

*The Amended and Restated Bylaws of
Vineyard Christian Fellowship, Duluth*

Adopted February 19, 2025

BYLAWS

ARTICLE I: DEFINITIONS AND NOTICES

SECTION 1 - Definitions

As set forth in the Articles of Incorporation filed with the Secretary of State of Minnesota, the name of the corporation is "Vineyard Christian Fellowship, Duluth," a Minnesota nonprofit corporation doing business as "Vineyard Church of Duluth" and as "Duluth Vineyard" (hereinafter, "VCF Duluth"). These Amended and Restated Bylaws constitute the "bylaws" of VCF Duluth within the meaning of Chapter 317A of the Minnesota Statutes, and as amended from time to time hereafter they are referred to herein as these "Bylaws." The Articles of Incorporation of VCF Duluth on file with the Secretary of State of Minnesota as amended from time to time hereafter are referred to herein as the "Articles." The "Church Council" referred to herein constitutes the "board of directors" of VCF Duluth within the meaning of Chapter 317A of the Minnesota Statutes, and individual members of the Church Council are sometimes referred to herein as "Church Council members." "Electronic communication" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient of the communication, and that may be directly reproduced in paper form by the recipient through an automated process. "Authenticated" means, with respect to an electronic communication, that the communication is delivered to the principal place of business of VCF Duluth, or to an officer or agent of VCF Duluth authorized by the corporation to receive the communication, and that the communication sets forth information from which VCF Duluth can reasonably conclude that the communication was sent by the purported sender. Other capitalized terms used in these Bylaws not defined in the specific section(s) of these Bylaws where they first appear shall have the meanings ascribed to them as defined elsewhere in these Bylaws. Unless otherwise indicated, any reference in these Bylaws to an "Article" or "Section" means the applicable article or section of these Bylaws. As used in these Bylaws, the term "include" means "include but not be limited to" and the "including" means "including without limitation."

SECTION 2 - Notices

Notice is given by VCF Duluth to a member, Church Council member, officer, or other person when made by any lawful means, including: (1) when mailed to the person at an address designated by the person, at the last known address of the person or, in the case of a member, Church Council member, officer, at the address of the person in the corporate records; (2) when communicated to the person orally; (3) when handed to the person; (4) when left at the office of the person with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office; (5) if the person's office is closed or the person to be notified has no office, when left at the dwelling or usual place of abode of the person with a person of suitable age and discretion residing in the house; (6) when provided to the person by means of electronic communication pursuant to statute (e.g., as provided under Section 317A.231 or 317A.450 of the Minnesota Statutes); or (7) when the method is fair and reasonable when all the circumstances are considered.

Notice by mail is given when deposited in the United States mail with sufficient postage. Notice is considered received when it is given.

ARTICLE II: MEMBERS

SECTION 1 - Our Understanding of Congregational Membership

The New Testament teaches that the Church is the body of Christ, and that all who have put their faith in Christ are members of His Church (Ephesians 4:25; 5:30; Colossians 3:15). Congregational membership is not a status symbol in an organization, it is a living and personal relationship with Jesus Christ and His Church. We also recognize that there are various local churches, and while all belong to the Church Universal, each local church exists for an express purpose. We acknowledge that individual members of the Body of Christ may wish to associate with our congregation and be recognized as members of VCF Duluth. This Article sets forth the conditions, limitations and requirements of such a congregational membership commitment.

SECTION 2 - Classes of Members

As established in the Articles, VCF Duluth shall have two classes of members. The two classes of members shall be designated as (1) the Congregational Members and (2) the Church Council members. Unless otherwise specifically set forth in these Bylaws or unless the context otherwise requires, any references to the “members” in these Bylaws shall be deemed to be references to the Congregational Members.

SECTION 3 – Qualifications

In order to be eligible for membership in either class of membership, the following qualifications shall be met:

- A. The individual must have had a genuine experience of regeneration through belief in Jesus Christ as the Son of God.
- B. The individual must agree to abide by the Articles and these Bylaws.
- C. The individual must commit themselves to the following (Statement of Practice):
 - 1. Continuing to grow in personal relationship with Jesus;
 - 2. Being faithful to the Statement of Faith in the Articles;
 - 3. Keeping unity with the vision, values and goals of VCF Duluth;
 - 4. Having consistent attendance at worship services and in a small group;
 - 5. Serving in at least one ministry area within VCF Duluth;
 - 6. Following the leadership of the Pastors, leadership team (e.g., small group leaders) and Church Council of VCF Duluth; and
 - 7. Giving finances consistently and generously to VCF Duluth.
- D. A prospective member will be required to complete a new member's course that is provided from time to time by VCF Duluth under the direction of the Lead Pastor.

SECTION 4 - Membership Rolls

A prospective Congregational Member must submit a membership form in which the applicant verifies that they have met the qualifications for membership in Section 3 and that they agree to be governed by the Articles and Bylaws of VCF Duluth. Upon approval by the Lead Pastor or a person designated by the Lead Pastor, the applicant shall be admitted to active congregational membership.

SECTION 5 - Discipline and Restoration
(Matthew 18:12-18; Romans 16:17-18; 1 Corinthians 5:11; Gal. 1:8-9; Titus 3:10-11)

A. Authority:

Church discipline is divine authority delegated to the church by Jesus to maintain order through the correction of sinning church members for the good of those caught in sin, for the purity and unity of the church, and for the glory of God. Church discipline does not find its authority in, nor is it bound by, human laws, including due process rights primarily found in the United States Constitution. That said, to be Christlike, any church discipline should be exercised with both fairness and kindness. VCF Duluth shall certainly consider and learn from human laws and man-given rights.

