

New Hampshire Community Church

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New Hampshire
Community Church

CONSTITUTION OF NEW HAMPSHIRE COMMUNITY CHURCH

This Constitution governs the affairs of New Hampshire Community Church, an Ohio nonprofit corporation (the "Church"). The Church is organized under the Ohio Nonprofit Corporation Act (the "Act").

PREAMBLE

In order to effectively accomplish the purposes of New Hampshire Community Church as set forth in the Articles of Incorporation, we, the founders of New Hampshire Community Church, do hereby adopt this Constitution.

ARTICLE 1

Name and Principal Office

The name of this religious nonprofit organization is New Hampshire Community Church. The principal office of New Hampshire Community Church will be located at the address set forth in the Constitution. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Ohio. The registered office may, but need not, be identical with the Church's principal office in Ohio. The Corporation may have other offices, either within or without the State of Incorporation, as the Board of Directors (as hereinafter defined) may determine.

ARTICLE 2

Autonomy

The Church will have full power and authority to associate itself with and participate in organizations in keeping with the purpose and character of the Church as set forth in the Constitution of the Church. The Church is autonomous and maintains the right to govern its own affairs.

ARTICLE 3

Foundations of New Hampshire Community Church

Statement of Faith

We believe that the Bible is the inspired Word of God and is the primary authority for our faith and practice. We believe that Christians should strive to study and know the Old Testament and the New Testament.

We describe God in three persons: Father, Son, and Holy Spirit. These are commonly used to refer to the threefold nature of God. We believe in one God, who created the world and all that is in it. We believe that God is sovereign; that is, God is the ruler of the universe. We believe that God is loving and that we can experience God's love and grace.

We believe that Jesus is fully divine. He is the Son of God. We believe that Jesus was of virgin birth and fully human. He lived as a man and died when he was crucified. We believe that God raised Jesus from the dead and that the risen Christ lives today. We believe that Jesus is our Lord and Savior. In Christ we receive restoration, abundant life, and forgiveness of sins.

We believe that the Holy Spirit is God with us. We believe that the Holy Spirit comforts us when we are in need and convicts us when we stray from God. We believe that the Holy Spirit awakens us to God's will and empowers us to live obediently.

We believe that God created human beings in God's image. We believe that humans can choose to accept or reject a relationship with God. We believe that humans need to be in relationship with God through Jesus Christ to have true life now and eternally. We believe salvation is only by grace through faith in Jesus Christ (not by works or by being good).

We believe that the Kingdom or reign of God is both a present reality and future hope. We believe that wherever God's will is done, the Kingdom or reign of God is present. We believe the complete restoration of all of creation is still to come and will take place at Jesus' return.

We believe that the Church is God's primary instrument through which He is fulfilling His redemptive purposes on earth. To equip saints for the work of ministry, God has given the Church apostles, prophets, evangelists, pastors and teachers. We also affirm the priesthood of all believers with of every Christian being joined with and actively involved in a local community of believers. We believe that women, no less than men, are called and gifted to proclaim the Gospel and do all the works of the Kingdom.

We believe that we are called by God to be in partnership (Gk. "koinonia") with Jesus Christ and with each other as we work to fulfill God's purposes. With many other Christian churches, we recognize the two sacraments in which Christ himself participated: Baptism and the Lord's Supper.

Mission, Purpose and Core Values of NHCC

Mission Statement: NHCC desires to glorify God by living as a genuine supportive community, while trusting Him to heal families and bless the world through Jesus Christ.

Purpose as a Ministry: To be a people who communicate God's Word, celebrate God's presence, educate God's people and demonstrate God's Love.

Core Values

Biblically Faithful: We make Scripture the final authority rather than religious tradition. We're free to be innovative and flexible as long as we don't violate Scripture!

Christ-Centered: We believe that God's desire for us is to understand and appropriate the grace of God for salvation to find our identity in Christ. We want Jesus Christ to be the focus of our lives. God created us to know Him intimately, through an intimate relationship with Jesus, rather than a set of rules. We believe ultimate fulfillment for an individual comes from a growing knowledge of how God loves and sustains us, rather than personally attempting to accomplish a "self-improvement program"

Relationally Centered: We believe in an intimate personal relationship with Christ and stress healthy relationships among Christians. We believe that God has called us into partnership with Him and with each other. Then we can begin to experience God as we live in authentic humble community with one another.

Grace Oriented: We emphasize God's acceptance and full forgiveness through Jesus Christ. We attempt to motivate people through love and thankfulness rather than guilt, shame and duty.

