

# **Constitution and Bylaws**

the

**Theology, Strategy and Structure of Ministry**

at



**MOSAIC CHURCH**

Adopted – February 28, 2010

Amended – February 9, 2017

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# Preamble

## Declaration:

United by the grace of God in Christian experience and doctrinal belief, the members of this local church recognize Jesus Christ as Supreme Lord and Lawgiver and the Bible as the inspired word of God, and agree to accept it as our rule of faith and practice. Declaring that we are a resource for people to meet Jesus and become members of his family, of encouragement for their Christ-like maturity, of equipping them to magnify God, and to accomplish their personal ministry in the church and life mission in the world, we hereby establish and adopt this document as our Constitution and Bylaws.

The Constitution section describes a picture of the church, its appearance, including its mission, statement of faith, affiliations and leadership methodology. The Bylaws section describes an operational guide for the church, its governance, including its structure, operating principles, membership, leadership, manner of acting, and processes and procedures by which the church ensures the best possible environment in which to accomplish its God-given mission and biblical Mandate.

The liberties of each church member and principles of our faith will be preserved. We will be governed in an orderly manner. Our freedom of action in relation to other churches will be recognized. The Constitution and Bylaws become effective as of the date of adoption by this church body.

## Scriptural Basis:

*Matthew 28:18-20 And Jesus came up and spoke to them, saying, "All authority has been given to Me in heaven and on earth. 19 "Go therefore and make disciples of all the nations, baptizing them in the name of the Father and the Son and the Holy Spirit, 20 teaching them to observe all that I commanded you; and lo, I am with you always, even to the end of the age." NAS*

*Acts 2:41-47 So then, those who had received his word were baptized; and there were added that day about three thousand souls. 42 And they were continually devoting themselves to the apostles' teaching and to fellowship, to the breaking of bread and to prayer. 43 And everyone kept feeling a sense of awe; and many wonders and signs were taking place through the apostles. 44 And all those who had believed were together, and had all things in common; 45 and they began selling their property and possessions, and were sharing them with all, as anyone might have need. 46 And day-by-day continuing with one mind in the temple, and breaking bread from house to house, they were taking their meals together with gladness and sincerity of heart, 47 praising God, and having favor with all the people. And the Lord was adding to their number day by day those who were being saved. NAS*

*Ephesians 1:22-23 And He put all things in subjection under His feet, and gave Him as head over all things to the church, 23 which is His body, the fullness of Him who fills all in all. NAS*

*1 Peter 3:8-9 To sum up, let all be harmonious, sympathetic, brotherly, kindhearted, and humble in spirit; 9 not returning evil for evil, or insult for insult, but giving a blessing instead; for you were called for the very purpose that you might inherit a blessing. NAS*

*1 Corinthians 12:24b-27 But God has so composed the body, giving more abundant honor to that member which lacked, 25 that there should be no division in the body, but that the members should have the same care for one another. 26 And if one member suffers, all the members suffer with it; if one member is honored, all the members rejoice with it. 27 Now you are Christ's body, and individually members of it. NAS*

*Ephesians 3:8-12 To me, the very least of all saints, this grace was given, to preach to the Gentiles the unfathomable riches of Christ, 9 and to bring to light what is the administration of the mystery which for ages has been hidden in God, who created all things; 10 in order that the manifold wisdom of God might now be made known through the church to the rulers and the authorities in the heavenly places. 11 This was in accordance with the eternal purpose which He carried out in Christ Jesus our Lord, 12 in whom we have boldness and confident access through faith in Him. NAS*

*Ephesians 5:24-27 Husbands, love your wives, just as Christ also loved the church and gave Himself up for her; 26 that He might sanctify her, having cleansed her by the washing of water with the word, 27 that He might present to Himself the church in all her glory, having no spot or wrinkle or any such thing; but that she should be holy and blameless. NAS*

## **SECTION ONE**

### **Constitution**

*Ephesians 2:19-22 So then you are no longer strangers and aliens, but you are fellow citizens with the saints, and are of God's household, having been built upon the foundation of the apostles and prophets, Christ Jesus Himself being the corner stone, in whom the whole building, being fitted together is growing into a holy temple in the Lord; in whom you also are being built together into a dwelling of God in the Spirit. NAS*

#### **ARTICLE I.**

#### **NAME AND PRINCIPAL OFFICE**

The name of the corporation is Mosaic Church Austin. However, as a means of eliminating obstacles that prevent people from exploring the claims of Christ through a local church, it will operate publicly under the name "Mosaic Church Austin." This corporate organism will be further referred to in this document as "Mosaic." Mosaic maintains its principal office at 12675 Research Blvd, Austin, TX, 78759.

## ARTICLE II.

## MISSION

We exist to bring glory to God through lives changed by the gospel of Jesus Christ. We do this by... Actively proclaiming the gospel in our community to those who do not believe and by actively pursuing the ongoing renovation of our own lives by the grace of God found in the gospel. We long to see people change in such a way that they find themselves:

**Worshipping God** – Honoring God both corporately in large and small gatherings and privately alone with God.

**Living by God's Word** – Understanding the Bible as the ultimate authority for daily living and involved in corporate, small group, and private Bible study.

**Contributing to God's Work** – Using spiritual gifts, time, abilities, and finances for God's glory.

**Connecting with God's people** – Pursuing Christ-honoring relationships at home, in the church, at work, and in the community.

**Impacting God's World** – Reaching out to the lost and unchurched by praying, giving a verbal witness and inviting them to Mosaic events and groups.

## ARTICLE III.

## VALUES

The following are values that will define our journey as Members of Mosaic.

Church:

**Intimacy with God** – The record in Acts 2:42 shows that believers devoted themselves “to the apostles’ teaching and to the fellowship, to the breaking of bread and to prayer.” These passages suggest a level of intentional intimacy that surpasses the hollow and conditional religious drills of “normal” Christianity. We are called to a close intimate relationship with the Creator.

**Biblical Authority** – The Scriptures are the authoritative and normative rule and guide of all Christian life, practice and doctrine. Therefore, we must allow the Bible to be the authority for our everyday lives.

**Relevant Environments** – Whether it's in our worship service or in a small group setting or in everyday conversations, we will be intentional about creating environments that are conducive to the work of the Holy Spirit in the hearts of people. When these environments are combined with biblical leadership, we create an avenue for the Holy Spirit.

**Relational Evangelism** – Rather than taking on the nameless masses, we can look at our personal spheres of influence as a place to begin our evangelism efforts. There is a reason why we have the friends we have, the neighbors we have, and the jobs we have. It is because God has planted us there to help others know His saving grace.

**Authentic Community** – Putting off falsehood goes beyond what we simply say. It means dropping the pretense that keeps relationships superficial and at arm's length. Authenticity means admitting to each other that we are indeed sinners and in need of God.