B. Purpose of Discipline:

Discipline, correction, reproof and rebuke have as their primary purpose the good of the person. This means restoration, helping them overcome the problem, sin or fault that has hindered their place in the Body of Christ. Discipline also has the purpose of maintaining the purity and unity of the Body of Christ either by restoration or separation and finally by its example discouraging others from committing like actions. The purpose is never to humiliate or embarrass, however, one who forces VCF Duluth to take disciplinary action may be embarrassed in the process. In church discipline and the process of restoration and reconciliation, VCF Duluth works for truth, mercy, justice and peace to meet as described in Psalm 85:10. Church discipline is about repentance and new life. In church discipline VCF Duluth does not ignore justice and judgment, yet VCF Duluth recognizes our place and that the ultimate justice and judgment will come from our Lord. The goal, and prayer, is that someday VCF Duluth can restore those under church discipline into our community by publicly taking communion with them during a worship service.

C. Causes for Discipline.

1. Significant departure from the Statement of Faith as set forth in the Articles.
2. Continued lack of cooperation with the Pastors of VCF Duluth or disruption of the church so as to cause fellow believers to stumble in their walk with God or so as to promote schism.
3. Substantial departure from Biblical norms of behavior without demonstrated repentance.
4. Failure to fulfill the membership commitments in Article II, Section 3.C is not, in and of itself, a cause for discipline.

D. Process for discipline:

1. Stage One: When a member of VCF Duluth finds cause for discipline the

first step is for that member to go to the offending member and show him/her the fault, just between the two of them unless circumstances prevent the member from doing this alone (for example, the knowledgeable member is the victim of abuse and/or there is a significant power imbalance). If the offending member listens to the knowledgeable member and repents the matter need go no further. If this step fails, the knowledgeable members should inform a Pastor or a member of the Church Council. The first stage in the process can also include making a report, which can be anonymous, to VCF Duluth's hotline for reporting abuse or other concerns.

2. Stage Two: The knowledgeable member and a Pastor, ministry director, a small group leader or a member of the Church Council, shall go to the offending or erring member privately and confront the member in an effort to bring that person to repentance and to restore that person to a proper place with God and VCF Duluth. The Lead Pastor should be informed of the matter before this meeting.
 3. Stage Three: If this attempt fails, the Lead Pastor shall be informed of the matter and the Lead Pastor or a person designated by the Lead Pastor shall prayerfully appeal to the member involved and attempt to meet with the member and again confront the person with the offense. The Lead Pastor will judge the situation and tailor the discipline to be aimed at achieving the purpose as stated above. Discipline may include: barring a person from attendance at any weekend service or any small group meeting sponsored by VCF Duluth; barring a person from participating in any ministry activity of VCF Duluth; or any other discipline that in the sole discretion of the Lead Pastor may be deemed appropriate in the circumstances.
 4. Stage Four: If after a reasonable time as determined by the Lead Pastor (not less than 30 days) this fails to resolve the matter, the Lead Pastor, together with the Church Council, shall consider removal of membership from VCF Duluth.
 5. Stage Five: Removal must be approved by unanimous decision of the Lead Pastor and the Church Council.
- E. The removal of membership and cause for removal may, in the discretion of the Lead Pastor, be announced before the entire congregational membership of VCF Duluth or some smaller group thereof, and members may be instructed to cease to fellowship with such person, pursuant to the above referenced Scripture, until he or she is reinstated by unanimous decision of the Lead Pastor and Church Council.
- F. Notwithstanding any provision of these Bylaws to the contrary, no removal or forfeiture of membership shall take place until the members is provided with (1) not less than 15 days' prior written notice of the removal or forfeiture and the reasons for it; and (2) an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the removal or forfeiture by a person(s) authorized to decide that the proposed removal or forfeiture not take place.

- G. In the event that the offending member for which a cause for discipline has been found is the Lead Pastor or a relative thereof, the Lead Pastor will play no role in the administration of church discipline in that case, but rather the independent Church Council members shall play the role of the Lead Pastor described in this Section 5 and Section 7.

SECTION 6 - Forfeiture of Membership

Enrolled members who shall without good cause absent themselves from the services of VCF Duluth for a period of one (1) year or more, or who willfully cease to contribute of their means to its support for such period, shall be subject to forfeiture of their membership. The Lead Pastor shall be authorized to determine and decree any such forfeiture of membership if, in the sole discretion of the Lead Pastor, either of the foregoing conditions are applicable. Following such forfeiture, a former member may appeal such forfeiture in writing to the Lead Pastor, in which case the Lead Pastor and Church Council shall reconsider all the facts and circumstances, with or without a hearing, and reach a final determination.

SECTION 7 - Resignation of Membership

Any member may resign at any time by giving written notice to the Secretary of VCF Duluth. The previous sentence notwithstanding, no member shall, and each member agrees not to, resign his or her membership in an attempt to circumvent the exercise of disciplinary action instituted by the Lead Pastor. Each member consents to the exclusive jurisdiction of the Lead Pastor and Church Council to resolve any matter involving church discipline, and such consent shall include a consent to the announcement of such discipline (including a summary of the reasons therefore), if deemed appropriate by the Lead Pastor, to the entire congregational membership of VCF Duluth (including through public website posting) or some smaller group thereof. Each member's execution of a membership form shall constitute an irrevocable agreement to the foregoing provisions.