Culturally Relevant: We're free in Christ to adapt our ministry to current needs and trends of contemporary culture without compromising Biblical absolutes.

Open-Door Friendly: We know that there are many who do not yet know Jesus as their Life, will be attracted to our ministry; therefore, we desire to foster a non-threatening, open and friendly environment in which people are free to explore the teaching of the Cross and their identity in Christ at their own pace.

Growth Responsive: We appreciate the advantages of a small, intimate ministry. We also believe we should continue to remove barriers that can keep our ministry from growing, things such as land, facilities, parking, organization and emphasis. We do not set a particular limit on the size of NHCC, but trust God to show the leadership what our facilities should be and how best to utilize them.

Cross-Culturally Effective: We trust God for opportunities to have an effective worldwide impact as we reach beyond our own culture with the gospel of God's Grace.

Spirit Led: We believe that the Holy Spirit is God with us and is our comforter who is the one who empowers us to live a life surrendered to God. He is alive and active in our day-to-day lives. We actively pursue His involvement and presence in our lives and ministry.

Philosophy of Ministry

We Believe...

About Ministry

- Salvation in Jesus Christ automatically includes our unique expression of Christ as Life. Every believer is created, saved, gifted, authorized and privileged to minister.
- MINISTRY is the overflow of Christ as our Life. And should begin from a position of rest. (Colossians 3:4) Ministry is done in partnership with God and one another. 1Corinthians 1:9
- How God made me determines what He intends for me to do. God has uniquely designed each individual for a specific ministry. All ministry initiatives need clearly identified leaders.
- God has given all His children gifts that can be developed and used in ministry. Everyone is a "10" in some area. Everyone has something to offer. Trusting Christ to develop and use your gifts is an act of good STEWARDSHIP and of WORSHIP.
- The evidence of the right match between my "Divine Design" and my ministry is FRUITFULNESS and FULLFILLMENT.

About the Body of Christ

- The Holy Spirit has provided NHCC with all the spiritually gifted people needed to do everything He wants done. Our privilege as Leaders (directors) is to discover, enlist, train and support these people in ministry.
- NHCC is to operate on the basis of spiritual gifts, rather than elected offices. We do not ELECT people to ministries. "A man's gift makes room for him..." Proverbs 18:16 (NASB)
- NHCC is first a BODY, not a business; an ORGANISM, not an organization. Therefore we streamline the structure in order to maximize ministry and minimize maintenance. We do not bury ministries under procedures.
- The greater good of the whole ministry always takes priority over the needs of any single ministry. There is no place for "TURFISM" in God's family.

About The Role Of Leaders

- The equipping of the people for ministry is the number one priority of the Pastors. The people are the ministers under the leadership of their Pastor. Ephesians 4:11-12
- The objective of the Ministry Development Center is to MOBILIZE an army of ministers who are maximizing their unique gifts, Heart, Abilities, Personality and Experiences in a meaningful place of service through our ministry.
- Each person will be given personal assistance in discovering a meaningful place of ministry. We value the individual more than the ministry, and relationships over tasks.
- Each Pastor is committed to provide training, encouragement, guidance, feedback and resources to the staff/people under his or her care. Servant Leadership is influence not just a title and a position.

About Accountability

- We become what we are committed to. Therefore we encourage growth in commitment to Christ and NHCC.
- Everything rises and falls on Servant Leadership. No ministry can exceed the commitment of those leading it.
- There will be periodic reviews of all ministries. We believe it's best to inspect what you expect. Best intentions are usually not enough. We want to encourage you to succeed in your ministry by helping you along the way.

About Training

- Every leader is a learner. The moment you stop learning, you stop leading. Ephesians 4:11-12
- We emphasize on the job training more than pre-service training. We learn best by doing. We delegate responsibility with authority to develop people. We celebrate and evaluate each person and their ministries, for their encouragement and growth.

On Diversity Of Ministry

- We have unity without uniformity. We believe diversity in ministries simply illustrates the unique giftedness of individuals.
- Any person who has completed our Orientation class Discovering Your Divine Design Workshop may start a new ministry with the assistance of the Ministry Development Center.
- Every ministry must fulfill one or more of the basic purposes of NHCC or we don't do it.
- Ministries have LIFE CYCLES. If a ministry isn't meeting a need anymore, we will give it a decent burial. There are no sacred cows! Sacred cows make great hamburgers!
- Only official ministries of NHCC, under pastoral supervision, are given publicity and resources.
- Your primary ministry privilege should be in the area where you are GIFTED. Your secondary ministry includes serving in any other area of the ministry where you are NEEDED.
- You are not ready for ministry, until you are willing to serve anywhere.

