



# TWO RIVERS

## C H U R C H

### *Constitution and Bylaws*

*(Revision 2.0 June, 2023)*

This Constitution and Bylaws shall regulate the affairs of the corporation, hereafter called, Two Rivers Church, subject to the provisions of the Two Rivers Church Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act.

#### **Section 1**

##### **Name**

**Section 1.01. Name.** The name of the church shall be Two Rivers Church.

#### **Section 2**

##### **Purpose, Activities & Affiliation**

**Section 2.01. Purpose.** The primary purpose of Two Rivers Church is to advance the Gospel of Jesus Christ. Two Rivers Church shall do so in any manner or method deemed appropriate by the Board of Elders and consistent with the Mission, Vision, and Core Values (the “Core Documents”) defined by the Board of Elders of Two Rivers Church. The current versions of the Mission, Vision, and Core Values of Two Rivers Church are available on the church’s website.

**Section 2.02. Activities.** The activities of Two Rivers Church shall include, but not be limited to: (a) making available the resources, equipment, facilities, and staff members needed for the operation of a church congregation; (b) implementing ministry activities as determined by church staff or the Board of Elders; (c) employing a Lead Pastor and such other staff members as deemed appropriate by the Board of Elders, and; (d) owning, leasing, and selling assets, tangible and intangible; (e) receiving and making gifts; and (f) any such other activities as may be deemed appropriate by the Board of Elders and which are consistent with the Core Documents.

**Section 2.03. Affiliation.** Two Rivers Church is an autonomous local gathering of the Church of Jesus Christ and is affiliated with the Evangelical Free Church of America. Two Rivers Church is the sole and exclusive owner of its properties.

## **Section 3**

### **Church Membership**

**Section 3.01. Admission.** A person is eligible to become a Member of Two Rivers Church upon profession of faith in Jesus Christ as Savior and Lord and affirmation of and submission to Scripture, the Mission, Vision, Core Values, and Doctrinal Statement of Two Rivers Church. Eligible persons may be denied membership for reasons deemed sufficient by the Board of Elders. Prospective Members will be informed that active engagement in a community of faith is required.

**Section 3.02. Discipline.** The Board of Elders may initiate church discipline instructed and regulated by the Scriptures, when a Member persists in error of doctrine or conduct. The objective of church discipline is both the correction and restoration to the Faith of the Member, and the protection of the righteousness and integrity of the entire church body.

**Section 3.03. Resignation, Removal, Expulsion or Suspension.** A Member may resign at any time by making it known to the church office. A Member may be removed, expelled, or suspended from membership by the Board of Elders upon an unsatisfactory response to church discipline, or other reasons deemed sufficient by the Board of Elders.

**Section 3.04. Annual Meeting.** The date, time, and location of the annual meeting of the Members of Two Rivers Church shall be set within a six (6) week period prior to the beginning of each fiscal year. The Members of Two Rivers Church will be updated on the status of the church prior to or at the annual meeting, and will vote to affirm the annual budget presented by the Board of Elders, and transact such other business as may properly come before the Membership at the annual meeting. If the Members, by majority vote, do not approve the annual budget, the staff and Board of Elders will continue to operate the Church based upon the most recently approved budget, adjusted to reflect inflation that may have occurred since the recently approved budget.

**Section 3.05. Special Meetings.** Two Rivers Church shall hold a special meeting of its Members upon the call of the Board of Elders, or upon the written request to the Secretary by Members holding at least fifty-one percent (51%) of all votes entitled to be cast on any issue to be considered at the proposed special meeting. Any request for a special meeting shall describe the purpose for which the special meeting is to be held. Only business within the purpose described in the meeting notice for the special meeting may be conducted at such meeting.

**Section 3.06. Notice of Meetings.** Two Rivers Church shall notify its Members of the date, time, place, and purpose of each called annual or special meeting of Members no less than three weeks prior to the meeting. Notice will be sufficient if made orally at the worship meetings of the Church or in writing to all the church. Called annual meetings shall be held on each campus and in each venue and each service held on the weekend of the meeting date.