SECTION 8 – Voting Rights of Congregational Members

Congregational Members shall be entitled to vote with respect to the following matters:

- A. Appointment of a new Lead Pastor pursuant to Article VI, Section 2.B.;
- B. Removal of a Lead Pastor pursuant to Article VI, Section 3.B.;
- C. Removal of a Church Council member pursuant to Article V, Section 14.A.;
- D. Purchase or sale of real property when the purchase or sale price exceeds 100% of the general fund gross income of VCF Duluth for the previous calendar year;
- E. Amendments to Article III (Purpose) and Article IV (Statement of Faith) of the Articles pursuant to Article VII of the Articles;

- F. Approval for VCF Duluth to cease to be a trauma-informed church that:
 1. Continually seeks Jesus' mind and will, through His Spirit and the Word of God, in all actions and decisions related to allegations of misconduct or abuse;
 2. As Jesus said the truth will set us free, diligently seeks the truth related to the allegations of misconduct or abuse; and
 3. As Jesus was always on the side of the vulnerable and the wounded, in the church's response to the allegations of misconduct and abuse the safety and care of the alleged victims will always come first;

- G. Approval for VCF Duluth to disassociate from the Vineyard movement and cease to be a Vineyard church;

- H. Approval of a plan of merger or consolidation for VCF Duluth pursuant to the Minnesota Statutes;

- I. Approval for VCF Duluth to sell, lease, transfer, or dispose of all or substantially all of its property and assets, including its good will, not in the usual and regular course of its activities, pursuant to the Minnesota Statutes;

- J. Approval of a proposed voluntary dissolution of VCF Duluth pursuant to the Minnesota Statutes; and

- K. Any other matter upon which the Lead Pastor or the Church Council desires to have the sense of the congregation, such sense of the congregation votes would be non-binding upon VCF Duluth.

With respect to all other purposes or matters involved, the Congregational Members shall be considered non voting members of VCF Duluth. In this regard, Congregational Members have no voting rights whatsoever with respect to VCF Duluth and its affairs, including that (1) Congregational Members shall have no rights to vote in the election of Church Council members, and on other amendments to the Articles or on amendments to these Bylaws and (2) Congregational Members are not members with voting rights for purposes of Sections 371A.165, 371A.181, 371A.431, 371A.467, 371A.501 and 371A.521 of the Minnesota Statutes. With respect to Sections 371A.433, 371A.434, and 371A.439 of the Minnesota Statutes, Congregational Members are members with voting rights only with respect to the purposes and matters listed about in A through K of this Article II, Section 8.

ARTICLE III: MEETINGS OF MEMBERS

SECTION 1 - Annual Meeting

An annual meeting of the Congregational Members shall be held in the first quarter

of each calendar year for such purposes as distributing and hearing reports on the business and ministries of VCF Duluth; making inquiries of the Pastors regarding the affairs of VCF Duluth; both business and spiritual; and seeking God as to the progress and direction of VCF Duluth. The annual meeting shall be called by the President or, in the absence or unavailability of the President, by the Church Council.

SECTION 2 - Special Meetings

Special meetings of the Congregational Members may be called by the President or, in the absence or unavailability of the President, by the Church Council, or by petition of a majority of the Congregational Members.

SECTION 3 - Notice of Meetings

Written or printed notice stating the place, day and hour of each meeting and, in case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered not less than five (5) nor more than sixty (60) days before the date of the meeting, through any lawful means, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. The Church Council may fix a date not more than sixty (60) days before the date of a meeting of members as the date for the determination of the members entitled to notice of and entitled to vote at the meeting. When a date is so fixed, only voting members on that date are entitled to notice of and permitted to vote at that meeting of members. For meetings of members at which no matters will be voted upon, notice may be given in any manner determined by the President or, in the absence or unavailability of the President, by the Church Council, including by announcement made at any regular service held at the church or posted on the church website.

SECTION 4 – Action by Ballot

An action that may be taken at a meeting of the Congregational Members may be taken without a meeting if VCF Duluth mails or otherwise delivers a ballot to every member entitled to vote on the matter. A ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot under this Article III, Section 4 is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Solicitations for votes by written ballot must indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by VCF Duluth in order to be counted.

SECTION 5 - Quorum

The attendance in person of at least 10% of the Congregational Members shall constitute a quorum at any Congregational Members' meeting of VCF Duluth. No business may be transacted at any Congregational Members' meeting without

such quorum.

SECTION 6 – Decisions

Except as otherwise provided, decisions at all Congregational Members' meetings shall be reached by a majority of the Congregational Members present. Each Congregational Member shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE IV: GOVERNMENT OVERVIEW

SECTION 1 - The Headship of Christ

The government of the VCF Duluth shall be founded upon the Lordship and direction of Jesus Christ. Anyone and everyone in authority shall continually seek His mind and will, through His Spirit and the Word of God, in all actions and decisions. We view leadership not as grasping for position, or title, or power, or authority, or respect, or privilege, but as a commitment to humble service and self-sacrifice. (Mark 10:37; 42-45; John 13:12-16; Philippians 2:5-9; 1 Peter 5:1-5)

SECTION 2 - The Oversight of His Body in Business Matters by the Church Council

The Church Council shall be the governing body of VCF Duluth in matters concerning business (e.g., financial investment, buying or leasing of facility, maintenance, contract negotiation, etc.) and any other matters specifically given to the Church Council in the Articles and these Bylaws, with advice and counsel being received from the Lead Pastor.