About Performance

- We expect faithfulness in ministry, not PERFECTION. Faithfulness is doing your best. God deserves our best.
- We encourage creativity and innovation in ministry, which assumes mistakes, will be made. "No mistakes" means you're not growing or trying anything new or bigger than yourself and abilities. We have no "failures" in ministry at NHCC, only "experiments that didn't work."
- A failed project does not mean a failed person. There are no "wrong" people...only "right" people in the wrong ministry!

ARTICLE 4

Purpose and Limitations

4.01 Purposes. The Corporation is organized and will be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. More particularly, the purposes of this Corporation are:

A. To spread the Gospel of Jesus Christ and the worship of God among its attendants and practice the Christian virtues inculcated in the Holy Scriptures by any and all means possible.

B. To ordain, license, and to employ and discharge ordained and licensed ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere, and to collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Ohio and elsewhere.

C. To handle affairs pertaining to property and other temporal matters as required by the civil authorities.

D. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

E. To educate the body of Christ through any and all educational means deemed appropriate.

F. This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for,

and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

4.02 Limitations. In order to carry out the above-stated purposes, the Corporation will have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

A. No part of the net earnings of the Corporation will inure to the benefit of or be distributable to its incorporators, officers or other private persons, except that the Corporation will be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation or reimbursement of expenditures) in furtherance of its purposes as set forth in these Articles. No substantial part of the activities of the Corporation will be the carrying on of Propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Constitution will not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

B. Notwithstanding any other provisions of these Articles, in the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it will be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further will be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess building holdings" as defined by

Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

C. The Corporation will not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

D. Upon the liquidation, dissolution or winding up of the Corporation, the Board of Directors of the Corporation will, after paying or making provision for payment of all the liabilities of the Corporation, distribute all Corporation funds to any organization designated by the Board of Directors of the Corporation which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).

ARTICLE 5

Members

The Church shall welcome individuals who actively participate in the life of the Church. Those individuals, who regularly attend the Church, support the Church with regular tithes and offerings, participate in small groups, volunteer for the Church, and complete the Divine Design Workshop and Membership Class shall be considered "members" of the Church.

ARTICLE 6

Management of the Church

New Hampshire Community Church seeks to be led by the Holy Spirit in all its decisions. The Lead Pastor, the members (as defined in Article 5), the Board of Elders, the Board of Directors, and the Ministry Leadership Team all have a role in the Church's leadership. The Lead Pastor's office is responsible for discerning and communicating the vision, and overseeing the day-to-day ministry of the Church as described in Article 7.

The Board of Elders and The Board of Directors

The Board of Elders influences the spiritual tone, strength, and direction of the Church by participating in worship, volunteering for the church, participating in small groups and supporting the church through prayers, tithes, and offerings. The Board of Elders is to protect the Church through counsel, prayer, and if required, the discipline of the Lead Pastor, as described in Article 7. The Board of Elders is vested with the power to manage spiritual aspects of the Church.

The Board of Directors is vested with the power to lead the administrative aspects of the Church, and influences the administrative direction of the Church by serving through meetings, dedicating time and effort, participating in worship, volunteering for the church, participating in small groups and supporting the church through prayers, tithes, and offerings.

Article 9 further defines and describes The Board of Directors and Article 10 further defines and describes The Board of Elders.

The Ministry Leadership Team

The Ministry Leadership Team is to assist the Lead Pastor in the supervision of the day-to-day operations of the Church as described in Article 12 Section 12.04.

ARTICLE 7

Lead Pastor of the Church/President of the Corporation

7.01 Lead Pastor/President: Pastors are called and directed by the Bible to lead the Church in vision and direction (Acts 11:30, 14:23, Philippians 1:1, 1 Timothy 5:17). The Pastors are also the administrators of the Church, equipping and overseeing the ministries of the Church (Exodus 18:17-18, John 21:16-17, Acts 20:17, 28, Ephesians 4:11, 12, Titus 1:5-7, 1 Peter 5:1, 2). In response to the biblical patterns of leadership, members are taught in Scripture to lovingly support their leaders and to submit to their leadership (Hebrews 13:17, 1 Corinthians 16:16, 1 Thessalonians 5:12, 13). The shepherding of this Church is led by the Lead Pastor, assisted by other pastors, staff members, the Board of Directors, Board of Elders, and Officers. The Lead Pastor will also serve as the president and chief executive officer of the Corporation.

7.02 The responsibilities and duties of the Lead Pastor/President are as follows:

- A. Discern God-given Biblical vision and direction for New Hampshire Community Church and its members.