**Section 3.07. Quorum.** Unless otherwise required by law or these Bylaws, the Members present at any called annual or special meeting of the Members will constitute a quorum.

**Section 3.08. Voting.** A Member in good standing, as determined by the Board of Elders, and who is of the age of 18 or older shall have one (1) vote. A Member may vote in person at a meeting or by proxy delivered to and in a manner required by the Board of Elders.

Members shall have the opportunity to vote on the following items:

- (a) the calling of the Lead Pastor recommended by the Board of Elders which requires an affirmative vote of seventy-five percent (75%) of all Members present; and
- (b) the individual acceptance of each Elder who has been vetted and recommended by the Board of Elders which requires an affirmative vote of seventy-five percent (75%) of all Members present; and
- (c) the purchase, sale, or pledge of any tangible asset of Two Rivers Church which involves an amount of at least five percent of the current year's annual budget; and
- (d) the annual budget submitted by the Board of Elders.

Unless otherwise noted herein, the affirmative vote of a majority of the Members present at a meeting shall control.

## **Section 4** **Board of Elders**

**Section 4.01. General Powers.** The legislative and governing body of Two Rivers Church is the Board of Elders. The Board of Elders shall constitute the "Board of Directors" of the corporation for all legal purposes. All corporate powers of Two Rivers Church shall be exercised by and under the authority of the Board of Elders. All affairs of Two Rivers Church shall be managed under the direction of the Board of Elders subject only to the matters that require a vote of the Members, as expressly set forth herein.

The officers of Two Rivers Church, the Lead Pastor, individual Elders, and all other staff members and employees shall serve at the pleasure of the Board of Elders and may be removed by the Board of Elders at any time.

**Section 4.02. Qualifications.** All Elders must be Members of Two Rivers Church, at least twenty-one (21) years of age, and males who meet the scriptural qualifications required of "the office of overseer" in 1 Timothy 3:1-7 and "elder" in Titus 1:5-9, as determined by the Board of Elders.

**Section 4.03. Number.** The Board of Elders shall be comprised of no less than three Elders, and as many Elders as the Board deems necessary by its majority vote.

#### **Section 4.04. Candidacy & Acceptance**

Elders shall be presented to the congregation for affirmation by the sitting Board of Elders observing the following process:

- 1) The Board of Elders shall receive general recommendations from the congregation of potentially eligible men.
- 2) The Board of Elders will select potential candidates and determine their eligibility, availability, and willingness to serve.
- 3) The Board will then present Elder candidates to the congregation.
- 4) The Members shall have at least 3 weeks in which to voice their affirmation or concerns regarding the proposed Elder candidates. Words of acceptance or concern regarding a proposed Elder candidate are to be expressed personally to a member of the Board of Elders, or by written and signed letter to the Board of Elders. After consideration of words of affirmation or concern, a proposed Elder candidate may be removed from consideration.
- 5) Following the 3-week period, the Elder candidate(s) approved by the Board of Elders, shall, at a special meeting, or at an annual meeting, be presented for a vote of acceptance by the members. Should the Elder candidate(s) be accepted, he(they) shall be installed and immediately begin his(their) duties. Should the Elder candidate(s) not receive the required vote, the Board will begin the process anew.

**Section 4.05. Term of Office.** The term of office for an Elder shall be up to three (3) years, as Determined by the Board of Elders. Upon satisfactory review of an Elder by the Board of Elders at the conclusion of his term, an Elder may succeed himself in office, adhering to the procedures for candidacy and acceptance. Upon request, the Board may grant an Elder a leave of absence from the Board for a stated period of time. The Lead Pastor shall have a term concurrent with his employment. Staff members shall not serve on the Board of Elders, except in an Ex-Officio capacity but may attend Board of Elder meetings at the request of the Lead Pastor or the Board of Elders.