SECTION 3 - The Oversight of His Body in Ecclesiastical Matters by the Lead Pastor

The Lead Pastor shall have the governing authority of VCF Duluth in all ecclesiastical matters, including matters of spiritual health, doctrine and interpretation, spiritual ordinances, direction of ministry, leading and discernment for initiating or terminating ministry activities, any other matters reasonably connected to spiritual leadership and any other matters specifically given to the Lead Pastor in the Articles and these Bylaws, with advice and counsel being received from the Church Council and any other Pastors.

SECTION 4 - Determination of Ecclesiastical Matters

The Lead Pastor shall make the initial determination of what are and what are not ecclesiastical matters. The Church Council shall have the authority to review such determinations and either endorse or overturn them.

ARTICLE V: THE CHURCH COUNCIL

SECTION 1 - Duties

The Church Council shall serve and act as the Board of Directors of VCF Duluth for purposes of Minnesota law and shall oversee the business of VCF Duluth under the leadership of the Lead Pastor, in his or her role as President of VCF Duluth. In addition to the statutory obligations imposed on the Church Council as the Board of Directors of VCF Duluth under Minnesota law, the Church Council exists in order to:

- A. Pray for VCF Duluth;
- B. Participate in the appointment and removal of a Lead Pastor pursuant to Article VI, Sections 2 and 3 and monitor the Lead Pastor's effectiveness and performance;
- C. Annually assess VCF Duluth's effectiveness, the Lead Pastor's performance, and the Church Council's performance;
- D. Offer counsel and advice concerning VCF Duluth to the President and Lead Pastor;
- E. Offer personal counsel and to advise, provide accountability and care for the soul of the President and Lead Pastor;
- F. Advise the President and Lead Pastor in determining God's intermediate and long range goals for VCF Duluth;
- G. Together with the President and Lead Pastor, develop, implement and update VCF Duluth's strategic plan;
- H. Define and promulgate general policies for VCF Duluth for the effective operation of VCF Duluth, including financial, employment and operating policies and procedures and ensure their effective implementation;
- I. Monitor VCF Duluth's financial management and undertake such steps as may be necessary to protect the financial stability of VCF Duluth and the sound management of the assets of VCF Duluth;
- J. Approve or ratify the annual budget, which shall constitute approval of all budgeted items, by the first calendar day of the budget year;
- K. Authorize or ratify any single unbudgeted expenditure that exceeds ten percent (10%) of the prior calendar year total gross revenue;
- L. Oversee a process for determining the compensation and benefits of the President and Lead Pastor;
- M. Vote on removal from Congregational Membership rolls pursuant to Article II, Section 5.D.;
- N. Participate in the revocation of ordination pursuant to Article VII, Section 4;
- O. Amend the Articles pursuant to Article VII of the Articles and the Bylaws pursuant to Article VIII;
- P. Advise on decisions to hire full-time pastoral and other supervisory employees; and

- Q. Retain an independent certified public accountant to perform an independent financial audit or financial review of VCF Duluth and its financial condition.

SECTION 2 - Number of Church Council Members

The Church Council shall consist of no more than fifteen (15) members and at least five (5) members, with the number to be determined from time to time by majority vote of existing Church Council members. No reduction of the number of Church Council members shall have the effect of removing any Church Council member prior to the expiration of his or her term of office. At all times, a majority of the members of the Church Council shall be independent Church Council members. For purposes of this section and as used elsewhere in these Bylaws, the term "independent Church Council member" shall mean any person other than (i) a current employee or employee within the past three (3) years of VCF Duluth or any entity controlled by VCF Duluth, (ii) a person having or who has had a direct or indirect business relationship with VCF Duluth which, in the reasonable opinion of the Church Council, interferes with the exercise of independent judgment as a member of the Church Council, or (iii) a person who is a spouse, child or parent of those persons described in clause (i) and (ii) above.

SECTION 3 - Appointments and Vacancies

Prospective Church Council members shall be nominated by the Nominating Committee and elected by a two-thirds (2/3) vote of the incumbent Church Council members. Vacancies shall also be filled by nomination of the Nominating Committee and election by the Church Council then in office even though less than a quorum or by the sole remaining Church Council member.

- A. Before nomination, prospective Church Council members must meet the Biblical criteria set forth in 1 Timothy 3:1-7 and Titus 1:6-9 and be Congregational Members. Any Church Council member elected to complete the unexpired term of a predecessor shall serve for the unexpired term of his or her predecessor.
- B. The Nominating Committee shall work to identify qualified candidates that fit the Church Council's recruitment priorities for anticipated Council vacancies and may invite nominations and self-nominations. The Nominating Committee may also directly recruit candidates for nomination.

SECTION 4 - Term of Office of Church Council Members

The President shall serve as a Church Council member as long as he or she serves as Lead Pastor, subject, however, to resignation or removal from office. The other Church Council members shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third (1/3) of the total number of Church Council members constituting the entire Church Council (excluding the President). At the first Church Council meeting of the year, successors to the class of Church Council member(s) whose term expires at such meeting shall be elected for a three-year term. If the number of Church Council members is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of Church Council members in each class as

nearly equal as possible, and any additional Church Council members of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class. In no case will a decrease in the number of Church Council members shorten the term of any incumbent Church Council member. A Church Council member shall hold office until the first Church Council meeting for the year in which the Church Council member's term expires and until a successor Church Council member shall be elected and qualify, subject, however, to prior death, resignation, or removal from office. A Church Council member may succeed themselves in office if renominated by the Nominating Committee and reelected by the Church Council.

