

BYLAWS
OF
THE WAY MICROCHURCHES

A Michigan Nonprofit Religious Corporation

PREAMBLE

These Bylaws presuppose that the Holy Bible constitutes the only and all sufficient role of faith and practice for this Network of MicroChurches. Therefore, in all things pertaining to system and order, the New Testament, that part of God’s Word which describes and defines the Christian Church and its functioning, shall be the Network’s guide when its teaching is clearly apparent. These Bylaws are (only) to provide direction to the Network in other matters not specifically addressed by the New Testament and to fulfill necessary legal and business requirements.

ARTICLE 1

LOCATION OF OFFICES

The name of this corporation is The Way MicroChurches. It is a Michigan nonprofit religious corporation with principal offices in Kent County, Michigan.

The principal office is located at:

4997 N Quail Crest Dr SE, Grand Rapids MI 49546

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____

_____ Dated: _____

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 2

PURPOSE

The Way MicroChurches is organized exclusively for religious and charitable purposes. The purpose of this corporation is to:

- a. Inspire, engage, connect, equip and empower ordinary followers of Jesus Christ to:
 1. Join Jesus in mission where they live, learn, work and play (or to the people, place and pain Jesus is calling them).
 2. Reach the lost for faith in Christ.
 3. Disciple the found to maturity in Christ.
 4. Gather as spiritual families (MicroChurches) for worship, Bible discovery, community and mission.
 5. Replicate new disciples, leaders and MicroChurches for greater Kingdom impact.
- b. Build a Network of replicating disciples, leaders, MicroChurches and other Networks in Grand Rapids and beyond.
- c. Serve the wider church (regionally, nationally and globally) by sharing generously out of our successes and failures, so that others may apply those lessons to their unique contexts.
- d. Create supporting resources and structures that facilitate these primary goals.
- e. This corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
- f. The Way MicroChurches has been incorporated in the State of Michigan for legal purposes, but said incorporation shall, in no way, interfere with the spiritual organization of the local church as given in the New Testament.

ARTICLE 3

THE RELATIONSHIP BETWEEN THE NETWORK AND THE MICROCHURCHES

Section 3.1 The MicroChurches and MicroChurch Leaders

- a. The MicroChurches (spiritual families) and the MicroChurch leaders are independent of The Way MicroChurches Network.
- b. The MicroChurches and MicroChurch leaders welcome The Way MicroChurches Network's leadership, help, supervision, spiritual oversight and accountability in the above purposes under Article 2.
- c. Other than agreeing to serve and support each other, these leaders and spiritual families are independent of The Way MicroChurches Network and its operations as an organization.
- d. The relationship of the MicroChurches and MicroChurch leaders to The Way MicroChurches Network, then, is at-will.

Section 3.2 The Way MicroChurches Network

- a. The Way MicroChurches Network is independent of the MicroChurches (spiritual families) and the MicroChurch leaders.
- b. The Way MicroChurches Network offers these leaders and spiritual families (MicroChurches) leadership, help, supervision, spiritual oversight and accountability in the above purposes under Article 2.
- c. Other than agreeing to serve and support each other, The Way MicroChurches Network is independent of these leaders and spiritual families and their operations as organizations.
- d. The relationship of The Way MicroChurches Network to these MicroChurches and MicroChurch leaders, then, is at-will.

ARTICLE 4

STATEMENT OF FAITH

We are committed to the fundamental truths of historic biblical Christianity, in accordance with which we affirm:

THE STATEMENT OF FAITH OF THE VINEYARD USA COMMUNITY OF CHURCHES

GOD THE KING AND THE HOLY TRINITY

We believe that God is the Eternal King. He is an infinite, unchangeable Spirit, perfect in holiness, wisdom, goodness, justice, power and love. From all eternity, He exists as the One, Living and True God in three persons of one substance, the Father, the Son, and the Holy Spirit, equal in power and glory.

GOD THE KING: THE CREATOR AND RULER OF ALL THINGS

We believe that God's kingdom is everlasting. From His throne, through His Son, His eternal Word, God created, upholds and governs all that exists: the heavenly places, the angelic hosts, the universe, the earth, every living thing and humankind. God created all things very good.

COUNTERFEIT KINGDOM: SATAN AND DEMONIC HOSTS

We believe that Satan, originally a great, good angel, rebelled against God, taking a host of angels with him. He was cast out of God's presence and, as a usurper of God's rule, established a counter-kingdom of darkness and evil on the earth.

