

LOST BRIDGE COMMUNITY CHURCH, INC.
BY-LAWS

(Amended April 2, 2017)

ARTICLE I

MEMBERS, MEMBERSHIP, MEETINGS

1. **Membership.** Membership in Lost Bridge Community Church, hereinafter referred to as the Church, shall be available upon an individual's oral affirmation or reaffirmation of faith in Jesus Christ as his or her personal savior. Such affirmation or re-affirmation shall be made before the Church minister and congregation.

2. **Meetings.** The official regular annual business meeting of the membership shall be held on the first Sunday in April or within two weeks of that date if the Board determines that a change of date is necessary. Notice of the annual meeting shall be made by announcing same from the pulpit not less than two consecutive Sundays prior to the Sunday of the meeting.

3. **Voting and Quorum.** Each member shall be entitled to one (1) vote on any and all matters coming before a meeting of the membership. A majority vote of the members present shall be sufficient to adopt any decision made or action taken by the membership. The presence of fifty-one percent (51%) of the membership at any called meeting shall constitute a quorum.

4. **Business to Come Before Each Annual Membership Meeting**

- **Nominations and Election of Directors.** Not less than six (6) weeks prior to the regular annual meeting of the members described above the Board shall appoint a nominating committee consisting of three (3) members who are not then serving as Directors. At the regular annual meeting of the membership described above, the nominating committee will place before the membership nominees for consideration to fill any vacant or term-expiring Directors position. The members may then submit other nominations if they so choose. The members will then vote to elect Directors from among those candidates properly nominated.
- **Voting on Major Issues.** The Board may refer decisions on major church management or policy issues, specifically including the removal or calling of a pastor, to the membership for a vote at either the regular annual membership meeting or at any special meeting of the membership called for that purpose.
- **Retention of the Pastor.** At each regular annual meeting the membership will conduct a "confidence vote" by paper ballot.

ARTICLE II

DIRECTORS

1. **General Powers.** The business/affairs of the Church shall be managed by its Board of Directors.
2. **Number, Tenure, and Qualifications.** The number of Directors of the Church shall be five (5) Each Director shall hold office for the term of three (3) years or until his or her successor shall have been elected and qualified, with the exceptions of the Treasurer and Secretary. No Director may be reelected unless there is no nominee available to fill an expiring Director's seat on the Board. Director's terms shall be staggered. Directors must be members in good standing of the Church. The Church Pastor shall serve as a non-voting advisory member of the Board of Directors.
3. **Vacancies.** If a vacancy occurs on the Board of Directors by reason of removal, death or resignation, the vacancies shall be filled for the remainder of the unexpired terms by the affirmative vote of a majority of the membership of the Board. Subsequently, the Board shall appoint from among the general church membership a committee of three (3) persons to nominate candidates to fill the vacancies at the next Annual Business meeting.
4. **Resignations.** A Director may resign at any time.
5. **Removal.** A Director may be removed at any time by a special meeting of the church membership called expressly for that purpose.
6. **Meetings.** Meetings of the Board of Directors shall be held at two months' intervals or more often on call of any Director after giving notice in writing, by telephone, or by e-mail to all Directors at least twenty-four (24) hours prior thereto. No irregularity of notice of such meeting shall invalidate such meeting or any proceedings therein.
7. **Quorum.** A quorum of any meeting of the Board of Directors shall consist of a majority of the voting Board of Directors. Such quorum shall decide any question that may come before the meeting.
8. **Informal Action.** Action taken by a majority of the Directors without a meeting in respect to any Church matter shall be valid if, before or after such action, all Directors sign and file with the Church Board Secretary (for inclusion in the Church records) a memorandum showing
 - (a) the nature of the action taken,
 - (b) the consent or opposition of each Director, and their names.
9. **Proxies.** Directors may not vote by proxy.
10. **Electronic Communications.** Other than consensus, Board actions may not be initiated or ratified by phone, fax, email, or any other electronic means. Results of Board consensus must be formalized at a Board meeting and recorded in the minutes of that meeting.
11. **Policies.** The Board may, from time to time, create and implement policies relating to the sacraments and worship services of the Church and the duties of officers and any committees.

ARTICLE III

OFFICERS

1. **Number.** The officers of the Church shall be a Chairman, Vice-Chairman, Treasurer and Secretary. The Board shall elect the Chairman and Vice-Chairman from within the board at a brief organizational meeting immediately following the annual meeting. The office of Treasurer, a staff position, and the office of Secretary shall be appointed by the board from the general Church membership.