**Strategic Service** – The Bible is clear about how God intended His church to function – believers using their spiritual gifts to bring His church and His name glory. We believe we achieve maximum

impact when we coordinate a strategic exercise of the gifts in the body.

**Intentional Apprenticeship** – We are all responsible for passing along to others the knowledge, skill and opportunities for service. We value the opportunity to build up other leaders who can join us in doing God’s work.

**ARTICLE IV. STATEMENT OF FAITH**

We recognize that the unity of the universal church is based solely on the person and work of Jesus and not on absolute agreement of other doctrines outside the atoning work of Jesus. While we as a local fellowship of believers understand that some believers do not agree with all of the following doctrinal beliefs, we ask that all incoming members agree with the following statement of faith:

**GOD IS TRIUNE** – There is one God: infinite, eternal, almighty and perfect in holiness, truth and love. In the unity of the godhead there are three Persons, Father, Son and Holy Spirit, co-existent, co-equal, co-eternal. The Father is not the Son and the Son is not the Holy Spirit, yet each is truly Deity. One God – Father, Son and Holy Spirit – is the foundation of Christian faith and life.

**GOD THE FATHER** – God the Father is the Creator of heaven and earth. By His word and for His glory, He freely and supernaturally created the world from nothing. Through the same Word He daily sustains all His creatures. He rules over all and is the only Sovereign. His plans and purposes cannot be thwarted. He is faithful to every promise, works all things together for good to those who love Him and in His unfathomable grace gave His Son Jesus Christ for mankind’s redemption. He made man for fellowship with Himself, and intended that all creation should live to the praise of His glory.

**JESUS CHRIST** – Jesus Christ, the only begotten Son of God, is the eternal Word made flesh, supernaturally conceived by the Holy Spirit, born of the Virgin Mary. He is perfect in nature, teaching and obedience. He is fully God and was fully man. He was always with God and is God. Through Him, all things came into being and were created. He was before all things and in Him all things hold together by the word of His power. He is the image of the invisible God, the first-born of all creation and in Him dwells the fullness of the godhead bodily. He is the only Savior for the sins of the world having shed His blood and died a vicarious death on Calvary’s cross. By His death in our place, He revealed the divine love and upheld divine justice, removing our guilt and reconciling us to God. Having redeemed us from sin, the third day He rose bodily from the grave, victorious over death and the powers of darkness and for a period of forty days appeared to over 500 witnesses performing many convincing proofs of His resurrection. He ascended into heaven where, at God’s right hand, He intercedes for His people and rules as Lord over all. He is the Head of His body, the church, and should be adored, loved, served, and obeyed by all.

**THE HOLY SPIRIT** – The Holy Spirit, the Lord and Giver of life, convicts the world of sin, righteousness and judgment. Through the proclamation of the gospel, He persuades men to repent of their sins and confess Jesus as Lord. By the same Spirit, a person is led to trust in divine mercy. The Holy Spirit unites believers to Jesus Christ in faith, brings about the new birth and dwells within the regenerate. The Holy Spirit has come to glorify the Son who in turn came to glorify the Father. He will lead the church into a right understanding and rich application of the truth of God’s Word. He is to be respected, honored and worshipped as God the Third Person of the Trinity.

**THE SCRIPTURES** – We accept the Bible, including the 39 books of the Old Testament and the 27

books of the New Testament, as the written Word of God. The Bible is an essential and infallible record of God's self-disclosure to mankind. It leads us to salvation through faith in Jesus Christ. Being given by God, the Scriptures are both fully and verbally inspired by God. Therefore, as originally given, the Bible is free of error in all it teaches. Each book is to be interpreted according to its context and purpose and in reverent obedience to the Lord who speaks through it in living power. All believers are exhorted to study the Scriptures and diligently apply them to their lives. The Scriptures are the authoritative and normative rule and guide of all Christian life, practice and doctrine. They are totally sufficient and must not be added to, superseded or changed by later tradition, extra-biblical revelation or worldly wisdom. Every doctrinal formulation, whether of creed, confession, or theology must be put to the test of the full counsel of God in Holy Scripture.

**MAN** – God made man – male and female – in His own image, as the crown of creation, that man might have fellowship with Him. Tempted by Satan, man rebelled against God. Being estranged from his Maker, yet responsible to Him, he became subject to divine wrath, inwardly depraved and apart from a special work of grace, utterly incapable of returning to God. This depravity is radical and pervasive. It extends to his mind, will and affections. Unregenerate man lives under the dominion of sin and Satan. He is at enmity with God, hostile toward God, and hateful of God. Fallen, sinful people, whatever their character or attainments, are lost and without hope apart from salvation in Christ.

**THE GOSPEL** – Jesus Christ is the gospel. The good news is revealed in His birth, life, death, resurrection, and ascension. Christ's crucifixion is the heart of the gospel, His resurrection is the power of the gospel and His ascension is the glory of the gospel. Christ's death is a substitutionary and propitiatory sacrifice to God for our sins. It satisfies the demands of God's holy justice and appeases His holy wrath. It also demonstrates His mysterious love and reveals His amazing grace. Jesus Christ is the only mediator between God and man. There is no other name by which men must be saved. At the heart of all sound doctrine is the cross of Jesus Christ and the infinite privilege that redeemed sinners have of glorifying God is because of what He has accomplished. Therefore, we want all that takes place in our hearts, churches and ministries to proceed from and be related to the cross.

**MAN'S RESPONSE TO THE GOSPEL** – Man's response to the gospel is rooted and grounded in the free and unconditional election of God for His own pleasure and glory. It is also true that the message of the gospel is only effectual to those who genuinely repent of their sins and by God's grace put saving faith in Christ. This gospel of grace is to be sincerely preached to all men in all nations. Biblical repentance is characterized by a changed life, and saving faith is evidenced by kingdom service or works. While neither repentance nor works save, unless a person is willing to deny himself, pick up his cross, and follow Christ, he cannot become His disciple.

**MAN'S INHERITANCE THROUGH THE GOSPEL** – Salvation, the free gift of God, is provided by grace alone, through faith alone, because of Christ alone, for the glory of God alone. Anyone turning from sin in repentance and looking to Christ and His substitutionary death receives the gift of eternal life and is declared righteous by God as a free gift. The righteousness of Christ is imputed to him. He is justified and fully accepted by God. Through Christ's atonement for sin, an individual is reconciled to God as Father and becomes His child. The believer is forgiven the debt of his sin and via the miracle of regeneration liberated from the law of sin and death into the freedom of God's Spirit.



**SANCTIFICATION** – The Holy Spirit is the active agent in our sanctification and seeks to produce His fruit in us as our minds are renewed and we are conformed to the image of Christ. Though indwelling sin remains a reality, as we are led by the Spirit, we grow in the knowledge of the Lord, freely keeping His commandments and endeavoring to so live in the world that all people may see our good works and glorify our Father who is in heaven. All believers are exhorted to persevere in the faith knowing they will have to give an account to God for their every thought, word and deed. The spiritual disciplines, especially Bible study, prayer, worship, and confession, are a vital means of grace in this regard. Nevertheless, the believer's ultimate confidence to persevere is based in the sure promise of God to preserve His people until the end, which is most certain.