THE KINGDOM IN THE CREATION OF HUMANS, THE FALL AND THE DOCTRINE OF ORIGINAL SIN

We believe that God created humankind in His image, male and female, for relationship with Himself and to govern the earth. Under the temptation of Satan, our original parents fell from grace, bringing sin, sickness and God's judgment of death to the earth. Through the fall, Satan and his demonic hosts gained access to God's good creation. Creation now experiences the consequences and effects of Adam's original sin. Human beings are born in sin, subject to God's judgment of death and captive to Satan's kingdom of darkness.

GOD'S PROVIDENCE, KINGDOM LAW AND COVENANTS

We believe that God did not abandon His rule over the earth, which He continues to uphold by His providence. In order to bring redemption, God established covenants, which revealed His grace to sinful people. In the covenant with Abraham, God bound Himself to His people Israel, promising to deliver them from bondage to sin and Satan and to bless all the nations through them.

We believe that as King, God later redeemed His people by His mighty acts from bondage in Egypt and established His covenant through Moses, revealing His perfect will and our obligation to fulfill it. The law's purpose is to order our fallen race and to make us conscious of our moral responsibility. By the work of God's

Spirit, He convicts us of our sin and God's righteous judgment against us and brings us to Christ alone for salvation.

We believe that when Israel rejected God's rule over her as King, God established the monarchy in Israel and made an unconditional covenant with David, promising that his heir would restore God's kingdom reign over His people as Messiah forever.

CHRIST THE MEDIATOR AND ETERNAL KING

We believe that in the fullness of time, God honored His covenants with Israel and His prophetic promises of salvation by sending His only Son, Jesus, into the world. Conceived by the Holy Spirit and born of the Virgin Mary, as fully God and fully human in one person, He is humanity as God intended us to be. Jesus was anointed as God's Messiah and empowered by the Holy Spirit, inaugurating God's kingdom reign on earth, overpowering the reign of Satan by resisting temptation, preaching the good news of salvation, healing the sick, casting out demons and raising the dead. Gathering His disciples, He reconstituted God's people as His Church to be the instrument of His kingdom. After dying for the sins of the world, Jesus was raised from the dead on the third day, fulfilling the covenant of blessing given to Abraham. In His sinless, perfect life, Jesus met the demands of the law and in His atoning death on the cross, He took God's judgment for sin, which we deserve as lawbreakers. By His death on the cross, He also disarmed the demonic powers. The covenant with David was fulfilled in Jesus' birth from David's house, His Messianic ministry, His glorious resurrection from the dead, His ascent into heaven and His present rule at the right hand of the Father. As God's Son and David's heir, He is the eternal Messiah-King, advancing God's reign throughout every generation and throughout the whole earth today.

THE MINISTRY OF THE HOLY SPIRIT

We believe that the Holy Spirit was poured out on the Church at Pentecost in power, baptizing believers into the Body of Christ and releasing the gifts of the Spirit to them. The Spirit brings the permanent indwelling presence of God to us for spiritual worship, personal sanctification, building up the Church, gifting us for ministry, and driving back the kingdom of Satan by the evangelization of the world through proclaiming the word of Jesus and doing the works of Jesus.

We believe that the Holy Spirit indwells every believer in Jesus Christ and that He is our abiding Helper, Teacher, and Guide. We believe in the filling or empowering of the Holy Spirit, often a conscious experience, for ministry today. We believe in the present ministry of the Spirit and in the exercise of all of the biblical gifts of the Spirit. We practice the laying on of hands for the empowering of the Spirit, for

healing, and for recognition and empowering of those whom God has ordained to lead and serve the Church.

THE SUFFICIENCY OF SCRIPTURE

We believe that the Holy Spirit inspired the human authors of Holy Scripture so that the Bible is without error in the original manuscripts. We receive the sixty-six books of the Old and New Testaments as our final, absolute authority, the only infallible rule of faith and practice.

THE POWER OF THE GOSPEL OVER THE KINGDOM OF DARKNESS

We believe that the whole world is under the domination of Satan and that all people are sinners by nature and choice. All people therefore are under God's just judgment. Through the preaching of the Good News of Jesus and the kingdom of God and the work of the Holy Spirit, God regenerates, justifies, adopts and sanctifies, through Jesus, by the Spirit, all who repent of their sins and trust in Jesus Christ as Lord and Savior. By this, they are released from Satan's domain and enter into God's kingdom reign.

THE CHURCH: INSTRUMENT OF THE KINGDOM

We believe in the one, holy, universal Church. All who repent of their sins and confess Jesus as Lord and Savior are regenerated by the Holy Spirit and form the living Body of Christ, of which He is the head and all are members.

BAPTISM AND THE LORD'S SUPPER

We believe that Jesus Christ committed two ordinances to the Church: water baptism and the Lord's Supper. Both are available to all believers.