- B. Define and communicate the Church's purpose, vision and values.

- C. Oversee and coordinate the day-to-day ministry of the congregation and the administration of the Church.

- D. Nominate individuals for election to the Board of Directors indicated in Article 9.

- E. Appoint individuals to the Ministry Leadership Team described in Article 12.

- F. The calling, supervision, and dismissal of pastoral staff and other employees of the Church, working in consultation with the Board of Elders.
- G. Serve as Chairman and a full voting member of the Board of Directors as laid out in Article 9. The Lead Pastor's service on the Board of Directors is entirely voluntary and non-compensatory.
- H. Serve as Chairman of the Board of Elders as a non-voting member.

7.03 The President's role in expenditures: Budgeted amounts are not to be considered actual moneys available. The President can only spend actual funds that are available, and those moneys are to be spent according to the budget. The President may not borrow money, sign leases, buy or sell real estate, or make any agreements that could force indebtedness upon the Church. Should the Church borrow money, the Board of Directors shall give the president authority to spend those moneys on the project for which the funds were borrowed. All undesignated moneys available to the Corporation above budgeted amounts are deemed discretionary and are available to be spent by the President, but only funds currently on hand and with Director's approval.

7.04 Disciplining the Lead Pastor

A. **Criteria for Discipline:** Should the Lead Pastor demonstrate immoral conduct, illegal financial practices, or improper theological views, which the majority of the Board of Elders, other than the pastor, believe may require either personal correction or termination of his position, the Board of Elders will contact the Lead Pastor and then, if the problem remains, investigate and evaluate any appropriate Biblical discipline, subject to the terms and conditions of an employment contract, if any.

B. **Process for Investigation:** Should the Elders be asked to investigate alleged pastoral misconduct, a 2/3 majority of the Elders is required to take disciplinary action. With such a majority, the Elders will assume complete authority over the Lead Pastor. They may decide to remove him from his position or to discipline him in a way they deem necessary and appropriate.

C. **Motivation:** It is the intention of the Church to protect the hearts of all involved in matters of pastoral discipline. We believe in restoring and healing in a spirit of gentleness (Galatians 6:1).

ARTICLE 8

Succession

8.01 General Authority to Select a New Lead Pastor: Should the Church need a new Lead Pastor, two methods are provided for the selection of a new Lead Pastor. One method involves the participation of the departing Pastor. One method does not.

8.02 Selection Process with the Participation of the Departing Pastor: If the Lead Pastor is in good standing with the Church and is removing himself, because of retirement or relocation, the following is the selection process:

The Lead Pastor may appoint a Pastoral Search Team to report to the Lead Pastor regarding suitable candidates. The Lead Pastor may choose up to three pastoral candidates. The first candidate may speak in three or more primary Church services. Then the Lead Pastor is to formally recommend this candidate to the Board of Elders and the Board of Directors. The meeting is to be announced in the primary services of the Church and held at least eight days, but not more than fourteen days later. The Board of Elders and Board of Directors shall conduct a vote and with a majority vote from both Boards, the candidate will be accepted. If that candidate fails, the second candidate chosen by the Lead Pastor is afforded the same opportunity as the first. If the second candidate fails, the third candidate chosen by the Lead Pastor is afforded the same opportunity as the first and second. If the third ballot fails, the process outlined in 8.03 will be followed.

8.03 Selection Process without Departing Pastor's Participation

A. **Departing Pastor Unavailable:** If the Lead Pastor is removed by the Board of Elders (described in Article 7 Section 7.04), is deceased, or cannot or will not participate in the selection process of the new Lead Pastor for any reason, the following will be the process for selecting a new Lead Pastor.

B. Formation of Pastoral Search Team: The Board of Elders shall appoint a Pastoral Search Team.

C. Ongoing Worship Services: The duty of the Pastoral Search Team is to provide an interim Pastor or guest speakers to conduct church services. However, neither an interim Pastor nor a replacement speaker will have the corporate powers of the president.

D. Pastoral Selection: The search team is to recommend a new Lead Pastor as soon as an acceptable candidate is available to the Board of Elders. Once the team recommends a Lead Pastoral candidate, that person may speak to the Church in every weekend service for three consecutive weeks. He/she must be approved by majority of both the Board of Elders and the Board of Directors after speaking to the Church as prescribed herein above. When a majority in favor of the candidate does not occur in either the Board of Elders or the Board of Directors, the Pastoral Search Team will seek another candidate. Upon election by majority vote of the Board of Elders and the Board of Directors, the candidate will be presented to the Church as the new Lead Pastor.