**EMPOWERED BY THE SPIRIT** – The Holy Spirit empowers believers for Christian witness and service. The promise of the Father is freely available to all who believe in Jesus Christ, thereby enabling them to exercise the powers of the age to come in ministry and mission. The Holy Spirit desires to continually fill each believer with power to witness, and imparts His supernatural gifts for the edification of the Body and the work of ministry in the world. All the gifts of the Holy Spirit at work in the church of the first-century are available today and are to be earnestly desired and practiced. They are essential in the mission of the church in the world today.

**THE CHURCH** – God by His Word and Spirit creates the church, calling sinful men out of the whole human race into the fellowship of Christ's Body. By the same Word and Spirit, He guides and preserves that new redeemed humanity. The church is not a religious institution or denomination. Rather, the church universal is made up of those who have become genuine followers of Jesus Christ and have personally appropriated the gospel. The church exists to worship and glorify God as Father, Son and Holy Spirit. It also exists to serve Him by faithfully doing His will in the earth. This involves a commitment to see the gospel preached and churches planted in the entire world for a testimony. The ultimate mission of the church is the making of disciples through the preaching of the gospel. When God transforms human nature, this then becomes the chief means of society's transformation. Upon conversion, newly redeemed men and women are added to a local church in which they devote themselves to teaching, fellowship, the Lord's Supper, and prayer. All members of the church universal are to be a vital and committed part of a local church. In this context, they are called to walk out the New Covenant as the people of God and demonstrate the reality of the kingdom of God. The ascended Christ has given gift ministries to the church (including apostles, prophets, evangelists, pastors, and teachers) for the equipping of Christ's body that it might mature and grow. Through the gift ministries, all members of the church are to be nurtured and equipped for the work of the ministry. In the context of the local church, God's people receive pastoral care and leadership, and the opportunity to employ their God-given gifts in His service in relation to one another and to the world.

**SACRAMENTS OF THE CHURCH** – Water baptism is only intended for the individual who has received the saving benefits of Christ's atoning work and become His disciple. Therefore, in obedience to Christ's command and as a testimony to God, the church, oneself and the world, a believer should be immersed in water in the name of the Father, Son and Holy Spirit. Water baptism is a visual demonstration of a person's union with Christ in the likeness of His death and resurrection. It signifies that his former way of life has been put to death and vividly depicts a person's release from the mastery of sin. As with water baptism, the Lord's Supper is to be observed only by those who have become genuine followers of Christ. This ordinance symbolizes the breaking of Christ's body and the shedding of His blood on our behalf, and is to be observed repeatedly throughout the Christian life as a sign of continued participation in the atoning benefits of Christ's death. As we

partake of the Lord's Supper with an attitude of faith and self-examination, we remember and proclaim the death of Christ, receive spiritual nourishment for our souls, and signify our unity with other members of Christ's body.

**THE CONSUMMATION** – The consummation of all things includes the visible, personal and glorious return of Jesus Christ, the resurrection of the dead and the translation of those alive in Christ, the judgment of the just and the unjust, and the fulfillment of Christ's kingdom in the new heavens and the new earth. In the consummation, Satan with his hosts and all those outside Christ are finally separated from the benevolent presence of God, enduring eternal punishment, but the righteous, in glorious bodies, shall live and reign with Him forever, serving Him and giving Him unending praise and glory. Then shall the eager expectation of creation be fulfilled and the whole earth shall proclaim the glory of God Who makes all things new.

## **ARTICLE V.**

## **POLITY**

*Colossians 1:15-18 And He [Jesus] is the image of the invisible God, the first-born of all creation. For by Him all things were created, both in the heavens and on earth, visible and invisible, whether thrones or dominions or rulers or authorities -- all things have been created by Him and for Him. And He is before all things, and in Him all things hold together. He is also head of the body, the church; and He is the beginning, the first-born from the dead; so that He Himself might come to have first place in everything. NAS*

Jesus Christ is the head of the church and the true source of all the church is and does. His glory is to be the object of every act, function and motive of the body both individually and corporately. It is before Him that all other leadership must bow. He communicates his will for the church through his Word, the Bible. He also gives guidance by the leading of the Holy Spirit who dwells in the heart of each believer. He calls out leaders for the church to whom He has given specific spiritual gifts. These leaders are given the ultimate responsibility for the oversight of the church body and the shepherding of its members. The government of this church is vested in its elders. (Refer to Article VI. Plurality of Leadership.)

All internal groups formed and empowered by the church shall exist to further the purpose of the church. These groups shall be accountable to the elders. The elders shall be accountable to God and to the church.

## **ARTICLE VI.**

## **PLURALITY OF LEADERSHIP**

*Acts 14:23 And when they [Paul and Barnabas] had appointed elders for them in every church, having prayed with fasting, they commended them to the Lord in whom they had believed. NAS*

*Acts 20:28 "Be on guard for yourselves and for all the flock, among which the Holy Spirit has made you overseers, to shepherd the church of God which He purchased with His own blood." NAS*

*Titus 1:5 The reason I left you in Crete was that you might straighten out what was left unfinished and appoint elders in every town, as I directed you. NIV*

The New Testament clearly teaches that the church is to be led by a plurality of godly Christ followers.

Their assignment falls into four categories: First, they are given the responsibility, accountability and authority to skillfully and lovingly lead the flock. Next, they are to feed the flock, offering accurate and insightful teaching of the Scripture. Third, they are to care for the flock. This care is shown in the love, concern, prayers, ministry, and adept management of church resources.

Finally, they are to protect the flock from harmful influences and beliefs. These leaders are known by three titles, each of which reveals a separate aspect of their function. All three titles are used in

*1 Peter 5:1-2 To the elders among you, I appeal as a fellow elder, a witness of Christ's sufferings and one who also will share in the glory to be revealed: Be shepherds of God's flock that is under your care, serving as overseers -- not because you must, but because you are willing, as God wants you to be; not greedy for money, but eager to serve; not lording it over those entrusted to you, but being examples to the flock. NIV*

They are first called “elders.” An elder (Greek “presbuteros”) is a godly leader whose wisdom and maturity are respected by God’s people. Next, these are people who give oversight. That is, they are “overseers” (Greek “episkapos”). An overseer is a person who is a good manager of resources and a guardian of people. Finally, these leaders are called “shepherds,” which is also translated as “pastors” (Greek “poimain”). This word refers to the role of caring for and leading the flock. Within the New Testament model of church organization, authority for leadership is not granted to just one individual pastor, nor is it given as democratic rule by the congregation. Instead, the Bible states that authority for leadership is conducted by a plurality of leaders who are appointed by the church and accountable to God. The Scripture further teaches that when the church supports the elders, both the church body and individual Christian will flourish (Hebrews 13:17; 1 Thessalonians 5:12-13; 1 Peter 5:1-5; Acts 20:28). These elders do not form a separated “clergy class” of Christians. Instead, the elders, some of whom fill church vocational roles or other non-vocational roles, are like family with the people, always seeking God’s best for the members of the church (Acts 14:23; Titus 1:5; 2 Corinthians 8:19).