THE KINGDOM OF GOD AND THE FINAL JUDGMENT

We believe that God's kingdom has come in the ministry of our Lord Jesus Christ, that it continues to come in the ministry of the Spirit through the Church, and that it will be consummated in the glorious, visible and triumphant appearing of Christ; His return to the earth as King. After Christ returns to reign, He will bring about the final defeat of Satan and all of his minions and works, the resurrection of the dead, the final Judgment and the eternal blessing of the righteous and eternal conscious punishment of the wicked. Finally, God will be all in all and His kingdom, His rule and reign, will be fulfilled in the new heavens and the new earth, recreated by His mighty power, in which righteousness dwells and in which He will forever be worshipped.

ARTICLE 5

MEMBERSHIP

The corporation shall have no voting membership. Any action which would otherwise require approval by a majority of all members shall only require approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the Board of Directors.

ARTICLE 6

GOVERNMENT OVERVIEW AND PURPOSE

Jesus is the Head of the church and the first priority of all leaders is to prayerfully seek His guidance for this Network of MicroChurches. The government of The Way MicroChurches shall be focused on seeking and maintaining the Lordship and direction of Jesus Christ over His Body. All those in authority shall continually seek His mind and will, through His Word (The Bible) and Spirit in all actions and decisions.

- a. The Lead Network Pastor provides overall direction and leadership to the mission and ministry of The Way MicroChurches Network.
- b. The Board of Directors partners with the Lead Network Pastor in overseeing the business affairs of the corporation, including holding the Lead Network Pastor accountable for his/her life, doctrine and ministry.
- c. The Collective Elders partner with the Lead Network Pastor in providing spiritual oversight to the local MicroChurch leaders and MicroChurches.
- d. The Network Pastors and non-pastoral staff partner with the Lead Network Pastor in equipping the Network for mission and ministry.

The purpose of this governmental structure is to provide the leaders that Jesus calls both permission and protection to boldly lead where Jesus is leading them and accountability to each other as leaders to ensure that this leadership is both godly and wise.

ARTICLE 7

LEAD NETWORK PASTOR

Section 7.1 Responsibilities

The Lead Network Pastor shall:

- a. Provide overall direction and leadership to the ministry of The Way MicroChurches Network.
- b. Be responsible for all activities of the organization, subject to any limitations adopted by the Board of Directors under Section 7.2.
- c. Be the President of the Corporation and Chair of the Board of Directors and an active (participating and voting) member of the Board of Directors as long as s/he is employed by the corporation.
- d. Provide overall leadership to the Collective Elders.
- e. Provide overall leadership to the Network Pastors and non-pastoral staff and delegate responsibility and authority to Network Pastors and non-pastoral staff members as s/he deems appropriate.

Section 7.2 Qualifications

The qualifications for the Lead Network Pastor shall include those listed in 1 Timothy 3 and Titus 1. The Lead Network Pastor can be male or female.

The Lead Network Pastor shall affirm his/her agreement with the Statement of Faith of the Vineyard along with the Theological Distinctives of The Way MicroChurches that are in operation, and his/her support of the purpose, vision and values of the Network, and shall conduct himself/herself in a manner that is consistent therewith. Any other qualifications shall be determined by the Board of Directors.

Section 7.3 Selection

The Board of Directors shall appoint a Lead Network Pastor by unanimous vote.

In the event that a Lead Network Pastor resigns or retires in good standing, s/he may nominate a candidate as his/her successor. The candidate shall be appointed by a unanimous vote of the Board of Directors. If the candidate put forward by the resigning or retiring Lead Network Pastor does not secure a unanimous vote of the Board of Directors, the resigning or retiring Lead Network Pastor shall no longer be involved in the ongoing appointment process.

Section 7.4 Accountability

The Board of Directors shall hold the Lead Network Pastor accountable for his/her life, doctrine and ministry.

Section 7.5 Removal from Office

The Board of Directors may remove the Lead Network Pastor from his/her position under the following conditions:

- a. The Lead Network Pastor becomes physically incapacitated.
- b. The Lead Network Pastor becomes spiritually unqualified including, but not limited to, immoral behavior or doctrinal error.
- c. The Lead Network Pastor is found to have engaged in activities that are directly contrary to the interests of the organization including, but not limited to, deficient ministry leadership.

The Board of Directors must follow the this two-step removal process to remove the Lead Network Pastor from his/her position:

1. Approval by Board of Directors

For the purpose of considering the potential removal of the Lead Network Pastor, any two Directors may call a special meeting of the Board of Directors. Prior to this special meeting, the Lead Network Pastor and the Board of Directors will receive grounds in writing for the Lead Network Pastor's removal. At the special meeting, the Lead Network Pastor will be given an opportunity to present any contrary evidence or explanation to the Board of Directors and answer any questions from the Board of Directors. Removal must be approved by a three-quarters vote of all members of the Board of Directors (whether present or not), excluding the Lead Network Pastor in question.