SECTION 5 – Quorum

For the transaction of business, the greater of three (3) members of the Church Council or one-third (1/3) of the members currently holding office shall constitute a quorum. If a quorum is present when a duly called or held meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawal of a number of members originally present leaves less than the proportion or number otherwise required for a quorum.

SECTION 6 – Decisions

Except as otherwise provided, decisions at all Church Council meetings shall be reached by a majority of the total number of Church Council members regardless of the number of Church Council members present at a meeting. Each Church Council member shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 7 – Place Meetings

Each meeting of the Church Council shall be held at the principal office of VCF Duluth or at such other place as may be designated from time to time by a majority of the members of Church Council, provided that if the Church Council shall not have designated the place of the meeting, the Chairperson may designate a place other than the principal office for any such meeting called by the Chairperson.

SECTION 8 – Regular Meetings

The Church Council shall have regular meetings at such times as shall be designated by the Chairperson in a schedule (listing date, time and place) given to all members at least seven day's prior to the first meeting listed therein. No other notice of regular meetings is required.

SECTION 9 – Special Meetings

A special meeting of the Church Council may be called for any purpose or purposes at any time by any member of the Church Council by giving not less than twenty-four hours' notice to all members of the date, time and place of the meeting, provided that when notice is mailed, at least four days' notice shall be given. Unless for a special meeting called by the Chairperson, the notice shall state the purpose of the meeting. If a meeting schedule is adopted by the Church Council, or if the day or date, time and place of a Church Council meeting have been

announced at a previous Church Council meeting, no notice is required. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

SECTION 10 – Waiver of Notice

A Church Council member may waive notice of a meeting of the Church Council. A waiver of notice by a member entitled to notice is effective whether given before, at or after the meeting, and whether given in writing, orally, by authenticated electronic communication, or by attendance. Attendance by a Church Council member at a meeting is a waiver of notice of that meeting, except where the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

SECTION 11 – Absent Directors

A Church Council member may give advance written consent or opposition to a proposal to be acted on at a Church Council meeting. If the Church Council member is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes of the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the Church Council member has consented or objected.

SECTION 12 – Electronic Communication

- A. A conference among Church Council members by any means of communication through which the Church Council members may simultaneously hear each other during the conference constitutes a Church Council meeting, if the same notice is given of the conference as would be required for a meeting, and if the number of Church Council members participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.
- B. A Church Council member may participate in a Church Council meeting not described in paragraph (A) above by any means of communication through which the member, other members so participating, and all members physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.
- C. Any notice to a Church Council member given under any provision of Minnesota law, the Articles, or these Bylaws by a form of electronic communication consented to by the Church Council member to whom the notice is given is effective when given. The notice is deemed given if by:
 - 1. facsimile communication, when directed to a telephone number at which the Church Council member has consented to receive notice;

2. electronic mail, when directed to an electronic mail address at which the Church Council member has consented to receive notice;
3. a posting on an electronic network on which the Church Council member has consented to receive notice, together with a separate notice to the Church Council member of the specific posting, upon the later of: (i) the posting; or (ii) the giving of the separate notice; and
4. any other form of electronic communication by which the Church Council member has consented to receive notice, when directed to the Church Council member.

SECTION 13 – Action Without Meeting

An action required or permitted to be taken at a Church Council meeting may be taken by written action signed, or consented to by authenticated electronic communication, by all of the Church Council members. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of Church Council members, unless a different effective time is provided in the written action. Such written consent(s) shall be filed with the minutes of the proceedings of the Church Council.

SECTION 14 – Removal

- A. A Church Council member (other than the President) may be removed from office and Church Council membership at any time with or without cause by a two-thirds (2/3) vote of the remaining Church Council members or by a two-thirds (2/3) vote of the Congregational Members.
- B. In the event the Lead Pastor is removed from office as set forth in Article VI, Section 3, the President shall be automatically removed from Church Council membership.

SECTION 15 – Compensation

The Church Council members shall receive no compensation for their services as Church Council members. However, Pastors or employees of VCF Duluth can receive compensation for their services in such capacity. Except independent Church Council members, Church Council members may also serve as Pastors, officers or employees of VCF Duluth for which they may be compensated. Church Council members may receive reimbursement of reasonable expenses related to their service on the Church Council.

SECTION 16 – Committees of the Church Council

The Church Council may, by resolution approved by the affirmative vote of a majority of the Church Council, establish committees having the authority of the Church Council in the management of the business of VCF Duluth only to the extent provided in the resolution. Each such committee shall consist of one or more natural persons (who, except as set forth below, need not be Church Council members) appointed by affirmative vote of a majority of the Church Council members present at

a duly held Church Council meeting, and shall be subject at all times to the direction and control of the Church Council. A majority of the members of a committee shall constitute a quorum for the transaction of business. Such committees include but are not limited to the following:

A. Audit Committee.

The Church Council members shall by resolution appoint members of the Church Council who are independent Church Council members and who are free of any relationship which, in the opinion of the Church Council, would interfere with the exercise of independent judgment, as an Audit Committee with such powers and duties as the Church Council may deem appropriate, subject to review by the Church Council.

B. Compensation Committee.

The Church Council members shall by resolution appoint members of the Church Council who are independent Church Council members and who are free of any relationship which, in the opinion of the Church Council, would interfere with the exercise of independent judgment, as a Compensation Committee with such powers and duties as the Church Council may deem appropriate, subject to review by the Church Council.