## **ARTICLE VII.**

## **ORDINANCES**

Jesus instructed his disciples to remember his death and resurrection. He gave the church two visible symbols called “ordinances” as reminders of his death. The two ordinances are Baptism and the Lord’s Supper. Neither of these acts of obedience to Jesus is a means of obtaining salvation. (Refer to Constitution Article IV. Statement of Faith)

## **ARTICLE VIII.**

## **AFFILIATIONS**

This church is subject to the general supervision of the Board of Directors of Every Nation Churches & Ministries (Every Nation), a California nonprofit religious corporation. (Refer to Bylaws Article II Mosaic Leadership).

## ARTICLE IX. AMENDMENTS TO THE CONSTITUTION

Amendments to this Constitution shall be made in the same manner as amendments to the following Bylaws. (Refer to Bylaws Article VII. Amendments to Bylaws.)

## SECTION TWO

### Bylaws

*1 Corinthians 14:33 ... for God is not a God of confusion but of peace, as in all the churches of the saints. 40 ... let all things be done properly and in an orderly manner. NAS*

## ARTICLE I. MEMBERSHIP

### 1.01 General

Mosaic Church Austin (Mosaic) shall have a single class of Members, who are individuals who have complied with the Membership Process in Article 1.03 of these Bylaws. The Members recognize that, collectively, Mosaic is more than an organization, even more than an evangelistic or teaching organization. Mosaic is a community of faith in Jesus Christ. While various meetings of our community will include attenders and guests, Mosaic also has fully participating Members. The difference between “attenders” and “Members” can be summed up in the word “commitment.”

### 1.02 Membership defined

The Bible actually describes two kinds of membership. The first is membership within the universal Body of Christ; one body of believers that transcends space and time (1 Corinthians 12:12-13; Ephesians 2:13-22; 4:3-6; Colossians 1:13-22). Membership in the universal church of Jesus Christ is based solely on Christ’s merit and grace. This membership is eternal and unchanging. The Bible also urges members of His universal body to become members of a specific local assembly (Romans 12:4-8; 1 Corinthians 12:25-31; 14:12; 26; Hebrews 10:24-25; 1 Timothy 3:14-15).

At Mosaic, we recognize the need for a formal membership for at least four major reasons.

**Biblical:** Christ is committed to the church. In Ephesians 5:25 Paul wrote, “... Christ also loved the church and gave Himself up for her...” (NAS). Also, in the New Testament, believers clearly identified themselves with a specific local body and were challenged to become devoted, committed participants.

**Cultural:** We live in an age where very few want to be committed to anything...a job, a marriage, our country. This attitude has produced the phenomenon of “church shoppers and hoppers.” Formal church membership swims against the current of “consumer religion” by building character through commitment to a local body.

**Practical:** Membership defines who can be counted on to build and sustain the ministries of the church. It identifies our community, our family, and is valuable to the leaders of the church as they fulfill their God-given task of shepherding.

**Personal:** Membership produces spiritual growth. The New Testament outlines the essential need for Christians to be accountable to each other for spiritual maturity. Membership in a local body constitutes a key component of practical accountability. Membership provides proper care to the member by holding each accountable to the truth of God's Word. Membership can be a significant "defining moment" in one's lifelong discipleship journey.

### **1.03 Membership Requirements**

To be accepted as a Member of Mosaic, a person:

- must be an age of twelve or older;
- must have received Jesus Christ as Lord and Savior (as the leader of one's life and the forgiver of one's sins);
- must have been baptized by immersion in water the way Jesus demonstrated;
- must have attended the Membership class or its equivalent;
- must support Mosaic's statements, strategy and structure, and accept biblically defined responsibilities; and
- must be interviewed by an Elder (a person seated on the Board of Elders as described in Article 2.01 of these Bylaws) or another designated person to verbalize their personal testimony, and to determine the integrity of their faith and their desire to be committed to Mosaic.

### **1.04 Responsibilities and Privileges of Membership**

Members of Mosaic shall have the responsibility and privilege to join God in the great work He is doing through our church body. This means that it is our responsibility and privilege to be active in serving Him through the church. One way we do this is by discovering our spiritual gifts and finding a place of service that best puts those gifts to use for His kingdom. Members shall not be entitled to vote on issues regarding the management or affairs of Mosaic.

### **1.05 Termination of Membership**

Members may be removed for the following reasons:

- Death;
- Transfer to another church;
- Personal written request of the Member;
- Should any Member not appear at any Mosaic function or not obviously participate in at least one worship, teaching, prayer meeting, small group meeting for a period of at least six months, the Board of Elders will consider the removal of that person as a Member, within the process described in Article 1.06 Discipline of Members.

- Dismissal by Mosaic is initiated through a process operated by the Elders when a Member's life and conduct fail to meet the requirements of Membership as proscribed by these Bylaws. This discipline process is described in Article 1.06 Discipline of Members.

## 1.06 Discipline of Members

*1 Corinthians 5:6-7 Your boasting is not good. Don't you know that a little yeast works through the whole batch of dough? Get rid of the old yeast that you may be a new batch without yeast--as you really are. For Christ, our Passover lamb, has been sacrificed. NIV*

*Ephesians 4:13 . . . until we all reach unity in the faith and in the knowledge of the Son of God and become mature, attaining to the whole measure of the fullness of Christ. NIV*

*1 Timothy 5:20 Those who sin are to be rebuked publicly, so that the others may take warning. NIV*

*Hebrews 12:11 No discipline seems pleasant at the time, but painful. Later on, however, it produces a harvest of righteousness and peace for those who have been trained by it. NIV*

*1 Peter 1:15-16 But just as he who called you is holy, so be holy in all you do; for it is written: "Be holy, because I am holy." NIV*

*1 Peter 2:12 Live such good lives among the pagans that, though they accuse you of doing wrong, they may see your good deeds and glorify God on the day he visits us. NIV*

*Galatians 6:1 Brothers, if someone is caught in a sin, you who are spiritual should restore him gently. But watch yourself, or you also may be tempted. NIV*

*Matthew 18 <sup>15</sup>"If your brother sins against you,<sup>[b]</sup> go and show him his fault, just between the two of you. If he listens to you, you have won your brother over. <sup>16</sup>But if he will not listen, take one or two others along, so that 'every matter may be established by the testimony of two or three witnesses.'<sup>[c]</sup> <sup>17</sup>If he refuses to listen to them, tell it to the church; and if he refuses to listen even to the church, treat him as you would a pagan or a tax collector.*

*<sup>18</sup>"I tell you the truth, whatever you bind on earth will be<sup>[d]</sup> bound in heaven, and whatever you loose on earth will be<sup>[e]</sup> loosed in heaven. NIV*

### (a) Purpose

The purpose for discipline of Members is three-fold:

- the glorification of God,
- the welfare, purity and edification of the church, and
- the repentance and spiritual growth of the offender.