2. Confirmation by Vineyard USA Delegation

In the event that three-quarters of the Board of Directors, excluding the Lead Network Pastor in question, approve of the Lead Network Pastor's removal, within three business days of the special meeting, the Board of Directors shall notify the Area Leader of Vineyard USA of the Board of Directors' decision to seek the Lead Network Pastor's removal with grounds for such removal.

Upon the unanimous agreement of the Area Leader and another Vineyard Pastor of his/her choosing, a meeting of this Vineyard USA delegation, the Lead Network Pastor and the Board of Directors will be convened. The Area Leader will chair this meeting. Both the Lead Network Pastor and the Board of Directors will be given

sufficient time to address the Vineyard USA delegation. If need be, the Vineyard USA delegation may call for additional meetings to consider this matter.

A new vote of the Board of Directors will be called for by the Area Leader. If at that time three-quarters of the Board of Directors, excluding the Lead Network Pastor in question, vote for the Lead Network Pastor's removal, AND both of the Vineyard USA delegates confirm that the pastorate of the Lead Network Pastor should be terminated, the Lead Network Pastor shall resign or be removed from office.

If the Vineyard USA delegates do not unanimously agree to convene a meeting with the Lead Network Pastor and the Board of Directors OR if such a meeting is convened and both Vineyard USA delegates do not confirm that the Lead Network Pastor should resign or be removed OR if in the vote called by the Area Leader of the Board of Directors less than three-quarters of the Board of Directors (whether present or not) vote to remove the Lead Network Pastor, the Lead Network Pastor shall continue as the Lead Network Pastor and may terminate any and all Directors of the Board at-will and appoint new Directors without the approval of the Board of Directors.

ARTICLE 8

BOARD OF DIRECTORS

Section 8.1 - Number

The corporation shall have at least three and up to a maximum of five Directors. The Board shall also be known as the Board of Directors. If the number of Directors falls below three, prompt action shall be taken to select new Directors as set forth in Section 8.3. The initial Directors shall be the individuals executing these Bylaws.

Section 8.2 Duties and Powers

Subject to limitations of the Articles of Incorporation and these Bylaws and of pertinent restrictions of the Corporations Code of the State of Michigan, all the activities and affairs of the corporation shall be exercised by or under the direction of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers in addition to the other duties and powers enumerated in these Bylaws:

- a. To partner with the Lead Network Pastor in overseeing the business affairs of the corporation.
- b. To hold the Lead Network Pastor accountable doctrinally to the Statement of Faith of the Vineyard along with the Theological Distinctives of The Way MicroChurches

that are in operation, morally to the biblical standards of an elder, and professionally to his/her calling to the office of Lead Network Pastor.

- c. For purposes of doctrine and discipline, the Board of Directors under the leadership of the Lead Network Pastor will serve as The Way MicroChurches' final interpretive authority on the Bible's meaning and application.
- d. To select and remove all the officers, agents and employees of the corporation (in distinction to the Network Pastors and the non-pastoral staff of the Network under Articles 11 and 13), prescribe such duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation and in their discretion require from them security for faithful service. The Board may delegate the selection and removal of the corporation employees to the Lead Network Pastor or his/her delegate.
- e. To make disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the Articles of Incorporation, and generally to conduct, manage and control the activities and affairs of the corporation and to make rules and regulations not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best. This includes the buying and selling of land and buildings.
- f. To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- g. To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.
- h. To the extent permitted by the exempt status of the organization, to carry on a business at a profit and apply any such profit that results from the business activity to any activity in which it may legally engage without jeopardizing non-profit status.
- i. To adopt a statement of Executive Limitations to establish limitations upon the authority of the Lead Network Pastor.
- j. To select, if there is no Lead Network Pastor, who usually serves as the Chairman of the Board, one of the members of the Board of Directors to serve as Chairman of the Board.
- k. To appoint committees to assist the Board of Directors.
- l. To receive a report from the Collective Elders via the Lead Network Pastor at each Board of Directors' meeting.

- m. To receive a report from the Network Pastors and non-pastoral staff via the Lead Network Pastor at each Board of Directors' meeting.
- n. To report to the Collective Elders and the Network Pastors and non-pastoral staff via the Lead Network Pastor relevant information and/or decisions after each Board of Directors' meeting.
- o. Except as specifically and expressly stated to the contrary in these Bylaws, the Board of Directors' decision on all matters shall be in their sole and unfettered discretion and shall be final and binding, notwithstanding that in the course of performing their duties the Board of Directors, from time to time, may (and are encouraged to) obtain input from the Network (especially the Collective Elders and the Network Pastors and non-pastoral staff).