2. **Term.** Officers of the Church (with the exception of the treasurer) shall serve for a term of one year only or until their successor is duly elected and qualified. The treasurer shall be appointed annually by the majority decision of the Board, thereby serving consecutive terms.

3. **Vacancies.** When a Director vacancy occurs prior to the normal expiration of term by death, resignation, or otherwise, it shall be filled by appointment by the Board of Directors. The Director so selected shall hold the office until the next regularly scheduled Annual Business meeting at which time their nomination is put before the general membership of the Church for a vote.

4. **Execution of Written Instruments.** The Board of Directors may authorize any one or more officers and/or members to execute contracts in the ordinary course of business on behalf of the Church, and such authority may be general or confined to specific instances.

5. **Checks and Notes.** Checks, notes, drafts, and demands for money shall be signed by either President or Treasurer and/or Directors who may from time to time be designated by the Board of Directors for such purpose.

ARTICLE IV

COMMITTEES

The members of any committee shall be nominated by the Nominating Committee and will be elected by the Church membership at the annual meeting of the membership as described above. The members of any committee shall elect a chair person from among their own number. The following committees with the following responsibilities shall be formed:

1. **Chapel Board of Trustees.** The Board of Trustees shall consist of four (4) members of the Church plus a member of the Phillippe family, builders of Whitney Mountain Chapel and donors of same to the Church, or their successor designee. The Board of Trustees shall be responsible for the management and upkeep of all real estate, and the improvements thereupon, owned by the Church. The Board of Trustees shall adopt written architectural standards applicable to any modifications or additions to the Chapel or Chapel realty and such standards shall require that any such modifications or additions shall be architecturally compatible with the existing Chapel building in the sole discretion of the Board of Trustees. Board of Trustees shall report to the Board of Directors.
2. **Such other committees** as may already exist or may, from time to time, be created by the Board of Directors. That certain list of committees and committee responsibilities adopted by the

Church on February 3, 2001, is incorporated herein by reference and made a part hereof as if set forth herein word for word.

ARTICLE V

CORPORATE RECORDS

1. **Minutes.** A proper record of the proceeding of any meeting of the Church membership, Board of Directors or Committees shall be kept and retained in the corporate records.
2. **Director Rolls.** A correct and complete record of the names and addresses of the Directors entitled to vote shall be maintained in the corporate records.
3. **Inspection.** All books and records of the Church may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE VI

INDEMNITY

1. **Directors and Officers Indemnification.** Each Director and/or Officer of the Church acting within his or her authority on behalf of the Church shall be indemnified and held harmless to the fullest extent legally permissible against all expenses, liabilities, and losses (included attorney's fees, judgments, fines, and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection with the exercise of such authority. Appropriate and sufficient insurance shall be acquired and maintained for such purposes.

ARTICLE VII

FINANCIAL MANAGEMENT, REPORTING AND DISTRIBUTION OF REVENUES LIMITATION OF ACTIVITIES

1. **Compliance with IRC 501(C)(3) A.** This Church is a non-profit corporation and is to be operated as such in a accordance with the Arkansas Non-Profit Corporations Act and any related and applicable IRS regulation dealing with 501(C)(3) organizations. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distribution in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The provisions, not inconsistent with the law, regarding the distribution of assets upon dissolution are that assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding sections of any future, federal tax code, or shall be distributed to the federal, state, or local government for a public purpose. Any such assets not so distributed shall be disposed of by the Circuit Court of Benton County, Arkansas, in which the principal office of the organization is located.

2. **Record Keeping and Reporting.** The treasurer shall keep and maintain accurate accounting records of all income and expenses, properly supported by relevant documentation, such as receipts. The Treasurer shall provide both a written and verbal financial report to the Board of Directors at each quarterly Board meeting.

3. **Pledging of Church Assets.** The Church may not pledge any realty owned by the Church to secure any debt.

4. **Accounting Year.** The accounting year for the Church shall be the calendar year.

ARTICLE VIII

AMENDMENTS

These by-laws may be adopted, amended or repealed at any annual meeting of the members by the vote of a majority thereof. However, the specific provision of Article IV, subparagraph 1, and Article V, subparagraph 1, may not be amended without the specific written consent of an authorized designee or representative of the Phillippe family.