### (b) Discipline Process

Members and all other professing Christians who regularly attend Mosaic, who err in biblical doctrine or conduct ("Erring Member"), shall be subject to discipline according to Matthew 18:15-18. The attitude of Members toward one another shall be guided by a concern for redemption rather than punishment. The process for discipline will proceed as follows:

- It shall be the duty of any Member who has knowledge of the Erring Member's unbiblical beliefs or misconduct to warn and to correct such Erring Member in private, seeking his or her repentance and restoration. If the Erring Member does not heed this warning, then,

- The Member shall again go to the Erring Member accompanied by one or two witnesses to warn and correct the erring person, seeking his or her repentance and restoration. If the Erring Member still refuses to heed this warning, then,
- It shall be brought to the attention of the Board of Elders. (It is understood that this process will continue to conclusion if the Erring Member seeks to withdraw from membership to avoid the discipline process.) The Board of Elders will appropriately investigate any allegation brought by any Member against another Member. If these allegations are warranted, two or more of the Elders will contact the Erring Member and seek his or her repentance and restoration.

### **(c) Termination of Membership**

If, after the process described in Article 1.06(b), above, has been fully exhausted, and the Erring Member refuses to be restored, the matter will be presented to the Board of Elders who will act to protect Mosaic by removing the Erring Member's membership and notifying Mosaic in accordance with Matthew 18. However, even at this point, Mosaic will continue to pray for the restoration of the Erring Member.

### **1.07 Reinstatement of Membership**

If the member dismissed through the process in Article 1.06 (Discipline of Members) heeds the warning, demonstrates repentance, and requests reinstatement, he or she shall be publicly restored as a Member through the affirmation of the Board of Elders and notification of the Members of Mosaic.

## **ARTICLE II.**

## **MOSAIC LEADERSHIP**

### **2.01 The Board of Elders**

#### **(a) Mosaic Management**

The affairs of Mosaic shall be managed by the Board of Elders, which shall be comprised of no less than three individuals who qualify to sit on the Board of Elders. These individuals shall be referred to as Elders.

#### **(b) Purpose**

The Board of Elders serves as the "spiritual overseers" of the body. The biblical Elder has the responsibility for the spiritual and moral care of the flock of God whom he shepherds. When biblical Elders are established, the body functions in victory and freedom. Church order is maintained because a centralized authority is established and recognized by the body resulting in the following:

- Unified vision,
- Accountable leadership and service,
- Shared responsibility for the equipping of the saints as member-ministers, and

- Restorative church discipline.

Elders are called, appointed of God because of their spiritual qualifications and are servants who consistently seek direction for the body from the Lord through prayer and diligent study of the Bible while maintaining the highest standards of integrity after receiving information and communicating with God, and maturity before God and man. The Elders are to complement the Lead Pastor as he carries out his responsibilities.

### **(c) Responsibilities**

The Board of Elders shall be the spiritual leaders of the congregation and responsible for establishing policies, teams, and ministries to support the work of Mosaic in the following areas without limitation: (a) spiritual matters, (b) personnel matters, (c) business and financial matters, (d) use and maintenance of Mosaic property and facilities, and (e) all ministries whether standing or arising out of a recognized need. Because the Board of Elders will be assigned responsibilities based on God's gifting to each Elder, responsibilities could change as the Lead Pastor or Board of Elders change.

The responsibilities of the Board of Elders shall be comprised of, but not limited to, the following:

- Shepherd the flock by providing spiritual leadership and accountability in accordance with Scripture (1 Timothy 5:17; Titus 1:9; 1 Peter 5:1-2);
- Pray together, listening to God for wisdom and power in caring for the body;
- Lead through example;
- Study the Bible, teach and exhort;
- Refute those who contradict the Truth and administer discipline;
- Establish objectives and goals to accomplish the mission of Mosaic;
- Evaluate achievements in accordance with the objectives and goals of Mosaic;
- Give guidance to the staff of Mosaic;
- Oversee the business affairs of Mosaic;
- Establish guidelines and leave the day-to-day coordination of the ministry to the staff of Mosaic;
- Model the active and ongoing use of spiritual gifts within the body;
- Fulfill the legal responsibilities of Trustees as defined by laws of the State of Texas (i.e., to act as legal representatives in all transactions of Mosaic involving real property transactions as approved by the body);
- Review and approve the financial audit;
- Where appropriate, delegate responsibilities to the Deacons or other Ministerial Staff within Mosaic;
- Review and approve operating budget of Mosaic;
- Ordain new Elders, Deacons and Ministerial Staff;
- Meet or assign the personnel requirements of Mosaic, including but not limited to:
- Oversight of all staff activities;
- Annual evaluation of the Lead Pastor to nurture, encourage, counsel, advise;



- Reviewing the evaluations of Ministerial Staff; and
- Employment issues.

**(d) Qualifications**

*1 Tim 3:2-7 An overseer, then must be above reproach, the husband of one wife, temperate, prudent, respectable, hospitable, able to teach, not addicted to wine or pugnacious, but gentle, uncontentious, free from the love of money. He must be one who manages his own household well, keeping his children under control with all dignity (but if a man does not know how to manage his own household, how will he take care of the church of God?); and not a new convert, lest he become conceited and fall into the condemnation incurred by the devil. And he must have a good reputation with those outside the church, so that he may not fall into reproach and snare of the devil. NAS*

*Titus 1:5-9...appoint elders in every city as I directed you, namely, if any man be above reproach, the husband of one wife, having children who believe, not accused of dissipation or rebellion. For the overseer must be above reproach as God's steward, not self-willed, not quick-tempered, not addicted to wine, not pugnacious, not fond of sordid gain, but hospitable, loving what is good, sensible, just, devout, self-controlled, holding fast the faithful word which is in accordance with the teaching, that he may be able both to exhort in sound doctrine and to refute those who contradict. NAS*

Elders at Mosaic must be adult males who have been Members of Mosaic for a minimum of one year prior to consideration (with rare exceptions) and who are:

<b>Above Reproach</b>	Elders must be blameless, presenting no patterns of scriptural disobedience or grounds for accusation.
<b>Husband of One Wife</b>	An Elder, if married, must be a devoted spouse.
<b>Temperate</b>	Elders must be self-controlled, enslaved to nothing, free from excesses.
<b>Prudent</b>	Elders must be sober, sensible, wise, balanced in judgment, not given to quick, superficial decisions based on immature thinking.
<b>Respectable</b>	Elders must demonstrate a well-ordered life and good behavior.
<b>Hospitable</b>	Elders must be unselfish with their personal resources. They must be willing to share blessings with others.
<b>Able to Teach</b>	Elders must be able to communicate the truth of God and exhort sound doctrine in a non-argumentative way (2 Timothy 4:2; 2:24).
<b>Not Addicted to Wine</b>	Elders must be free from addictions and must be willing to limit their liberty for the sake of others.
<b>Not Pugnacious</b>	Elders must be gentle and characterized by forbearance and tenderness – not having a quick temper.
<b>Uncontentious</b>	Elders must not be given to quarreling or selfish argumentation.
<b>Free from the Love of Money</b>	Elders must not be stingy, greedy nor out for sordid gain.

