconciliation do not result from mediation, the Claim shall then be submitted to an independent and objective arbitrator for binding arbitration. The arbitration process shall be conducted in accordance with “Rules of Procedure for Christian Conciliation” (“Rules”) contained in the Peacemaker Ministries booklet *Guidelines for Christian Conciliation*. Consistent with these “Rules,” each party to the arbitration shall agree to the selection of the arbitrator. If an impasse in the selection of the arbitrator occurs, the Institute for Christian Conciliation (hereafter ICC), a division of Peacemaker Ministries of Billings, Montana (406-256-1583), shall provide the name of a qualified person who will serve in that capacity. Consistent with the “Rules,” the arbitrator shall issue a written opinion within a reasonable time.

3. Fees and Expenses. All fees and expenses which may be required by the mediator, case administrator, and/or arbitrator related to such proceeding shall be initially divided on a per party basis between the parties to the arbitration, and each party shall pay his or her proportional share. The issue of final responsibility for such costs will be an agreed issue for consideration or determination in the mediation or arbitration.

4. Exchange of Information. The parties shall endeavor to exchange information with each other and present the same at any mediation, or if to arbitration pursuant to the ICC Rules of Procedure, with the intent to minimize costs and delays to the parties. They will seek to cooperate with each other and may request the mediator, case administrator, and/or arbitrator to direct and guide the preparation process so as to reasonably limit the amount of fact-finding, investigation, and discovery by the parties to that which is reasonably necessary for the parties to understand each other’s issues and positions and to prepare the matter for submission to the mediator and/or arbitrator to inform the mediator and/or arbitrator. In addition, in the event of arbitration, the parties shall use a single arbitrator who is experienced in the relevant area of law and familiar with biblical principles of resolving conflict.

5. Legal Representation. Any party may employ legal counsel at their own expense to assist them in any phase of the process.

6. Limitations on Arbitration Decisions. Should any dispute involve matters of church discipline or the removal from office of the Pastor or any church officer,

the arbitrators shall be limited to determining whether the procedures for church discipline set forth in this constitution were followed.

H. Indemnification

1. Definitions.

- "Expenses" include attorney fees.
- "Indemnatee" is a current or former Elder, Pastor, Deacon, officer, employee, or agent of the church entitled to indemnity under this section.
- "Liability" means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses actually incurred with respect to a proceeding.
- "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.
- "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

2. Authority to Indemnify. Except as provided in Subsection (4) of this section, the church may indemnify ***an individual*** made a party to a proceeding because the individual is or was a Pastor, Elder, Deacon, officer, employee, or agent of the church against liability incurred in the proceeding if the following conditions are met:

- The conduct of the individual was in good faith;
- The individual reasonably believed that the individual's conduct was in the best interests of the church or at least not opposed to its best interests; and
- In the case of any criminal proceeding, the individual had no reasonable cause to believe the conduct of the individual was unlawful.

3. Effect of Termination of Proceeding. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its

equivalent is not, of itself, determinative that the indemnitee did not meet the standard of conduct described in this section.

4. The church may not indemnify an individual under this section:

- In connection with a proceeding by or in the right of the Church in which the indemnitee was adjudged liable to the Church; or
- In connection with any other proceeding charging improper personal benefit to the indemnitee in which the indemnitee was adjudged liable on the basis that personal benefit was improperly received by the indemnitee.

5. Indemnification permitted under this section in connection with a proceeding by or in the right of the Church is limited to reasonable expenses incurred in connection with the proceeding.

6. The church shall indemnify an indemnitee who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the indemnitee was a party because of being an indemnitee of the church against reasonable expenses actually incurred by the indemnitee in connection with the proceeding.

7. Advance for Expenses. The church may pay for or reimburse the reasonable expenses incurred by an indemnitee who is a party to a proceeding in advance of final disposition of the proceeding if: (i) the indemnitee furnishes the church a written affirmation of the Elders' good faith belief that the indemnitee has met the standard of conduct described in Section 2 above; and (ii) the indemnitee furnishes the church a written undertaking, executed personally to repay the advance if it is ultimately determined that the indemnitee did not meet the standard of conduct. The undertaking required by Subsection (ii) of this section must be an unlimited general obligation of the Elders but need not be secured and may be accepted without reference to financial ability to make repayment.

8. Limitations of Indemnification. The church may not indemnify an indemnitee under this section unless authorized in the specific case after a determination has been made that indemnification of the indemnitee is

permissible in the circumstances because he or she has met the applicable standard of conduct set forth in Section 2 above. A determination that indemnification of an Elder is permissible shall be made under the following conditions:

- By the Elder Council by majority vote of a quorum consisting of Elders not at the time parties to the proceeding;
- If a quorum cannot be obtained under Paragraph (a) of this subsection, by a majority vote of a committee duly designated by the Elders, consisting solely of two or more Elders not at the time parties to the proceeding;
- By special legal counsel selected by the Elders or its committee in the manner prescribed in Paragraph (a) or (b) of this subsection, or if a quorum of the Council cannot be obtained under Paragraph (a) of this subsection and a committee cannot be designated under Paragraph (b) of this subsection, the special legal counsel shall be selected by majority vote of the full Elder Council, including Elders who are parties to the proceeding.

9. Insurance. The church may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was an Elder, Pastor, Deacon, officer, employee, or agent of the church. The church may purchase and maintain the insurance even if the church has no power to indemnify the individual against the same liability under this section.

10. Any indemnification under this section shall continue as to a person who has ceased to be an Elder, Pastor, Deacon, officer, employee, or agent of the church shall inure to the benefit of the heirs, executors, and administrators of such a person.

11. The church may pay or reimburse expenses incurred by an Elder, Pastor, Deacon, officer, employee, or agent of the church in connection with such person's appearance as a witness in a proceeding at a time when such person has not been made a named defendant or respondent to a proceeding.

Article IX. Adoption

This constitution was officially adopted by decision of the Elder Council on April 4, 2023. This constitution supersedes any other constitution and/or by-laws of Damascus Community Church.

Elder Council Members:

Chairman – Chris Strong

Vice Chairman – Greg Foley

Secretary – Bruce Davis

Treasurer – Brett Smith

Zach Davidson, Asa Hart, Andrew McClellan

Damascus Community Church Organizational Chart