C. Nominating Committee.

The Church Council members shall by resolution appoint members of the Church Council who are independent Church Council members and who are free of any relationship which, in the opinion of the Church Council, would interfere with the exercise of independent judgment, as a Nominating Committee with such powers and duties as the Church Council may deem appropriate, subject to review by the Church Council.

ARTICLE VI: OFFICERS

SECTION 1 - Officers

VCF Duluth shall have one or more natural persons exercising the functions of the offices of President and Treasure. Other officers of VCF Duluth may include Chairperson, Vice-Chairperson, Lead Pastors(s), Vice-President(s), Secretary and such other officers or assistant officers as the Church Council may appoint. Any of the offices or functions of those offices may be held by the same person.

SECTION 2 – Appointment

A. The Lead Pastor shall serve as President.

B. Appointment of the Lead Pastor

1. The Church Council and Congregational Members shall jointly appoint a new Lead Pastor.

2. A resigning or retiring Lead Pastor may be asked by the Church Council to nominate a successor, although such nomination shall not be binding upon the Church Council. The resigning or retiring Lead Pastor may, with the approval of the Church Council, be permitted to participate in the appointment of a successor.
 3. A candidate for Lead Pastor shall require approval by at least two-thirds (2/3) of the Church Council members and a majority of the Congregational Members.
 4. The other Pastors and the Church Council shall provide for a special installation service for a new Lead Pastor at the earliest practical date.
- C. All other officers of VCF Duluth shall be nominated by the President and elected to such office(s) by the Church Council. Each such officer of VCF Duluth shall hold such office until a successor shall have been duly nominated and elected by the Church Council, or until death, resignation, termination as a VCF Duluth employee, or removal as provided herein.

SECTION 3 – Removal

- A. Any officer of VCF Duluth may be removed from office by the Church Council at any time with or without cause, upon the affirmative vote of the Church Council members (but if the officer being considered for removal is also a Church Council member, such officer shall not vote upon his or her removal).
- B. A Lead Pastor may also be removed by a vote of the Congregational Members. A Lead Pastor may not vote on his or her own removal.
- C. Grounds for removal of an officer shall include, but not be limited to, significant departure from the Statement of Faith as set forth in the Articles, substantial departure from Biblical norms of behavior, or failure to faithfully fulfill the duties of their office, as prescribed by these Bylaws.
- D. Any officer whose employment is terminated by VCF Duluth for any reason shall be automatically removed from office.

SECTION 4 - Terms of Office

Officers shall serve until their successors are elected or appointed pursuant to these Bylaws, subject, however, to earlier death, resignation or removal from office pursuant to these Bylaws.

SECTION 5 - Chairperson

The Chairperson of VCF Duluth shall be the Chairperson of the Church Council. The Chairperson shall preside at all meetings of the Church Council at which he or she is present, call meetings of the Church Council, prepare the agenda for such meetings, and otherwise oversee the operations of the Church Council. The Chairperson shall do and perform such other duties as may from time to time be assigned to him or her

by the Church Council.

SECTION 6 - Vice-Chairperson

In the case of the absence or disability of the Chairperson, the duties of the office shall be performed by the Vice-Chairperson.

SECTION 7 – President

The President shall be the chief executive officer of VCF Duluth. Unless provided otherwise by a resolution adopted by the Church Council, the president shall: (1) have general active management of the business of VCF Duluth; (2) when present, preside at meetings of the Congregational Members; (3) see that orders and resolutions of the Church Council are carried into effect; (4) sign and deliver in the name of VCF Duluth deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of VCF Duluth, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or these Bylaws or by the Church Council to another officer or agent of VCF Duluth; (5) maintain records of and, when necessary, certify proceedings of the Church Council and the Congregational Members; and (6) perform other duties prescribed by the Church Council.

SECTION 8 - Lead Pastor

The Lead Pastor shall be the chief spiritual officers of VCF Duluth. In ecclesiastical matters, the Lead Pastor shall: (1) oversee the making of disciples to ensure that VCF Duluth performs the mission given this church by Jesus in Matthew 28; (2) leads the church in discerning the curriculum for Christlikeness that the Holy Spirit has for VCF Duluth; (3) have general active management of the ministries of VCF Duluth; (4) give leadership to the Associate and Assistant Pastors, when VCF Duluth shall so employ; and (5) have charge of all services, gatherings, and meetings as he or she shall deem necessary; and (6) perform other duties incident to their ordination.

SECTION 9 - Vice-President

A Pastor shall serve as Vice-president of VCF Duluth and shall assist the President in the discharge of duties as the President may direct and shall perform such other duties as from time to time may be assigned by the President or by the Church Council. In the absence of the President or in the event of the President's inability or refusal to act where these Bylaws require the President to act, the Vice president shall perform the duties of President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President until a successor Lead Pastor is appointed.

SECTION 10 – Secretary

The Secretary shall do or caused to be done the following: record the minutes of the meetings of the Congregational Members and of the Church Council in one or more books or files provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records of VCF Duluth, keep a register of the members and their

addresses, and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to by the President or by the Church Council. The Secretary of VCF Duluth shall not be required to be a Church Council member.