Section 8.3 - Members of the Board of Directors

The Board of Directors shall be composed of the Lead Network Pastor and the Directors, except when there are less than two elected Directors in which case the Lead Network Pastor shall appoint two or more individuals to serve as members of the Board of Directors until such time as there are two or more elected Directors.

The Board of Directors may also include External Advisors (e.g. seasoned pastors of other churches or leaders of other ministries). They will be appointed at the discretion of the Lead Network Pastor subject to the approval of the rest of the Directors. These External Advisors shall possess no vote on the Board of Directors.

Section 8.4 - Selection

Directors shall be elected by the Board of Directors at a regular meeting of the Board of Directors. Voting for the election of Directors shall be by written or verbal ballot. Potential Directors will be interviewed by the current Board of Directors to determine whether their qualifications meet those specified in Section 8.5 below. New Directors will be chosen by unanimous vote of the current Directors.

Section 8.5 - Qualifications

All Directors shall:

- a. Meet the qualifications of Elders as defined in 1 Timothy 3 and Titus 1. Directors can be male or female.
- b. Affirm their agreement with the Statement of Faith of the Vineyard along with the Theological Distinctives of The Way MicroChurches that are in operation, and their support of the purpose, vision and values of the Network, and shall conduct themselves in a manner that is consistent therewith.

- c. Have been a leader of a MicroChurch or leader within The Way Network for at least a year, except in the case of the first Board of Directors to be placed in office.
- d. Have the full support of the existing Directors.

Section 8.6 Term of Office

A Director shall serve for a term of three years. The terms of the Directors shall be arranged in such a manner as to have staggered terms so that approximately one-third of the Directors shall complete their term of office each year.

Section 8.7 Removal from Office

The Board of Directors may remove a Director from his/her position under the following conditions:

- a. The Director misses two or more Board of Directors' meetings in a calendar year.
- b. The Director becomes physically incapacitated.
- c. The Director becomes spiritually unqualified including, but not limited to, immoral behavior.
- d. The Director is found to have engaged in activities that are directly contrary to the interests of the organization.

Before any such removal occurs, the Director in question shall be advised of the allegation and the basis for the allegation and shall be given an opportunity to present any contrary evidence or explanation to the Board of Directors. Removal must be approved by a three-quarters vote of all members of the Board of Directors (whether present or not), excluding the Director in question.

Section 8.8 Filling of Vacancies

If a Director resigns or is removed from office, the remaining Directors may leave that position vacant or may provisionally appoint another individual to serve as a Director until the next regular term, as long as that individual meets the qualifications set forth in Section 8.5 above.

Section 8.9 Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation for a purpose reasonably related to that person's interest as a Director.

Section 8.10 Compensation

Members of the Board of Directors shall serve without compensation except that a reasonable fee may be paid to members for attending regular and special meetings of the Board of Directors. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 8.11 Meetings

Meetings shall be conducted by the Chairman of the Board as needed and determined by the Chairman of the Board. The Chairman shall provide prior notice for votes, which will be conducted at any meeting. The Chairman of the Board shall determine and provide notice as to the location of the meeting. A simple majority of the members of the Board of Directors shall constitute a quorum. Should the Chairman of the Board be unavailable s/he shall appoint another member of the Board of Directors to call and conduct meetings as necessary.

Section 8.11.1 Regular Meetings

Board of Directors' meetings will regularly take place at least twice a year.

Section 8.11.2 Annual Meetings

An annual meeting will be held during the fourth quarter of the calendar year to appoint officers for the following year and conduct any necessary business of the corporation.

Section 8.11.3 Manner of Acting

Unless otherwise specified in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be considered as the act of the Board of Directors as a whole.

Section 8.11.4 Telephone or Video Conference Meetings

Any meeting, regular or special, may be held by telephone or video conference or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors be deemed to be present in person at the meeting.

Section 8.11.5 Action Without Meeting

Any action required or permitted to be taken by the Board of Directors [except a special meeting for the consideration of the removal of the Lead Network Pastor] may be taken without a meeting, if all Directors of the Board shall individually or collectively consent in writing, including email, to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of

Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 8.11.5 Deadlock

In the case where the Board of Directors shall, by reason of deadlock (whether because an even number of Directors is 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 of Directors, then, in such instance, the President (Lead Network Pastor) shall cast a ballot which shall be known as a "deadlock ballot", so that an official act or decision may be taken by the Board of Directors. The deadlock ballot shall be cast in addition to the regular Director's vote already cast by the President (Lead Network Pastor).