	They should not be preoccupied with amassing material things, but rather should be a model of giving.
<b>Manage Own Household</b>	Elders must have a well-ordered household, a healthy family life, and well-behaved children (pertains to those whose children still live under parental authority).
<b>Not New Converts</b>	Elders must not be new believers. They must have been Christians for long enough to demonstrate the reality of their conversion and depth of their spirituality.
<b>Good Reputation with Outsiders</b>	Elders must be well respected by unbelievers.
<b>Not Self-willed</b>	Elders must not be stubborn, insensitive or prone to force opinions on others.
<b>Not Quick Tempered</b>	Elders must exercise patience and self-control in difficult situations.
<b>Loves What Is Good</b>	Elders must desire the will of God in every decision.
<b>Just</b>	Elders must be fair and impartial. Their judgments must be based on scriptural principles.
<b>Devout</b>	Elders must be reverent, continually desiring to be separated from sin. They must be devoted to prayer, the study of Scripture and the guarding of their own spiritual walk (Acts 20:28).
<b>Holding Fast the Faithful Word</b>	Elders must be stable in the faith, obedient to the Word of God, continually seeking to be controlled by the Holy Spirit.

#### **(e) Selection Process**

##### **(1) Recurring Selection:**

- Elders will continuously evaluate men of Mosaic relative to the qualifications of Elders. Elders will evaluate annually whether to appoint additional Elders.
- If the Board of Elders determines that there is a need for additional Elders, they will nominate all men that they believe meet the qualifications. These men will be evaluated and interviewed by the Board of Elders.
- No single family may hold a majority of positions on the Board of Elders.
- Members will have thirty (30) days to provide to the Elder Chairman signed written reasons based on Scripture why a candidate is not qualified to serve as an Elder. These reasons will be discussed with the individual. If the individual agrees he is unqualified or if the Elders determine that he is unqualified, the individual will no longer be a candidate.
- All candidates remaining after review of the candidates' qualifications during the 30-day process will become Elders upon the affirmative vote of 2/3rds of the Board of Elders at a meeting called for such purpose.
- New Elders shall be ordained as such at an affirmation service.

## **(2) Initial Selection:**

- The initial Board of Elders will be nominated and ordained by the Board of Oversight.
- In the regularly scheduled worship service on the first weekend after the formal adoption of these Bylaws, all men who meet the qualifications to be Elders in Article 2.01(d) of these Bylaws, and who feel called of God to serve as Mosaic's initial Elders, will be presented to the Members for consideration. Members will have thirty (30) days to provide signed written reasons based on Scripture why a candidate is not qualified to serve as an Elder. The Board of Oversight will discuss these reasons with the individual. If the individual agrees he is unqualified or the Lead Pastor determines he is unqualified, the individual will no longer be a candidate. Candidates remaining after review of any disqualification petitions presented by the Members during the thirty (30) day period will become Elders upon an affirmative vote of 2/3rds of the Board of Oversight. These men will be ordained as Elders at a church-wide affirmation service, and will form the Board of Elders.
- Three months after the ordination of the Board of Elders, the recurring selection process detailed above (in subsection 1) will be used to appoint subsequent Elders, when necessary.

## **(f) Term**

Each Elder on the Board of Elders shall serve for a term of three (3) years. If an Elder wishes to continue to serve after a three-year term, he may elect to continue, following majority recommendation by the Elders, in one-year increments by the other Elders. The initial group of Elders will determine a rotating term for the group of Elders so vacancies will not all occur in the same year.

## **(g) Officers**

### **(1) Positions**

The Elders will elect their officers who shall include a chairman and vice-chairman. The Lead Pastor cannot be considered for either of these officer positions.

### **(2) Elder Chairman**

The Elder Chairman will work with the Lead Pastor to facilitate elder meetings and to manage Elder service. He will preside at all meetings of Members and of the Board. The Elder Chairman may execute any deeds, mortgages, bonds, contracts or other instruments that the Board of Elders authorizes to be executed. In an effort to facilitate decision-making, in the case of a tie vote, the Elder Chairman's vote would count as an extra vote.

### **(3) Elder Vice Chairman**

The Elder Vice Chairman will perform the Elder Chairman's duties when he is absent, cannot act, or refuses to act. When so acting, the Elder Vice Chairman has all the powers of and is subject to all of the restrictions on the Elder Chairman.

## **(h) Removal**

Any Member of Mosaic may bring written scriptural reasons for removal of an Elder. Elders may be removed from office based upon being spiritually unqualified or the inability to serve. This could be made by an Elder's own decision to resign, or by a 2/3rds vote of the Elders at a meeting of the

Elders called for that purpose.

**(i) Meetings of Elders**

The Elders may provide for regular meetings by resolution, stating the time, place, and purpose for such meetings. The meetings may be held at any place the Elders may choose, and will be held at the Mosaic's registered office in Texas if the resolution does not specify the location of the meeting. No notice of regular meetings of the Elders is required other than a resolution stating the time and place of the meeting.

**(j) Manner of Acting**

For all matters presented to the Board of Elders, the vote of a majority of the Elders present and voting at a meeting in which a quorum is present, is enough to constitute an act of the Board of Elders, unless the act of a greater number is required by law or by another provision in these Bylaws. An Elder who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the Board of Elders' decision on that matter.

## **2.02 Lead Pastor**

**(a) Duties**

The Lead Pastor will serve as an Elder, being accountable for and a representative of all staff positions. Compensation paid to the Lead Pastor is for services rendered as Lead Pastor of Mosaic and is not to be considered for services rendered as an Elder. The Lead Pastor's service as an Elder is considered non-compensatory. The Lead Pastor must meet the qualifications of an Elder as outlined in Article 2.01(d) of these Bylaws.

In addition to his shepherding role as an Elder, the Lead Pastor is primarily to be a teacher of the Word of God. He is to teach and exhort by precept and example. His goal is to help mature believers through insightful and accurate presentation and proclamation of the Word, equipping them to perform effectively works of ministries within the body of Christ. As shepherds of the church, it is one of the roles of the Elders to appoint other leaders with complementary gifts to undertake areas and aspects of the ministry that cannot and should not be filled by the Lead Pastor.