SECTION 11 – Treasurer

The Treasurer shall be the principal accounting and financial officer of VCF Duluth. Unless provided otherwise by a resolution adopted by the Church Council, the Treasurer shall (or shall cause to be done): (1) keep accurate financial records for VCF Duluth; (2) deposit money, drafts, and checks in the name of and to the credit of VCF Duluth in the banks and depositories designated by the Church Council from time to time; (3) endorse for deposit notes, checks, and drafts received by VCF Duluth as ordered by the Church Council, making proper vouchers for the deposit; (4) disburse VCF Duluth funds and issue checks and drafts in the name of VCF Duluth, as ordered by the Church Council; (5) upon request, provide the President and the Church Council an account of transactions by the Treasurer and of the financial condition of VCF Duluth; and (6) perform other duties prescribed by the Church Council or by the President. The Treasurer shall not be required to be a Church Council member.

SECTION 12 - Executive, Associate and Assistant Pastors

A. Duties

The Lead Pastor shall define or cause to be defined the duties and ministries of all Executive, Associate and Assistant Pastors upon appointment. They shall serve under the Lead Pastor's direction and with the Lead Pastor in the administration and oversight of VCF Duluth and its business.

B. Their Appointment

The Lead Pastor may appoint an Executive, Associate or Assistant Pastor.

C. Termination

It shall be the prerogative of the Lead Pastor, after consultation with the Church Council, to require for any reason the resignation of any Executive, Associate or Assistant Pastor.

ARTICLE VII: ORDINATION

SECTION 1 - Principles of Ordination

- A. Only our Sovereign Holy God can truly call and ordain His children for service in the ministry of the Gospel of Jesus Christ. The calling of a Pastor or other full-time minister of the Gospel is not the result of a title, rather the title is a result of God's calling. This calling is recognized as from the true and living God. We believe that all Christians are called to be ministers of the Gospel, but we affirm that there are special leadership giftings and callings for the equipping of the Body of Christ which only a few receive. It is the privilege of the Church of Jesus

Christ to affirm the ordination of God when such is obviously placed upon a person's life. The purpose of this Article is to provide for the ordination of these ministries.

- B. VCF Duluth recognizes three distinct pastoral/ministerial classifications. They are:
1. Ordained Pastor;
 2. Licensed Pastor; and
 3. Commissioned pastoral coordinator, pastoral counselor, pastoral director, chaplain or missionary.

SECTION 2 - Qualifications

- A. The qualifications for recognition as an ordained Pastor, licensed Pastor or commissioned pastoral coordinator or missionary are as follows:
1. A candidate for recognition as described in Article VII, Section 1.B. by VCF Duluth must be a born again believer in Jesus Christ as described by our Lord in the third chapter of the Gospel of John.
 2. A candidate must be a Congregational Member of VCF Duluth in good standing and subscribe to the Statement of Faith in the Articles.
 3. A candidate must meet the scriptural requirements for the office of elder as described in 1 Timothy 3:1-7 and Titus 1:6-9 (as interpreted by the Lead Pastor).
 4. A candidate must believe in the vision and objectives of VCF Duluth.
 5. A candidate must have evidenced the obvious calling of God in terms of ministerial experience and report.
 6. A candidate must have completed a course of study prescribed or approved by the Lead Pastor in his or her sole discretion.
- B. Unless otherwise determined by the Lead Pastor, a person shall be licensed by VCF Duluth for a probationary period of time before receiving full ordination from VCF Duluth.
- C. A person engaged in professional ministry other than as a Pastor may receive credentials as a commissioned pastoral coordinator, pastoral counselor, pastoral director, chaplain or missionary.
- D. The Lead Pastor may make exceptions to the foregoing qualifying standards where, under the strong compelling conviction of the Holy Spirit, such exception is according to the will of God and consistent with His Word.

SECTION 3 - Procedure for Ordination, Licensing and Commissioning

- A. The Lead Pastor may approve one of three types of pastoral/ministerial credentials:
1. Ordination : Full, permanent ordination into the ministry of the Gospel of Jesus Christ as a Pastor.
 2. Licensing : Provisional ordination as a Pastor on a year-to-year basis until said candidate has demonstrated a calling and proficiency for

long-term ministry as a Pastor within VCF Duluth, or has established an independent church body with its own ordination procedures that will thereafter ordain the candidate.

3. Commissioning : Provisional credentials issued on a year-to-year basis recognizing a missionary or pastoral coordinator of VCF Duluth.

- B. Upon approval of the Lead Pastor, a candidate may be ordained, licensed or commissioned as a minister of the Gospel of Jesus Christ with the right to perform all sacerdotal and ministerial functions in accordance with the ordinances of God's Word and the laws of the land and shall be entitled to all the prerogatives of such a calling and office.
- C. Successful candidate for ordination, licensing or commissioning shall be provided with a certificate of ordination, licensing or commission. A license shall continue on a year-to-year basis until such time as the candidate receives full ordination or is no longer engaged in pastoral ministry connected with VCF Duluth, or the licensure is otherwise terminated by the Lead Pastor. A commission shall continue on a year-to-year basis until such time as the candidate is licensed, receives full ordination, is no longer engaged in ministry connected with VCF Duluth, or the commission is otherwise terminated by Lead Pastor. Notwithstanding any other provision in this Article VII, any ordained Pastor or licensed Pastor may be denominated as an Assistant, Executive or Associate Pastor by the Lead Pastor upon ordination or licensure.

SECTION 4 - Revocation of Ordination

Ordination is a privilege extended to a Pastor and can be revoked at any time by a majority vote of the Church Council.

ARTICLE VIII: AMENDMENTS

The Church Council shall have the power to adopt, amend, or repeal the Bylaws of VCF Duluth by a two-thirds (2/3) vote of the Church Council.