E. Staff Administration During Transition: During the search process, members of the Church staff are to continue in their positions. The Elders are to appoint an interim Pastor. Should staff problems arise, the interim Pastor working with the Board of Elders, will make decisions in the best interest of the Church. They have authority to alter the roles of staff members, including dismissal if it is deemed necessary in their judgment.

When the new Lead Pastor is in place, he/she, working alongside the Elders, has full authority to select his own staff, replacing existing staff members, if he/she should choose, according to severance agreements.

ARTICLE 9

The Board of Directors

9.01 **New Hampshire Community Church Requirements for Directors:** Board of Directors must be active members of New Hampshire Community Church. The Board of Directors of NHCC will commit themselves to provide directional, organizational and financial leadership as outline in the Board of Directors Handbook.

9.02 **Number and Term of Members:** The members of the Board of Directors will consist of the Lead Pastor and not be less than five (5), nor more than eleven (11) members. Board members will serve for one year, at which point they could be elected to serve another year.

The Lead Pastor will serve as the Chairman of the Board of Directors and will be present and preside at all Board of Directors meetings. The Lead Pastor will be a full voting member of the Board of Directors.

9.03 **Powers:** The Board of Directors will be considered the governing body of the Church for financial and administrative matters. The Board of Directors will have all of the rights, powers, and responsibilities of the body pursuant to the Act, subject to any limitations under the Act, the Articles of Incorporation of the Church and this Constitution. All corporate powers will be exercised by or under the authority of the Board of Directors. The Board of Directors will have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Directors will be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources. The Board of Directors will have the power to buy, sell, mortgage, pledge or encumber any Church property and incur related indebtedness. The Board of Directors will also be responsible for approving the fiscal year budget as proposed by the Finance Team. The Pastor will be accountable to the Board of Elders in the event of alleged misconduct in compliance with Article 7.

9.04 Changes to the Board of Directors/Nomination and Election: At least annually, the Board of Directors will meet to spiritually discern the membership and calling of each member to determine continued service on the Board of Directors. Should a vacancy occur as a result of this discernment process, the Lead Pastor will nominate persons whom he deems qualified to serve on the Board of Directors. In addition, the Lead Pastor may appoint a Board of Directors Nomination Advisory Team to report to the Lead Pastor regarding suitable nominees. The persons nominated by the Lead Pastor will be presented to the Board of Directors for election by majority.

9.05 Vacancies: The Lead Pastor will nominate persons whom he deems qualified to serve on the Board of Directors to fill any vacancy occurring on the Board of Directors, and any position to be filled due to an increase in the number of Directors serving. A vacancy is filled by the affirmative vote of the majority of the Board of Directors, even if it is less than a quorum of the Board of Directors.

9.06 Meetings: Regular or Special meetings of the Board of Directors may be held either within or outside the State of Ohio, but will be held at the Church's registered office in Ohio if the notice thereof does not specify the location of the meeting. A regular or special meeting 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 will be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone, video conference, or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All Directors will be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence.

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

B. Special Meetings: A special meeting of the Board of Directors may be called by the Lead Pastor or any three (3) Directors.

C. Notice of Special Meetings:

1) Manner of Giving. Notice of the time and place of special meetings will be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) 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, (d) by electronic mail, to the Board of Directors Member's office or home.

2) Time Requirements. Notice sent by first class mail will 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, or other electronic means will be delivered, telephoned, or emailed to the Director or given at least twenty-four (24) hours before the time set for the meeting.

3) Notice Contents. The notice will 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. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

4) Waiver. Attendance of a Director at a meeting will constitute waiver of notice of such meeting, except where the Director attends a meeting for the express purpose of objecting that the meeting is not properly called.

9.07 Action Without Meeting: Any action required or permitted to be taken by the Board of 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 or consents will be filed with the minutes of the proceeding of the Board of Directors.

9.08 Quorum: A majority of the number of Directors then in office will constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

9.09 Proxies: Voting by proxy is prohibited.

9.10 Duties of the Board of Directors: Members will discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. The Board of Directors may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church's professional advisors or experts such as accountants or legal counsel.

A Director is not acting in good faith if the Director has knowledge concerning a matter in question that they attempt to handle personally or without informing the Board.

Directors are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

9.11 Delegation of Duties: The Board of Directors is entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. Directors have no liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

9.12 Interested Members: Contracts or transactions between the Church and an Director, officers, or members of the Church who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Director, officer, or Church member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested parties' votes are counted for the purpose. However, the material facts must be disclosed to or known by the Board of Directors or other group authorizing the transaction, and approval from disinterested parties must be obtained.