The Lead Pastor is also responsible as an Elder on the Board of Elders to lead Mosaic to function as a New Testament church and ultimately achieve its mission and ministry objectives. This individual is to give oversight, direction and leadership to the ministries of Mosaic. As such, he will work closely with the Ministerial Staff. The Lead Pastor shall be an ex officio member of all ministry teams, and his leadership shall be recognized in all of them. The Board of Elders will prepare a Position Description for the Lead Pastor, which outlines more specific responsibilities and duties.

**(b) Selection of Lead Pastor**

The Lead Pastor shall be chosen and called by the Elders whenever a vacancy occurs. His selection shall take place at a meeting of the Board of Elders called specifically for that purpose.

### **(c) Selection of a Lead Pastor**

#### **(1) Manner of Selection**

When a vacancy in the Lead Pastor position exists, the Board of Elders shall choose a Lead Pastor by an affirmative vote of 2/3rds of the Board of Elders at a meeting called for that purpose.

#### **(2) Search Team**

To assist in the selection process, the Board of Elders may form a search team comprised of Mosaic Members at their discretion (the Search Team). At least two Elders will serve on the Search Team. Nominees for the Search Team will be interviewed by the Board of Elders.

### **(d) Tenure of the Office of Lead Pastor**

The Lead Pastor shall serve until the relationship is terminated by his or the Elders' request. The process for removal of the Lead Pastor shall be the same as the process for removal of an Elder. If the Lead Pastor relinquishes the office, he may do so by giving at least twelve (12) weeks notice at the time of resignation.

## **2.03 Ministerial Staff**

Ministerial Staff (excluding the Lead Pastor) are called to serve by the recommendation from the Board of Elders and are empowered by the Board of Elders for running the day-to-day ministry operations of Mosaic. Ministerial Staff can act individually to enter into transactions regarding their specific area of ministry, conditioned upon budgetary constraints, but they are subject to the oversight of the Board of Elders and authorization levels given to them by the Lead Pastor. The Lead Pastor is responsible, and will be held accountable to the Board of Elders, for oversight of all Ministerial Staff of Mosaic.

## **2.04 Deacons**

### **(a) Purpose**

Deacons are the servant-ministers of Mosaic. Their purpose is to relieve the Elders of the multitude of practical duties of caring for the flock (Acts 6:1-6). No specific, on-going roles for Deacons are mentioned in Scripture, probably because service needs change, and so the role of the Deacons must remain flexible. Perhaps this is why qualifications for deacons are stressed in Scripture rather than specific tasks. Deacons are to give their primary attention toward caring for the congregation's physical welfare. Deacons have the honor of modeling, for Mosaic and the lost world, God's compassion, kindness, mercy, and love. As the church compassionately cares for people's needs, the world sees a visible display of Christ's love, which will draw some to the Savior. Deacons are to be an example of commitment, unity and harmony in their service. As a body, they will meet regularly for prayer and will perform ministry duties as assigned by the Board of Elders.

### **(b) Qualifications**

Any man or woman, who is a Member in good standing of Mosaic, may be presented as a candidate for selection as Deacon. The instructions provided in 1 Timothy 3:8-13 and Acts 6:1-6 will be the

authority by which all decisions regarding men and women qualified for the office of Deacon will be made.

Those members selected as Deacons shall, through witness and example, demonstrate a love for Christ and His church, a mature and growing spiritual life, a strong commitment to family morality and ethics, and a willingness to serve God and others selflessly.

Each member, before serving, shall be interviewed by an Elder and agree to the Deacon Covenant, which will be proscribed by the Elders.

**(c) Number, Terms, Selection, and Ordination (*amended per Elder Meeting on 2/5/2013*)**

Mosaic will maintain a body of Deacons sufficient to fulfill its mission and purpose. The Board of Elders will determine the number of Deacons to be selected. Deacons will be individually approved by a 2/3rds vote of the Board of Elders at a meeting called for such purpose.

***Deacon Selection Procedure***

- (1) Application: describe spiritual relationship, marriage, church history and leadership, anything we should know about that would be a concern for you or affect your ability to serve in this capacity
- (2) An Elder interviews deacon candidate and talks through points
- (3) An Elder interviews the deacon candidate's spouse
- (4) An Elder interviews the deacon candidate's children
- (5) All 4 steps done before the candidate is put before the church and then cutoff date for comments will be 30 days.

The initial term of a Deacon will be one year. If a Deacon wishes to continue to serve after a one-year term, he or she may elect to continue, following majority recommendation by the Board of Elders, in one-year increments by the Board of Elders.

Council of Executive Deacons will have a three-year term – needs further definition.

**(d) Officers**

The Deacons as a whole will elect their own officers who shall include a chairman and vice-chairman.

**2.05 General Supervision Article**

This corporation is subject to the general supervision of the Board of Directors of Every Nation Churches & Ministries (Every Nation), a California nonprofit religious corporation. This general supervision shall be in accordance with the guidelines and policies established by the Board of Directors of Every Nation and shall include, but not be limited to, the following:

A pastor, officer, or any individual on the Board of Directors of this corporation may be removed from office and replaced by person(s) selected by the Board of Directors of Every Nation. Such action will

be conducted in coordination with the local elders and/or board members of this corporation, as applicable. The circumstances under which such action may be taken include:

Severe doctrinal error,

Moral failure,

Financial impropriety, or

A church conflict or violation of relational unity that causes the local elders and/or board members of this corporation to appeal to the Board of Directors of Every Nation.

This corporation shall contribute 10% of its general tithes and offerings to Every Nation;

This corporation shall provide to Every Nation an annual monitoring report regarding membership requirements for Every Nation organizations;

When credible allegation is raised about financial integrity, Every Nation reserves the right to review the books, records, and accounting processes of this corporation in coordination with the local elders and/or board members; and

This Article may not be amended or repealed except with the approval of the Board of Directors of Every Nation.

Every Nation and the North American Leadership Team (NALT) acknowledge the reality that not every relationship with Convention members will be successful. With great sincerity, we choose not to force members to maintain their commitment when it becomes obvious they no longer care to do so. It is our desire to release those members with support and the continued hope for their future success.

Due to the fact that Every Nation will likely have contributed a significant investment of time and funds into the church or ministry, Every Nation requires the following process in order to safeguard both Every Nation and the Convention member:

The Convention membership should send a written request, signed by the senior pastor and a majority of the board of directors and/or the church's elders, as applicable, the Every Nation's Nashville office to the attention of the executive director of Every Nation.

From the date of the letter's receipt by Every Nation, a sixty-day transition period will begin before the Convention member is released from all Convention requirements and privileges.

During the sixty-day transition period, Every Nation reserves the right to meet with the senior pastor and board of directors and/or the church's elders, jointly or separately.

After the sixty-day transition period has expired, and presuming there are no violations of the General Supervision Article, official termination of Convention membership will be sent in writing to the Convention member from Every Nation's Nashville office.