ARTICLE IX: BOOKS & RECORDS

VCF Duluth shall keep at its registered office correct and complete copies of the Articles and these Bylaws, accounting records, and minutes of meetings of members, Church Council, and committees having any of the authority of the Church Council for the last six years. The records maintained by VCF Duluth may use any information storage technique, even though the technique makes them illegible visually, if the records can be converted accurately and within a reasonable time into a form that is legible visually and whose contents are assembled by related subject matter to permit convenient use by people in the normal course of business.

ARTICLE X: SEAL

The Church shall have no seal.

ARTICLE XI: FISCAL YEAR

The fiscal year of VCF Duluth shall be fixed by resolution of the Church Council.

ARTICLE XII: DISSOLUTION OF PROPERTY

In the event of the dissolution of this organization, one-half (1/2) of the assets remaining after payment of liabilities shall be apportioned to the agencies (foreign missions and others) which received regular contributions from VCF Duluth in the last fiscal year. The amounts will be in direct proportion to that year's contribution to that agency. The distribution of the other half of the remaining assets shall be decided at the same time as the dissolution of this organization. All such distributions of assets upon dissolution shall be for exempt purposes or to organizations that qualify as exempt organizations, in each case, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

In case of schism within the congregation all property shall go to that group that adheres to the adopted Articles and Bylaws of VCF Duluth.

ARTICLE XIII: INDEMNIFICATION

SECTION 1 - Indemnification

VCF Duluth shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended, or as required or permitted by other provisions of law.

SECTION 2 - Insurance

VCF Duluth may purchase and maintain insurance on behalf of any person in such person's official capacity against any liability asserted against and incurred by such person in or arising from that capacity, whether or not VCF Duluth would otherwise be required to indemnify the person against the liability.

ARTICLE XIV: AFFILIATION WITH VINEYARD USA

SECTION 1 - Nature of Affiliation

- A. VCF Duluth is part of the Vineyard movement, which the Holy Spirit started in California and has spread throughout the world. "Vineyard values" are a part of the DNA of VCF Duluth. VCF Duluth is spiritually affiliated with other Vineyard churches and the national Association of Vineyard Churches (herein, "Vineyard USA").
- B. VCF Duluth uses the "Vineyard" name, which Vineyard USA purports to own, although the validity of Vineyard USA's trademark remains subject to challenge. VCF Duluth began using the "Vineyard" name in 1990. On August 29, 2006, VCF Duluth signed a Trade Name and Trademark License Agreement with the Association of Vineyard Churches (hereinafter, "License Agreement"). Because VCF Duluth had been using the "Vineyard" name since 1990, it might never have needed a license. Because the License Agreement was unilateral (one-sided) and lacked consideration, it might not be enforceable. The License Agreement purports to grant Vineyard USA certain termination rights and also contains the

following provision, “TERM: Unless otherwise terminated as provided herein, the term of this Agreement shall be for a period of one (1) year from the Effective Date and will automatically renew for successive one year terms unless either party gives the other party written notice that it will not renew the agreement at least thirty (30) days in advance of the renewal date.” Assuming the License Agreement is both needed by VCF Duluth and enforceable by Vineyard USA, several legal doctrines could limit Vineyard USA’s ability to terminate or refuse renewal of the license, including promissory estoppel, acquiescence, laches and implied perpetual license.

SECTION 2 - Vineyard USA Authority

- A. Apart from legal authority, as beloved brothers and sisters in Christ within the Vineyard movement, Vineyard USA and its leaders have a certain relational and spiritual authority to provide guidance and instruction to VCF Duluth. As such, VCF Duluth strives to maintain the unity of faith by seeking to establish bonds of fellowship and cooperation with Vineyard USA.
- B. With regard to legal authority, Vineyard USA has and is expected to continue to use the explicit or implicit threat of termination or non-renewal of the License Agreement as a means of exercising influence or control over VCF Duluth.

SECTION 3 - VCF Duluth Bylaws

- A. In 2024, Vineyard USA asked VCF Duluth to amend these Bylaws to include the following provision, “This Church [name of church may be inserted as an alternative] acknowledges that it has operated as an affiliated church with the Association of Vineyard Churches (also known as Vineyard USA, VUSA) and will strive to maintain the unity of faith by seeking to establish bonds of fellowship and cooperation. This Church acknowledges the Vineyard USA National Leadership Handbook (Handbook) and the procedures and policies contained therein as the authority providing guidance and instruction on matters defining the relationship between Vineyard USA, Vineyard pastors, and Vineyard churches. Where this Church’s bylaws and the Handbook require reconciliation, the spirit and intent of the Handbook shall establish the standards expected of this Church as a member of Vineyard USA.”
- B. Apart from legal authority, to the extent that VCF Duluth is a “member” of the Vineyard movement and is spiritually affiliated with other Vineyard churches and Vineyard USA, VCF Duluth acknowledges that the Vineyard USA National Leadership Handbook (hereinafter, “Handbook”) and the procedures and policies contained therein as the authority providing guidance and instruction on matters defining the relationship between Vineyard USA, Vineyard pastors, and Vineyard churches and the Handbook shall establish the standards Vineyard USA expects of VCF Duluth as a “member” of Vineyard USA.
- C. Because of (1) the fact that Vineyard USA purports not to be VCF Duluth’s parent organization, (2) the duties owed to VCF Duluth by the Church Council members under Section 317A.251 of the Minnesota Statutes, and (3) concerns about Vineyard USA’s use of power when responding to abuse, the Church Council

shall not explicitly or implicitly give legal authority to Vineyard USA to amend these Bylaws.