Section 8.12 Non-Liability and Insurance

Members of the Board of Directors and Directors of the Corporation shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, Officer, Employee, Pastor, Elder or other Agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 9

OFFICERS

Section 9.1 President of the Corporation

The Lead Network Pastor is hereby designated as the President of the Corporation.

The President shall call and preside over Board of Directors' meetings as Chair of the Board. The President works with the Board of Directors, Collective Elders, Network Pastors and non-pastoral staff and the Network to further the organization's mission and ensure Board of Directors resolutions are carried out. The President is responsible for ensuring that the Board of Directors and its members are aware of and fulfill their governance responsibilities; comply with applicable laws and bylaws; and are accountable for their performance.

Section 9.2 Secretary of the Corporation

The Secretary shall be appointed by the Board of Directors

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of the Board of Directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the Board of Directors and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of Michigan the original and a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as prescribed by the Board of Directors.

Section 9.3 Treasurer

The Treasurer shall be appointed by the Board of Directors.

The Treasurer shall be the Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer (or his/her delegate) shall deposit all moneys and other valuables in the name and to the credit of the corporation with depositories designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President of the Board (Lead Network Pastor), whenever they request it, an account of all of his/her transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

The Treasurer (or his/her delegate) shall be responsible for the counting and depositing of contributions, making payment of salaries and other expenditures, maintaining financial records, issuing financial reports, and filing tax returns and other information required by the state and federal government.

Section 9.4 Removal from Office

Any officer may be removed, either with or without cause, by the Board of Directors, at any time by a majority vote. Any officer may resign at any time by giving written notice to the Board of Directors or to the President of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such

resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section 9.5 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors in accordance with these Bylaws.

ARTICLE 10

COLLECTIVE ELDERS

Section 10.1 The Authority

It is important to reiterate that the relationship between The Way MicroChurches Network and the individual MicroChurch leaders and MicroChurches is at-will. This means the MicroChurches and the MicroChurch leaders are independent of the Network. Therefore, the authority of the Collective Elders over the local MicroChurch leaders and MicroChurches is one of relational influence based on goodwill and mutual agreement.

Section 10.2 Ministry

The Collective Elders shall:

- a. Partner with the Lead Network Pastor in providing spiritual oversight to the local MicroChurch leaders and MicroChurches.
- b. Be assigned a MicroChurch Collective (2 or more geographical or relationally connected MicroChurches).
- c. Pray for, encourage, equip, be available to and hold accountable the MicroChurch leaders (overseeing their life, doctrine and ministry) in their Collective.
- d. Pray for, visit (at least yearly or more as needed) and encourage all MicroChurches in their Collective.
- e. Host a Collective gathering (for worship, Bible discovery, community and mission) at least yearly or more as needed.
- f. Represent The Way MicroChurches Network in commissioning with the laying on of hands new MicroChurch leaders and new MicroChurches.
- g. Meet with and counsel participants of their Collective, as needed and appropriate. Usually, the priority is to equip the MicroChurch leaders to minister to the

members of their spiritual family.

- h. Resolve any disputes in their Collective. Usually, the priority is to equip the MicroChurch leaders in settling disputes within their spiritual family. In difficult disputes, engage with the MicroChurch leader in the dispute. In very difficult disputes, draw in the rest of the Collective Elders for prayer and advice, with the possibility of engaging the dispute with another Elder or Pastor.
- i. Discipline any MicroChurch leaders for transgressions in life, doctrine or ministry. Always draw in the rest of the Collective Elders for prayer and advice and engage in any disciplinary action with another Elder or Pastor. Oversee any needed leadership vacancy, transfer and equipping.
- j. To report to the Board of Directors via the Lead Network Pastor at each Board of Directors' meeting.

Section 10.3 Qualifications

All Collective Elders shall:

- a. Meet the qualifications of Elders as defined in 1 Timothy 3 and Titus 1. Collective Elders can be male or female.
- b. Affirm their agreement with the Statement of Faith of the Vineyard along with the Theological Distinctives of The Way MicroChurches that are in operation, and their support of the purpose, vision and values of the Network, and shall conduct themselves in a manner that is consistent therewith.
- c. Have been a leader of a MicroChurch for at least 1 year, except in the case of the first Collective Elders to be placed in office. It would be best for the Collective Elder to have raised up another MicroChurch leader and to have started a new MicroChurch.

Section 10.4 Appointment

- a. Collective Elders will be appointed by the Lead Network Pastor, in consultation with the other Collective Elders.
- b. A husband and wife can be appointed as Collective Elders to serve a MicroChurch Collective as long as both meet the qualifications set forth in Section 10.3 above.
- c. Network Pastors will usually be appointed by the Lead Network Pastor to the Collective Elders (whether the Network Pastor is assigned a MicroChurch Collective or not).