**Section 4.06. Ex-Officio Elder.** At the request of the Lead Pastor and upon approval of the Board of Elders, a staff member of Two Rivers Church may be appointed as an Ex-Officio Elder of the Board. An appointed Ex-Officio Elder must meet the qualifications of an Elder listed previously in section 4.02 and must be an active full-time employee of Two Rivers Church. The rights of an Ex-Officio Elder will be delineated within the Elder Handbook, as determined by the Board of Elders. At all times there must be a majority of non-staff members comprising the Board of Elders.

**Section 4.07. Resignation or Removal.** Any Elder may resign at any time by giving written notice to the Board of Elders. The Board of Elders may remove an Elder by majority

vote of all of the other Elders, with or without cause, from his office at any time during his term of office.

**Section 4.08. Regular & Special Meetings.** Regular meetings of the Board may be scheduled by the Board and held without further notice of the date, time, place, or purpose of the meeting and at such time and place as the Board shall determine from time to time. Such meetings shall occur at least twice per quarter. Special meetings of the Board may be called by the Chairman or his appointee, by the Lead Pastor, or by any three (3) Elders. Special meetings of the Board of Elders must be preceded by at least two (2) days' notice to each Elder of the date, time, and place of such special meeting; the specific purpose of the meeting need not be stated.

**Section 4.09. Waiver of Notice.** If an Elder attends or participates in a meeting, he waives any required notice to him of the meeting unless the Elder at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**Section 4.10. Quorum.** A quorum of the Board consists of a majority of the Elders then in office before a meeting begins.

**Section 4.11. Action Without Meeting.** Action that is required or permitted to be taken at a meeting of the Board of Elders may be taken without such a meeting if all Elders consent in writing or by email to taking such action without a meeting. If all Elders so consent, the affirmative vote of the number of Elders that would be necessary to authorize or take such action at a meeting, shall be the act of the Board of Elders, except as otherwise provided in these Bylaws. Needed votes shall be gathered by the Chairman and recorded by the Secretary.

**Section 4.12. Indemnification; Insurance.** With respect to claims or liabilities arising out of service as an Elder of Two Rivers Church, Two Rivers Church shall indemnify and advance expenses to each present and future Elder (and his estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended. Two Rivers Church shall purchase and maintain insurance on behalf of the Elders of Two Rivers Church as to any liability asserted against such person in connection with his status as an Elder.

**Section 4.13. Immunity.** To the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended, each present and future Elder (and his estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of Two Rivers Church.

## SECTION 5 CHURCH OFFICERS

**Section 5.01. Required Officers.** The officers of Two Rivers Church shall also be the officers of the Board of Elders and shall be: A Chairman (who, for all legal purposes, shall be considered the President), a Lead Pastor, a Secretary, a Treasurer, and such other officers as may from time to time be elected or appointed by the Board of Elders. The offices of Chairman and Secretary may not be held by the same individual. The offices of Chairman, Secretary or Treasurer shall not be held by the Lead Pastor or any staff member. All officers must be members of the Board of Elders.

**Section 5.02. Election.** At the first meeting of the Board of Elders following each annual meeting of the Members, the Board shall elect the officers of Two Rivers Church by a majority vote of those Elders present, provided a quorum exists. However, the office of Lead Pastor shall be elected as otherwise required by these Bylaws.

**Section 5.03. Term of Office.** The officers of Two Rivers Church shall hold office for one (1) year and thereafter until his successor is elected (except the Lead Pastor whose term shall be concurrent with his employment and also with conditions as otherwise required by these Bylaws). This term is subject, however, to the right and authority of the Board to remove any officer at any time, with or without cause.

**Section 5.04. Powers and Duties of Officers.** The powers and duties of the officers of Two Rivers Church shall be as follows:

(a) **Chairman.** The Chairman, or his appointee, shall preside at all meetings of the Board of Elders. He shall also have such powers and duties as may be prescribed by the Board of Elders or these Bylaws. He shall assume all powers and responsibilities as may be required by law of a president of the corporation. He shall be the designated, administrative spokesman for the Board of Elders to the Lead Pastor and to the Members of Two Rivers Church.