9.13 Actions of the Board of Directors: The Board of Directors will try to act by consensus. However, the vote of a majority of the Directors present and voting at a meeting at which a quorum is present will be sufficient to constitute the act of the Board of Directors, unless the act of a greater number is required by law or the Constitutional bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

9.14 No Compensation: Directors, including the Lead Pastor, will not receive salaries or compensation for their services to the Board of Directors. The Board of Directors may adopt a resolution providing for payment to Directors for expenses of attendance, if any, at a meeting of the Board of Directors. A Director may serve the Church in any other capacity and receive reasonable compensation for those services.

9.15 Removal and Resignation of Directors: The Board of Directors may vote to remove a Director, other than the Lead Pastor, at any time, with or without cause. A meeting to consider the removal of a Director may be called and noticed following the procedures provided in this Constitution. A Director may be removed by the affirmative vote of fifty percent (50%) of the Board of Directors. The Lead Pastor and the Board of Directors may replace Directors at the rate of two per year, and enter that change into the minutes of the Board of Directors' meeting. If disciplinary action of the Lead Pastor is being considered, changes in the board of Directors may not be made until its work in that capacity is completed.

9.16 Deadlock: In the case where the Board of Directors will, by reason of deadlock (whether because a temporary even number of Directors are seated on the Board, or because certain Directors are absent even though a quorum is present, or because of abstention, or for any other reason) be unable to reach a conclusive vote on any issue before the Board, then, in such instance, the Lead Pastor-President will cast a ballot which will be known as a "majority ballot," so that an official act or decision may be taken by the Board. The majority ballot will be cast in addition to the regular Director's vote cast by the Lead Pastor-President.

ARTICLE 10

The Board of Elders

10.01 New Hampshire Community Church Requirements for Elders: Board of Elders must be active members of New Hampshire Community Church. The Board of Elders of NHCC will commit themselves to provide spiritual leadership for the Church. Requirements and selection process for Elders will be as outline in the Board of Elders Handbook.

10.02 Number and Term of Members: The members of the Board of Elders will consist of the Lead Pastor and not be less than three (3), nor more than five (5) members. Elders will serve for one year, at which point they could be elected to serve another year.

The Lead Pastor will serve as the Chairman of the Board of Elders and will be present and preside at all Board of Elders meetings. The Lead Pastor will be a non-voting member of the Board of Elders.

10.03 Powers: The Board of Elders will help lead the church and have final authority on faith and practice regarding spiritual matters, make sure all the teaching and preaching delivered is correct and without error, guard the vision and values, help determine who the Lead Pastor will be, help bring loving correction to staff members, exercise loving restoring church discipline in and around the body, and have the overall spiritual responsibility of leading the church.

10.04 Changes to the Board of Elders/Nomination and Election: Elders will be selected according to guidelines in the Board of Elders Handbook.

ARTICLE 11

Officers

11.01 Officers: The officers of the Corporation will be the Lead Pastor-President and a secretary/treasurer along with any other officers that the Lead Pastor-President may appoint from time to time.

11.02 President: The appointment responsibilities of the President of the Corporation are listed in Articles 7 and 9. The Board of Elders and the Board of Directors of the Church may discipline or remove the President according to Article 7. The powers of the President are listed in Article 7.

11.03 Secretary and Treasurer: The secretary and treasurer are to be nominated by the Lead Pastor-President and approved by the Board of Directors by a majority vote. Should the Board of Directors fail to approve the nomination of the President, other nominations must be made until a candidate suitable to the Board of Directors is nominated. The secretary and treasurer shall hold office until their successors have been duly elected and qualified. The same person may hold the offices of both the secretary and treasurer at the same time. The President may remove the secretary or treasurer at any time with approval of the Board of Directors. The powers of the secretary and treasurer are as follows:

The Treasurer of the Church shall: (a) have charge and custody of and be responsible for all funds and securities of the Church; (b) receive and give receipts for moneys due and payable to the Church from any source; (c) deposit all moneys in the name of the Church in banks, trust companies, or other depositories as provided in the Constitution or as directed by the Board of Directors; (d) write checks and disburse funds to discharge obligations of the Church; (e) maintain the financial books and records of the Church; (f) prepare financial reports at least annually; (g) perform other duties as assigned by the Lead Pastor or by the Board of Directors; (h) if required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors; (i) perform all of the duties incident to the office of treasurer.

The Secretary of the Church shall: (a) give all notices as provided in the Constitution or as required by law; (b) take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and of the seal of the Church; (d) affix the seal of the Church to all documents as authorized; (e) keep a register of the mailing address of each member of the Board of Directors, officer, and employee of the Church; (f) perform duties as assigned by the Lead Pastor or by the Board of Directors; (g) perform all duties incident to the office of secretary.