Section 10.5 Term

One year appointment renewable up to 5 years and possibly longer if two other Collective Elders agree with the extended re-appointment by the Lead Network Pastor.

Section 10.6 Removal from Office

The Lead Network Pastor may remove a Collective Elder from office at-will, after consultation with two other Collective Elders.

Section 10.6 Leadership

The Lead Network Pastor will provide overall leadership to the Collective Elders. The Lead Network Pastor may appoint other Network Pastors or Collective Elders to lead regional Collective Elders Districts (as numbers of MicroChurches increase and/or distance between MicroChurches increase).

Section 10.8 Meetings

- a. The Collective Elders will meet at least twice a year.
- b. The Collective Elders will see to it that minutes of their meetings are kept.

ARTICLE 11

NETWORK PASTORS

Section 11.1 Responsibilities

The responsibilities of each Network Pastors shall be defined by the Lead Network Pastor and shall be given to each Network Pastor in writing. The Network Pastors partner with the Lead Network Pastor in equipping the Network for mission and ministry.

Section 11.2 Qualifications

The qualifications for a Network Pastor shall include those listed in 1 Timothy 3 and Titus 1. Network Pastors shall affirm their agreement with the Statement of Faith of the Vineyard along with the Theological Distinctives of The Way MicroChurches that are in operation, and their support of the purpose, vision and values of the Network, and shall conduct themselves in a manner that is consistent therewith. Any other qualifications shall be determined by the Lead Network Pastor.

Section 11.3 Appointment

The Lead Network Pastor shall appoint all Network Pastors, after consultation with the Board of Directors.

Section 11.4 Removal from Office

The Lead Network Pastor may remove a Network Pastor from office at-will, after consultation with the Board of Directors.

ARTICLE 12

ORDINATION

Section 12.1 Ordination or Commission

The Board of Directors may ordain or commission into Christian ministry anyone qualified and accepted for ministry in accordance with 1 Timothy 3 and Titus 1, and any additional policies for ordination as may be adopted by the Board of Directors.

ARTICLE 13

NON-PASTORAL STAFF

Section 13.1 Responsibilities

The responsibilities of each non-pastoral staff member shall be defined by the Lead Network Pastor (or his/her delegate) and shall be given to each staff member in writing. The staff partners with the Lead Network Pastor in equipping and administering the Network for mission and ministry.

Section 13.2 Qualifications

The qualifications of each non-pastoral staff position shall be determined by the Lead Network Pastor (or his/her delegate). All staff members shall affirm their agreement with the Statement of Faith of the Vineyard along with the Theological Distinctives of The Way MicroChurches that are in operation, and their support of the purpose, vision and values of the Network, and shall conduct themselves in a manner that is consistent therewith.

Section 13.3 Appoint

The Lead Network Pastor (or his/her delegate) shall appoint all non-pastoral members of the staff.

Section 13.4 Removal from Office

The Lead Network Pastor (or his/her delegate) may remove a non-pastoral staff member at-will without consultation with the Board of Directors.

ARTICLE 14

NEW MICROCHURCHES AND MICROCHURCH LEADERS

Section 14.1 Organic Growth of the Network

- a. Normally MicroChurches and MicroChurch leaders will be replicated from existing MicroChurches and MicroChurch leaders.
- b. These new MicroChurch leaders will affirm their agreement with the Statement of Faith of the Vineyard along with the Theological Distinctives of The Way MicroChurches that are in operation and their support of the purpose, vision and values of the Network.
- c. These new MicroChurches and MicroChurch leaders will welcome The Way MicroChurches Network's leadership, training, help, supervision, spiritual oversight and accountability.
- d. Their inclusion in The Way MicroChurches Network will be celebrated by the Collective Elders.
- e. These new MicroChurches and MicroChurch leaders will be commissioned by a Collective Elder with the laying on of hands.
- f. The exclusion of these MicroChurches and MicroChurch leaders from The Way MicroChurch Network will be determined by the Collective Elders or upon their own determination.
- g. Once again, the mutual relationship between the MicroChurches and MicroChurch leaders and The Way MicroChurches Network is at-will.

Section 14.2 External Growth to the Network

- a. Outside MicroChurches and MicroChurch leaders may join The Way MicroChurch Network upon affirming their agreement with the Statement of Faith of the Vineyard along with the Theological Distinctives of The Way MicroChurches that are in operation and their support of the purpose, vision and values of the Network.
- b. These new MicroChurches and MicroChurch leaders will welcome The Way MicroChurches Network's leadership, training, help, supervision, spiritual oversight and accountability.
- c. Their inclusion in The Way MicroChurches Network will be endorsed by the Collective Elders.