(b) **Lead Pastor.** The Lead Pastor serves as the Lead Elder and shall have oversight of the ministry of Two Rivers Church. He shall see that all resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate any specific powers to any other officer of Two Rivers Church. He shall have such additional powers and duties as may be prescribed by the Board of Elders or these Bylaws. The Lead Pastor or his appointee shall report on the ministries of Two Rivers Church prior to all annual meetings of the Members.

(c) **Secretary.** The Secretary shall attend all meetings of the Board and of the Members of Two Rivers Church and shall be responsible to ensure minutes are recorded. The Secretary shall be responsible for the care and custody of minutes recording the official meetings of Two Rivers Church and for authenticating records of Two Rivers Church. The Secretary shall also perform such other duties

as may be assigned to him by the Board or by the Chairman, under whose supervision he shall act. A staff member may be delegated to perform some of the duties of the Secretary. In the event the Secretary is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person to take the minutes.

(d) Treasurer. The Treasurer shall provide financial oversight for the ongoing ministry of Two Rivers Church. He shall ensure there are adequate accounting and control measures in place to assure the safeguarding of all church assets. He shall require the deposit of all monies and other valuable assets in the name of and to the credit of Two Rivers Church in such financial institutions as may be designated by the Board. The Treasurer shall keep the Board of Elders up to date at a regular interval established by the Board, on the financial health of Two Rivers Church. A staff member may be delegated some of the duties of Treasurer.

(e) Other Officers. The Board may elect other persons to be officers of Two Rivers Church, with such title, authority, and responsibilities as established by the Board from time to time.

**Section 5.05. Resignation or Removal.** Any officer may resign at any time by giving written notice to the Board. The Board of Elders may remove any officer at any time, with or without cause.

**Section 5.06. Vacancies.** Any vacancies occurring in the offices of the Chairman, Lead Pastor, Secretary or Treasurer shall be filled by the Board of Elders as soon as practicable. Vacancies in other offices may be filled at the discretion of the Board.

**Section 5.07. Delegation of Powers and Duties.** In case of the absence of any officer of Two Rivers Church, or their inability to act, or for any reason that the Board of Elders may deem sufficient, the Board may delegate the powers of such officer to any other officer or to any Elder for the time being.

## **Section 6 Lead Pastor**

**Section 6.01. Qualifications.** He shall be an experienced, gifted, and called spiritual leader who meets the biblical requirements of an Elder. He shall be in agreement with the Mission, Vision, Core Values, Statement of Doctrine, and Constitution and Bylaws of Two Rivers Church.

**Section 6.02. Selection.** When the Lead Pastor position is open or imminently available, the Board of Elders shall establish a search process and define the criteria that will be used in the evaluation of prospective candidates. A final Lead Pastor candidate shall be selected

by the Board of Elders. He shall then be presented to the congregation for a vote to call him as the Lead Pastor.

**Section 6.03. Term of Office.** The Lead Pastor serves at the pleasure of the Board of Elders.

**Section 6.04. Resignation or Removal.** The Lead Pastor may resign at any time from his employment upon giving one (1) month's written notice to the Board of Elders. The Board of Elders may remove the Lead Pastor from his employment, with or without cause, at any time, upon giving him written notice.

**Section 6.05. Duties.** In general, the Lead Pastor shall be a leader of leaders, giving himself to "the equipping of the saints for the work of the ministry." In addition to duties as an officer of Two Rivers Church and the duties as a member of the Board of Elders, the Lead Pastor shall be responsible for the search, selection, hiring and terms of employment, supervision, evaluation, and dismissal of all pastoral and support staff, consistent with the approved budget and the Core Documents. The Lead Pastor is responsible for any other duties as may be assigned to him from time to time by the Board of Elders. His execution of these duties shall reflect and fulfill the strategic objectives of the Board of Elders and shall be subject to the financial guidelines and boundaries of the church budget.