11.04 Vacancies and New Offices: New offices may be created and filled by the Lead Pastor in accordance with the provisions set forth herein above. Each officer will hold office until his successor has been duly elected and qualified. Any officer elected or appointed by the Board of Directors may be removed by the Board when the best interests of the Corporation would be served.

ARTICLE 12

Committees and Teams

12.01 Establishment. The Board of Directors may adopt a resolution establishing one or more Committees and/or Ministry Teams.

12.02 Finance (Compensation) Committee. Annually, the Board of Directors shall adopt a resolution establishing a Finance Committee. The Lead Pastor shall not be the chairman or a voting member of the Committee. At least two of the persons serving on the Committee shall be members of the Board of Directors. The Committee shall be elected by a vote of the Board of Directors. The Finance Committee shall determine and approve the Lead Pastor's compensation and all executive employees' compensation. In so doing, the Finance Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information. The Lead Pastor shall not participate in the Finance Committee's discussion and formulation of, or vote regarding, his salary and benefits, or any family member's salary or benefits. The Finance Committee will operate in accordance with the Financial Procedures document.

12.03 Delegation of Authority. Each Committee/Team shall consist of two or more persons, at least one of whom shall be a member of the Board of Directors whom may or may not be the committee/team leader of that committee/team. If, in addition to the Finance Committee, the Board of Directors establishes or delegates any of its authority to a Committee/Team, it shall not relieve the Board of Directors, or director, of any responsibility imposed by this Constitution or otherwise imposed by law. The Board of Directors shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Committees and/or Teams.

12.04 Ministry Leadership Team. As the Lead Pastor deems appropriate, he may create a standing committee for purposes of assisting him with and counseling him regarding the day-to-day operations of the Church. Such individuals may be staff members of the Church and shall serve at the pleasure and sole discretion of the Lead Pastor.

ARTICLE 13

Transactions of the Church

13.01 Contracts and Legal Instruments. The Board of Directors may authorize an individual officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

13.02 Deposits. All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Board of Directors selects.

13.03 Gifts. The Board of Directors may accept, on behalf of the Church, any contribution, gift, bequest, or devise for general purposes or for any special purpose of the Church, including but not limited to, gifts of money, annuity arrangements, securities and other tangible and intangible personal property and real property and interest therein.

13.04 Potential Conflicts of Interest. The Church shall not make any loan to a director or officer of the Church. A director, officer, or committee member of the Church may lend money to and otherwise transact business with the Church except as otherwise provided by these Bylaws, Constitution, and all applicable laws. Such a person transacting business with the Church has the same rights and obligations relating to those matters as other persons transacting business with the Church. The Church shall not borrow money from or otherwise transact business with a director, officer, or committee member of the Church unless the transaction is described fully in a legally binding instrument, and is in the best interest of the Church. The Church shall not borrow money from or otherwise transact business with a director, officer, or committee member of the Church without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

13.05 Ownership and Distribution of Property.

A. The Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in this Constitution.

B. "Dissolution" means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and discharged or adequate provision shall be made therefor; (2) assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the responding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the corporation; this distribution shall be done pursuant to a plan adopted by the Board of Directors; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's Statement of Faith and basic form of government.

ARTICLE 14

Books and Records

14.01 Records. The Church will keep correct and complete books and records of account. The Church will also maintain at its principal office all appropriate records in accordance with state law including, but not limited to: a permanent record for minutes of all meetings of the Board of Directors, a record of all actions taken by the Board of Directors, Constitution, bylaws, resolutions, appropriate accounting records and a list of the names and business or home addresses of its current Board of Directors, officers, and members.

14.02 Fiscal Year: The fiscal year of the Church will begin on January 1st and end on December 31st.

14.03 Audited Financial Statements. The Church may have each annual financial statement of the Church audited by a certified public accounting firm selected by the Board of Directors.

ARTICLE 15
Church Ministry

15.01 Minister Ordination and Licensing

A. Role of the Board of Elders: The Board of Elders and a group of their choosing may ordain and/or license a person as a minister of the Gospel after first examining the applicant's background, moral and religious character, and previous Bible courses and/or independent studies completed. Final determination will be within absolute discretion of this group.

B. Application for Licensing/Ordination: Application for ordination and/or licensing as a minister of the Gospel will be supplied on the form provided by the group. An application will be either approved or denied within 90 days of completing the process set forth by the group. Those applicants who are approved will receive a certificate evidencing the approval.

C. Ability to Limit Ministry Validation: The Board of Elders of the church may at its own discretion limit any licensee ordained to an area of special emphasis.

15.02 Ministry Training: The Lead Pastor and their staff may establish a School of Ministry, setting forth a prescribed curriculum and course of study leading to licensing and ordination of ministers. The School of Ministry will prepare students in the knowledge of the Word of God and in ministering to people's needs through the Gospel of Jesus Christ.

ARTICLE 16

Miscellaneous

16.01 Amendments to Constitution: This Constitution may only be altered, amended, or repealed, and new amendments may only be adopted by the Board of Directors with a three-fourth (3/4) vote. All requests for amendments to the Constitution must be written and will be submitted to the Board of Directors for study and consideration. The Board of Directors will issue a timely response to the proposed amendment, alteration or revision to this Constitution. The Board of Directors will determine if the amendment is adopted.

16.02 Construction of Constitution: The Constitution will be construed in accordance with the laws of the state of Ohio. All references in this Constitution to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time. If any Constitution provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or un-enforceability will not affect any other provision and the Constitution will be construed as if the invalid, illegal, or unenforceable provision had not been included in the Constitution. The headings used in the Constitution are used for convenience and will not be considered in constructing the terms of the Constitution. Wherever the context requires, all words in the Constitution in the male gender will be deemed to include the female or neuter gender, all singular words will include the plural, and all plural words will include the singular.

16.03 Power of Attorney. A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the General Secretary of the Church to be kept with the Church records.

16.04 Christian Alternative Dispute Resolution. In keeping with 1 Corinthians 6:1-8, all disputes which may arise (1) between any partner of the Church and the Church itself, or (2) between any member of the Church and any Pastor, officer, director, employee, volunteer, agent, or other member of this Church, shall be resolved in

accordance with the then existing Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation. If efforts to conciliate or mediate the dispute fail, then the matter shall be resolved through binding arbitration. The decision of the arbitrators shall be binding on both parties, and both parties submit themselves to the personal jurisdiction of the courts of Ohio both state and federal, for the entry of a judgment confirming the arbitrators' award. Each party shall bear their own costs, including attorneys' fees, related to any mediation, conciliation or arbitration proceeding. If a dispute may result in an award of monetary damages, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Constitution of the Church, and shall in no way affect the authority of the Church to investigate reports of misconduct, conduct hearings, or administer discipline of members.

ARTICLE 17

Indemnification

Every member of the Board of Directors, officer or employee of New Hampshire Community Church may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board of Directors/Elders, staff member, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board of Directors/Elders, staff member, officer or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement of indemnification herein will apply only when the council approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification will be in addition and not exclusive of all other rights which such member of the Board of Directors, staff member, officer or employee is entitled.

ARTICLE 18

Original Directors

To effectuate the purposes of New Hampshire Community Church, the undersigned incorporators hereby appoint the following to serve as original Board of Directors of the Church:

Name

David Whitaker

Todd Miller

Laura Biederman

Robert Miller

Caleb Wilson

Jean Turner

Scott Gray

Larry Horn

Amber Marshall

Jon Horn

The Corporation shall indemnify the Directors, Officers and other agents, employees and volunteers to the full extent authorized by Section 1702.12 of the Ohio revised Code, or corresponding section of any future Ohio Revised Code.

IN WITNESS WHEREOF, we have hereunto subscribed our hands, this _____ day of _____, 20____.

INCORPORATORS

David Whitaker

Todd Miller

Larry Horn

Robert Miller

Laura Biederman

Jean Turner

Caleb Wilson

Scott Gray

Amber Marshall

Jon Horn

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting General Secretary of New Hampshire Community Church and that the foregoing Constitution establishes the Constitution and Bylaws of the Church. This Amended and Restated Constitution was duly adopted by the consent of the Board of Directors of the Church dated _____, 20_____.

General Secretary

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being Incorporators of the Corporation named below, hereby appoint the individual named below, a natural person resident of the State of Ohio, as agent upon whom any process, notice, or demand required or permitted by statute to be served upon the Corporation may be served. His/Her complete address is:

Name:
Address:

NEW HAMPSHIRE COMMUNITY CHURCH

INCORPORATORS

_____	_____
David Whitaker	Todd Miller
_____	_____
Larry Horn	Robert Miller
_____	_____
Laura Biederman	Jean Turner
_____	_____
Caleb Wilson	Scott Gray
_____	_____
Amber Marshall	Jon Horn

TO: NEW HAMPSHIRE COMMUNITY CHURCH

Ladies/Gentlemen:

I hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.

Agent Name