- d. These new MicroChurches and MicroChurch leaders will be commissioned by a Collective Elder with the laying on of hands.
- e. The exclusion of these MicroChurches and MicroChurch leaders from The Way MicroChurch Network will be determined by the Collective Elders or upon their own determination.
- f. Once again, the mutual relationship between the MicroChurches and MicroChurch leaders and The Way MicroChurches Network is at-will.

ARTICLE 15

NEW NETWORKS

- a. The Board of Directors will determine when to start a new Network of The Way MicroChurches (for example, for mission to a new people, place or pain) and when to welcome an independent Network to The Way MicroChurches. These new Networks will affirm their agreement with the Statement of Faith of the Vineyard along with the Theological Distinctives of The Way MicroChurches that are in operation and their support of the purpose, vision and values of the Network.
- b. These new Networks will operate under the provisions of these Bylaws.

ARTICLE 16

INDEMNIFICATION

Section 16.1 Indemnification

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the corporation, to the fullest extent permitted under the laws of Michigan as it may be amended from time to time.

Section 16.2 Definition of Agent

For the purposes of this Article, "Agent" means any person who is or was a Director, Officer, or Employee or Elder other agent of this corporation, or is or was serving at the request of the corporation as a Director, Officer, Employee, Pastor, Elder or Agent of another foreign or domestic association, corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, Employee, Pastor, Elder or Agent of a foreign or domestic organization which was a predecessor organization.

ARTICLE 17

RECEIPT, INVESTMENT AND DISBURSEMENT OF FUNDS

Section 17.1 Receipt of Funds

The corporation shall receive all monies and/or other properties transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board of Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the corporation as shown by said Articles.

Section 17.2 Investment of Funds

The corporation shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

Section 17.3 Disbursement of Funds

No disbursement of corporation money or property shall be made until it is first approved by the President of the corporation or by the Treasurer or by the Board of Directors. However, the Board of Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the officers of the corporation from time to time to make disbursements to implement said appropriations.

Section 17.4 Instruments in Writing

All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by such officer or officers, agent or agents, as the Board of Directors may from time to time by resolution designate.

ARTICLE 18

CORPORATE RECORDS AND REPORTS

Section 18.1 Records

The Corporation shall maintain adequate and correct accounts, books and records of its business and properties. All such books, records and accounts shall be kept at its principal place of business in the State of Michigan as fixed by the Board of Directors from time to time.

Section 18.2 Inspection of Books and Records

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation, and also of its subsidiary organizations, if any.

Section 18.4 Certification and Inspection of Bylaws

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the Board of Directors at all reasonable times during normal office hours.

ARTICLE 19

IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 19.1 Limitations On Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this 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 provisions of these Bylaws, this corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 19.2 Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

ARTICLE 20

CONFLICT OF INTEREST POLICY

Section 20.1 General Policy

All conflicts of interest and even the appearance of conflict of interest must be avoided by all members of the Board of Directors, employees, consultants and those who provide services or furnish goods to the organization. If any possible conflict of interest arises, it is the duty of the party involved to immediately declare such conflict of interest to the Board of Directors.

After disclosure of the potential conflict and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors' members or committee members shall decide if a conflict of interest exists.

After exercising due diligence, the governing Board of Directors or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board of Directors or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 20.2 Staff Conflict of Interest

Any Director who is also on staff or directly related to a staff member shall exclude himself/herself from any discussions involving their own employment or compensation or that of their relative. Relatives, for purposes of this section, shall include spouses, brothers, brothers-in-law, sisters, sisters-in-law, sons, daughters, parents, parents-in-law, and grandparents.

Section 20.3 Limitation on Political Activity

The Board of Directors shall not actively participate in the political candidacy of any person.

ARTICLE 21

AMENDMENT OF BYLAWS

These Bylaws may be amended at any meeting of the Directors, if each of the following has been satisfied:

- a. The agenda for the meeting listed Amendment of the Bylaws as a topic of the meeting.
- b. The text of the proposed amendments was given to each Director in writing at least ten days prior to the meeting.

Any change in Bylaws must receive a positive vote by two-thirds of the Directors, and shall take immediate effect.

ARTICLE 22

DISTRIBUTION UPON DISSOLUTION

On the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining corporate assets shall be distributed to another Christian church planting organization operated for purposes similar to that set forth in Article 2, or a fund, foundation or organization organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 23

CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with the Secretary of State and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of The Way MicroChurches, do hereby certify that the above Bylaws were adopted by the Board of Directors of said corporation in a regularly called meeting on _____. Said Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this corporation.

Name, Secretary

Date