**Section 6.06. Performance Evaluation.** The Lead Pastor shall be evaluated annually by a team selected from the Board of Elders specifically to provide oversight of the ongoing ministry and leadership of the Lead Pastor. This annual review will be furnished in writing to the Lead Pastor and also placed in his confidential personnel file.

## **SECTION 7 RECORDS AND REPORTS**

**Section 7.01. Corporate Records.** Two Rivers Church shall keep, at its principal office, as permanent records, minutes of all meetings of its Members and the Board of Elders, appropriate accounting records, and a list of its Members showing their respective addresses, and any other documents as may be required of them.

**Section 7.02. Annual Financial Statements.** Two Rivers Church shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year, an income and expense statement for that year, and such other information necessary to comply with the requirements of the applicable provisions of the Tennessee Nonprofit Corporation Act.



## **SECTION 8 MISCELLANEOUS PROVISIONS**

**Section 8.01. Fiscal Year.** The fiscal year of Two Rivers Church shall be fixed by resolution of the Board of Elders.

**Section 8.02. Seal.** Two Rivers Church shall not have a seal. The signature of the Secretary shall serve as the seal of Two Rivers Church to the extent a seal is required by a third party.

**Section 8.03. Notices.** Whenever notice is required to be given to Members, Elders or officers, unless otherwise provided by law, or this Constitution and these Bylaws, such notice may be given in person, by electronic communication, by mail or private carrier. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, and addressed to the respective address that appears for each such person on the books of Two Rivers Church. Any other written notice shall be deemed to have been given at the earliest of the following: when received; five (5) days after its deposit in the United States mail if sent first class, postage prepaid; or on the date on the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid, and the receipt is signed by or on behalf of the addressee.

**Section 8.04. Waiver of Notice.** Whenever any notice is required to be given under the provisions of any statute, or of the Charter or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the date stated thereon, and delivered to the Secretary of Two Rivers Church and included in the minutes or corporate records, shall be deemed equivalent thereto.

**Section 8.05. Negotiable Instruments.** All checks, drafts, notes or other obligations of Two Rivers Church shall be signed by an officer of Two Rivers Church or by such other person(s) as may be expressly authorized by the Board of Elders.

**Section 8.06 Deposits.** The monies of Two Rivers Church shall be deposited in the name of Two Rivers Church in such financial institution(s) as the Board shall designate from time to time and shall be drawn out by check signed by the officer(s) or person(s) designated by resolution adopted by the Board.

**Section 8.07 Inconsistency.** In the event there is any inconsistency in the terms of these Bylaws and the Charter, the Charter shall control.

**SECTION 9  
AMENDMENT OF BYLAWS**

The Members may amend or repeal these Bylaws at any annual or special meeting of the members where a quorum is present, provided that the notice of such meeting shall state that the purpose, or one (1) of the purposes, of the meeting is to amend the Constitution and Bylaws and shall also contain a description of the amendment(s) to be considered. An amendment to this Constitution these Bylaws must be approved by two-thirds (2/3's) of the Member votes cast and by two-thirds (2/3's) vote of the Elders then in office.

**SECRETARY’S CERTIFICATE**

I, \_\_\_\_\_, Secretary of TWO RIVERS CHURCH, formed and existing under the laws of the State of Tennessee, do hereby certify that the foregoing is a true and complete copy of the Amended and Restated Bylaws of Two Rivers Church as submitted to and adopted as the Bylaws of Two Rivers Church by its Members and Board on the \_\_\_\_\_ day of \_\_\_\_\_, 2023

IN WITNESS WHEREOF, I have hereunder subscribed my name, this \_\_\_\_ day of \_\_\_\_\_, 2023

TWO RIVERS CHURCH

By: \_\_\_\_\_

Its: Secretary