Every Nation reserves the right to terminate Convention membership for any organization who fails to uphold any of Every Nation's Church Membership Standards as defined and amended by the International Apostolic Team.

## **ARTICLE III. INDEMNIFICATION OF ELDERS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

### **3.01 Definitions**

For the purpose of this Article:

Agent -- “Agent” means any person who is or was an elder, director, officer, trustee, employee or other agent of Mosaic, or is or was serving at the request of the church as an elder, director, officer, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was an elder, director, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of Mosaic or of another enterprise at the request of such predecessor corporation.

Proceeding -- “Proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

Expenses -- “Expenses” include, without limitation, all attorneys’ fees and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

### **3.02 Successful Defense by Agent**

To the extent that an agent of Mosaic has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of 3.03 through 3.05 of this Article shall determine whether the agent is entitled to indemnification.

### **3.03 Actions Brought by Persons Other than Mosaic**

Subject to the required findings to be made pursuant to Article 3.05 below, Mosaic shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than action brought by, or in the right of, Mosaic, to procure judgment on its favor, an action brought under State or Federal law, by reason of the fact that such person is or was an agent of Mosaic for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

### **3.04 Actions Brought by or on Behalf of Mosaic**

Claims Settled Out of Court -- If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of Mosaic, without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition



or for any expenses incurred in defending against the proceeding.

**Threatened Pending or Completed Actions Against Agent** -- Mosaic shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or in the right of Mosaic, or brought under State or Federal law, to procure a judgment in its favor, by reason of the fact that the person is or was an agent of Mosaic, for all expenses actually and reasonably incurred in connection with the defense or settlement of that action, provided that both the following are met:

The determination of good faith conduct required by Article 3.05 below, must be made in the manner provided for in that Article; and where the agent has actually been adjudged liable to Mosaic in the performance of such person's duty to Mosaic, unless, and only to the extent that the court in which such proceeding is or was pending, shall, upon application, determine that, in view of all of the circumstances of the case, the agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

### **3.05 Determination of Agent's Good Faith Conduct**

The indemnification granted to an agent in Articles 3.03 and 3.04 is conditioned on the following:

**Required Standard of Conduct** -- The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of Mosaic, and with such care, including reasonable inquiry as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of Mosaic or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

**Manner of Determination of Good Faith Conduct** - The determination that the agent did act in a manner complying with Article 3.05 above shall be made by:

- The Elders by a majority vote of a quorum consisting of Elders who are not parties to the proceeding; or
- The court in which the proceeding is or was pending. Such determination may be made on application brought by Mosaic; or
- The agent or the attorney or other person rendering a defense to the agent whether or not the application by the agent, attorney or other person is opposed by Mosaic.

### **3.06 Limitations**

No indemnification or advance shall be made under this Article, except as provided in 3.02 or 3.05 of this Article, in any circumstances when it appears:

- That the indemnification or advance would be inconsistent with a provision of the Articles of

Incorporation, the Bylaws, a resolution of the Elders, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

- That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

### **3.07 Insurance**

The Elders may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of Mosaic against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not Mosaic would have the power to indemnify the agent; provided, however, that Mosaic shall have no power to purchase and maintain such insurance to indemnify any agent of Mosaic for violation of State or Federal laws.

## **ARTICLE IV. ORDAINING, LICENSING AND COMMISSIONING**

### **4.01 Ordination and Licensing of Ministers**

Any present Member of Mosaic, or former member now serving in ministry at another location, who by his or her piety, zeal and aptness to preach and teach gives evidence that he or she is called of God to the work of the ministry may, by approval of the Elders, and after examination by the Lead Pastor and Elders as to his or her Christian experience, be ordained and/or licensed by Mosaic as appropriate.

### **4.02 Commissioning of Missionaries**

Any present member of Mosaic, or former member now serving in ministry at another location, who by his or her leadings and convictions feels called of God to the work of missions may, by approval of the Elders and after examination by the Lead Pastor and missions ministry team, be commissioned by Mosaic to missionary related service.

## **ARTICLE V. FISCAL RESPONSIBILITIES**

### **5.01 Fiscal Year**

The fiscal year of Mosaic will be on a calendar basis beginning on January 1 and ending on December 31 of each year.

### **5.02 Finances**

The Board of Elders or designee team will prepare a budget by items, the amount needed and sought for all local and other expenses. It is understood that membership of Mosaic involves financial

responsibility to support Mosaic and its causes with regular tithes and offerings.

The Board of Elders or designee will establish procedures for budgeting process, system of accounting, generating reports, and coordinating budget changes and issues with staff, other ministry teams, and the elders. These procedures shall be made available to the membership.

### **5.03 Accounting Procedures**

All funds received for any and all purposes shall pass through the hands of the Mosaic bookkeeper and be properly recorded on the books of Mosaic.

### **5.04 Inspection of Records, Reports and Documentation**

Every active member shall have the absolute right, at any reasonable time, to inspect all records, reports and documentation of every kind (with the exception of personnel salaries, contribution records, and confidential counseling and elder deliberation sessions) and the physical properties of Mosaic. The Elders may restrict and limit the number of inspections or establish an orderly manner for such to be conducted. But in no event shall a reasonable inspection of the books and records be denied to a member.

### **5.05 Internal Auditing**

The Board of Elders shall establish an Internal Auditing Team for the purpose of providing:

- Assurance that Mosaic is operating its activities in an effective and efficient manner, which demonstrates the wise stewardship of time and material resources;
- Assurance that key risk areas of Mosaic are being managed by the use of adequate internal controls in its operational systems;
- Assurance that the financial disclosures made by the staff and finance ministry team of Mosaic reasonably portray the ministry's financial condition, results of operations, cash flow needs and long-term commitments; and
- Assurance that Mosaic is in reasonable compliance with pertinent laws and regulation, is conducting its affairs ethically, and is maintaining effective controls against leadership and employee conflict-of-interest.

Throughout the year, this team may review the organizational structure and operational systems of Mosaic to accomplish the assurances mentioned above. They would work closely with the staff and the Elders. They will report directly to the Elders regarding their findings.

## **ARTICLE VI. IRS 501(C)(3) TAX EXEMPTION PROVISIONS**

### **6.01 Limitations on Activities**

No substantial part of the activities of Mosaic 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 Bylaws, Mosaic 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 (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.

### **6.02 Prohibition against Private Inurement**

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

### **6.03 Distributions of Assets**

Upon the dissolution of Mosaic, its assets remaining after payment or provision for the payment of all debts and liabilities of Mosaic shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as the Elders shall determine. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **ARTICLE VII. AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board of Elders at a meeting by the Board of Elders called for such a purpose. The notice of any meeting at which these Bylaws are altered, amended or repealed, or at which new bylaws are adopted will include the text of the proposed bylaws provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed.