



BYLAWS OF RESERVOIR CHURCH

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ARTICLE I – NAME AND OFFICES

Section 1. Name

This corporation shall be known as the Vineyard Christian Fellowship of Cambridge, hereinafter referred to as “the church.”

Section 1.1 Amendment to Name

By the unanimous vote of the Board of Trustees the name of the church was changed to Reservoir Church on October 15, 2016.

Section 2. Principal Office

The principal office for the transaction of the business of the corporation is fixed and located at Cambridge, Massachusetts. The trustees may at any time, and from time to time, change the location of the principal office of the corporation from one location to another in the Commonwealth

Section 3. Other Offices

The corporation may also have other offices at such other locations within or without the Commonwealth of Massachusetts, as the trustees may from time to time designate.

Article II – Purpose and Statement of Faith

Section 1. Purpose

The purpose of this church shall be:

To glorify God by enjoying God forever;

To spread the Gospel of Jesus Christ as revealed through the Bible;

To teach and encourage believers to follow, worship and exalt Jesus Christ as leader and authority through acts of private and corporate worship and through their manner of living;

To provide preaching, teaching and fostering the growth of the Christian religion in all places;

To prepare, commission, license and ordain ministers to encourage the health and growth of vibrant and inclusive Christian ministries;

To have the right to own, hold in trust, use, sell, convey, mortgage, lease or otherwise gain, dispose of or use such property, real or chattel, as may be required or beneficial for the good of the church;

To engage in a ministry of teaching, education and outreach through radio, television, publications, the distribution of literature, the visual and performing arts (including, but not limited to, drama, music, and film) and other means of mass communication and to acquire and maintain such property, facilities and equipment as these ministries may require;

To acquire, operate and maintain Bible colleges, church schools, orphanages, group homes, marriage and family counseling centers, homes for the aged, services and facilities for the relief of the poor and destitute, facilities for sport, recreation, health and fitness, and other such charitable and benevolent institutions as may be deemed necessary to fulfill the objectives of this organization;

To collect, solicit, accept, hold and invest funds or other subscriptions;

To acquire and hold real estate and such other property as the realization of the aforesaid objectives may require;

To be a religious corporation without capital stock and which does not contemplate pecuniary gain or profits for its members; and

To carry on any activity in connection with or incidental to the above that is permitted by the law to corporations organized under Massachusetts General Laws Chapter 180 and within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2. Statement of Faith

We believe in God,
the Father almighty,
Creator of heaven and earth,
and in Jesus Christ, his only Son, our Lord,
who was conceived by the Holy Spirit,
born of the Virgin Mary,
suffered under Pontius Pilate,
was crucified, died and was buried;
he descended into hell;
on the third day he rose again from the dead;
he ascended into heaven,
and is seated at the right hand of God the Father almighty;
from there he will come to judge the living and the dead.
We believe in the Holy Spirit,
the holy catholic Church,
the communion of saints,
the forgiveness of sins,

the resurrection of the body,
and life everlasting.

Amen.

Section 3. Vision Statement

We find Jesus utterly compelling and believe that a life connected to Jesus simply has more—joy, hope, wholeness, and vitality. We envision a day when many in North Cambridge and Greater Boston are connecting with Jesus and our church in deep ways and absolutely thriving as a result.

Reservoir will continue to become the Beloved Community we are called to be, one that is:

- Diverse and anti-racist.
- Welcoming, and a place of profound belonging.
- Radically generous.
- Empowering wholeness, love, and justice in people and communities, promoting whole life flourishing.
- Innovating as a church in a post-Christian world, so that our ministry is less dependent on any one gathering but includes many life-giving new ways to experience and be church.

Section 4. Core Values

Jesus captures our hearts, transforms our lives, and makes all things possible. We want to move closer to Jesus in all aspects of our lives. As we do so, our community is animated by these five core values that guide our pursuit of vibrant, inclusive, healthy faith:

- **Connection:** We value life-giving connections and are committed to pursuing God's wholeness, love, and leading in every moment of our lives, transcending distinctions between sacred and secular.
- **Everyone:** We seek to welcome people in all their diversity, without condition or exception, to embrace a life connected to Jesus and others.
- **Action:** Love for Jesus compels us to act—to seek justice, show compassion, work for reconciliation, and hope for transformation in joyful engagement with the world.
- **Freedom:** We encourage honest exploration of faith over conformity of belief or behavior, trusting that the Holy Spirit reveals truth to all who seek God
- **Humility:** We are wholeheartedly committed to pursuing the truth of Jesus through multiple sources, including the Bible, reason, culture, and experience, and we take the posture of learners, recognizing that our understanding of God's truth continues to unfold.

Article III – Membership

Section 1. Classes of Members

There shall be two classes of members of the church. The first class is composed of the voting members of the corporation, hereinafter called the Board of Trustees. The second class of members, hereinafter called church members, have no vote, and no notice of any meeting of the voting membership of the corporation need be given to any church member.

Section 2. Qualifications of Church Members

The requirements and qualifications of church members are as follows:

- 1) To be pursuing personal discipleship and the use of one's spiritual gifts for the benefit of the church under the guidance of the Holy Spirit;
- 2) To accept and endorse the beliefs, purposes, practices and polity of the church as set forth in the Bible, bylaws and Articles of Organization;
- 3) To humbly, teachably and voluntarily accept the governance, guidance, discipline and direction of the recognized leaders of the church in mutual submission to Biblical principles;
- 4) To be living out an active and functional partnership within the church as evidenced by a commitment of time, energy and money; and
- 5) To publicly declare and/or demonstrate one's desire and intention to function as a member of this church as outlined above.

Section 3. Rights of Church Members

Church members shall have such rights to use church facilities and attend church functions and such other rights as the Board of Trustees may from time to time prescribe. The rights of a member may be terminated or suspended as a consequence of disciplinary action by a Disciplinary Board, which body the Board of Trustees may form or dissolve at any time as necessary. Such Disciplinary Board shall have 3–5 members, composed of pastors and Board of Trustees members, one of whom shall be the senior pastor. Church members shall not have the right to vote or attend meetings of the Board of Trustees of the corporation.

Section 4. Number of Church Members

No limit shall be placed on the number of church members.

Section 5. Status of Non-Members

All people seeking to discover the love of Jesus, the gift of community, and the joy of living are welcome to participate in our public services, meetings, gatherings, groups and functions, and partake of communion. There are two exceptions to this rule:

- 1) Anyone whose presence is disruptive to our services as determined by one of the members of the pastoral staff or Board of Trustees or one of their designees, and
- 2) Former members (ex-members) who have had their membership terminated by reason of disciplinary action or resignation as outlined below in Article III, Section 6.

Section 6. Termination of Membership

The Board of Trustees may terminate a person's membership in the church due to:

- 1) Inactivity: By withdrawing from an active and functional participation in the life and ministry of the church, thus failing to fulfill the membership requirement specified in Article III, Section 2, Item, d,
- 2) Disciplinary Action: By recommendation of a Disciplinary Board (Article III, Section 3) as a consequence of the findings of a Disciplinary Review Process (i.e. an investigation by the Disciplinary Board or designee) in which it is determined the person under consideration fails to fulfill the requirements and qualification of membership outlined in Article III, Section 2, or
- 3) Voluntary Resignation: By notifying the Board of Trustees in writing a member may resign at any time. However, any member who resigns in the midst of a Disciplinary Review Process must also terminate all participation with and involvement in the church's services, activities, programs and ministries in order to be considered an ex-member and bring to a halt the Disciplinary Review Process already initiated. Failure to terminate said involvement will invalidate the member's resignation.

Members who have had their membership terminated by disciplinary action will be considered ex-members, rather than non-members (as defined in Article III, Section 2), and forfeit the right to any participation in the life, services, activities, programs and ministries of the church unless special permission is granted by the Board of Trustees. Members who have had their membership terminated due to inactivity will be considered non-members.

Article IV – Board of Trustees

Section 1. Members

The members of the corporation shall be known as the Board of Trustees or simply the Board. The initial Board of Trustees shall consist of those appointed by the incorporator at the first meeting of the corporation. The incorporator shall be the first president, who shall also be the senior pastor of the church. With the exception of the president, each trustee shall hold office until the next annual meeting of the corporation and until a successor has been appointed. The president's status as a trustee may only be terminated by resignation or removal. All trustees for the next term shall be elected at the annual meeting of the corporation by a three-fourths (3/4) majority vote of the Board of Trustees with the advice and consent of the president. A trustee's term of office shall extend until the following annual meeting of the corporation, including vacancies filled, or additions made, during the year. Trustees may succeed themselves in office.

Section 2. Rights and Responsibilities of the Board of Trustees

Subject to the Articles of Organization, other sections of the bylaws and of Massachusetts law, all corporate powers of the corporation shall be exercised by or under the authority of the Board of Trustees. The Board of Trustees shall oversee and control the management, by the president, of the business and financial affairs of the corporation.

Without limiting the general powers, the Board of Trustees shall have the following powers:

- 1) To select and remove all the other officers, agents and employees of the corporation with the president's advice and consent;
- 2) To commission, license and ordain evangelists, teachers, prophets, apostles, and pastors and other recognized and designated ministers for a prescribed or indefinite period of time;
- 3) To conduct, manage and control the affairs and business of the corporation, and to vote rules and regulations not inconsistent with the law, the Articles of Organization or the bylaws; and
- 4) To borrow money and incur indebtedness for the purposes of the corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities.

The trustees shall receive no compensation for their services as trustees. Trustees may also serve as officers of the corporation, for which they may be compensated. The right of a trustee to vote

and all concomitant rights, title and interest in or to the corporation shall cease upon completion of the appointed term, or upon resignation or removal of said trustee.

Section 3. Number of Members

The Board of Trustees shall consist of no more than nine (9) and no fewer than five (5) members. The clerk shall keep a list of the names and addresses of all trustees and such list shall be conclusive as to whether a person is or is not a member of the corporation.

Section 4. Resignation

Any trustee of the corporation may, at any time, resign by written resignation addressed and delivered to the president or clerk of the corporation. Such resignation shall become effective as of the date delivered or as otherwise stated therein.

Section 5. Removal

A trustee of the corporation, with the exception of the president, may be removed at any time by a simple majority vote of the members of the Board of Trustees at any duly held meeting, provided that a notice or proposal to remove such trustee was specifically set forth in the notice of such meeting. Any such trustee shall be entitled to appear before and be heard at the Board of Trustees meeting considering their removal but will not be entitled to vote on the motion for removal. In the case of such a meeting the normal requirements governing a quorum will be suspended and a quorum will be constituted by the presence of three-fourths ($\frac{3}{4}$) of the remaining trustees. The removal of the president is subject to the foregoing conditions and procedures differing only in the requirement of a three-fourths ($\frac{3}{4}$) majority vote of the Board of Trustees.

Section 6. Vacancies and Additions

Vacancies in the Board of Trustees shall be filled by a three-fourths ($\frac{3}{4}$) majority vote of the Board with the advice and consent of the president. At their discretion and in the same manner the Board of Trustees may make additions to the Board at any time. A successor or newly-elected trustee shall serve for the duration of the unexpired term. In the case of a vacancy in the presidency the remaining Board of Trustees shall follow the procedure required in Article VI, Section 3.

Article V – Meetings

Section 1. Annual Meeting

The annual meeting of the Board of Trustees of this corporation shall be held every year at the principal office of this corporation or at any other time and at any other place determined by the

Board of Trustees. Otherwise, written notice of the time and place of the annual meeting shall be delivered by written communication to each trustee, sent to the primary contact on record. Any notice shall be communicated at least five (5) days before the date of the meeting.

Section 2. Special Meetings

Special meetings of the Board of Trustees of the corporation for any purpose(s), may be called at any time by the president or by any two (2) trustees.

Written notice of the time and place of special meetings shall be given in the same manner as for annual meetings. The transaction of any meetings of the Board of Trustees of this corporation, however called and noticed, shall be as valid as though had at a meeting held after regular call and notice if a quorum is present; and if, either before or after the meeting, each of the trustees not present signs a written waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting. All waivers, consents, or approvals shall be filed with the corporate records or be made a part of the minutes of the meeting.

Section 3. Quorum

The majority of the Board of Trustees shall constitute a quorum for the transaction of business, except when meeting to consider the removal from office of a trustee of the corporation, in which case the presence of three-fourths (3/4) of the trustees shall be required to constitute a quorum.

Section 4. Manner of Acting

When a majority of the Board of Trustees acts at a meeting at which a quorum is present, their action will be recognized as the action of the Board unless specified otherwise. When the bylaws indicate a percentage (majority, three-fourths (3/4) unanimous, etc.) of a vote is required to carry a motion, it shall be assumed that the percentage is in reference to all members present at the meeting at which a quorum has been constituted, unless specifically indicated to the contrary.

Section 5. Virtual Meetings

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

Section 6. Action without Meeting

Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Trustees. Such written consent(s) shall be filed with the minutes of the proceedings of the Board.

Section 7. Special Meeting of the Church Members

The president of the Board of Trustees may call a meeting of the church members at any time it is deemed necessary.

Article VI – Officers of the Corporation

Section 1. Officers

The officers of this corporation shall be a president, clerk and treasurer, and such other officers as the Board of Trustees may deem necessary. One person may hold more than one of these offices. Officers other than the president need not be members of the Board of Trustees.

Section 2. Appointment

The Board of Trustees shall appoint all other officers of the corporation with the advice and consent of the president.

Section 3. Vacancies

In the case of a vacancy in any of the offices except the president because of death, resignation, removal, disqualification, disability or otherwise, the Board of Trustees will be responsible to appoint a person to fill the vacancy with the advice and consent of the president. A vacancy in the office of president shall be filled by election of a candidate through receiving a three-fourths ($\frac{3}{4}$) majority vote by the Board of Trustees. The Board shall seek first from among the associate or assistant pastors from within the church. The resigning or retiring senior pastor may nominate a successor and/or participate in the appointment of a successor. In the case of the absence or disability of the president, any of the other trustees shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Trustees, until the return of the president or the election of a successor.

Section 4. President

The president of the corporation shall be the senior pastor of the church. The senior pastor, as president, shall have general supervision, direction, and control of the business and financial affairs of the corporation and is responsible for preparing an annual budget with the Board of Trustees and periodically reporting on the financial status of the corporation.

The senior pastor shall be chairperson of the Board of Trustees. They shall preside at all Board and church meetings and shall have such other powers and duties as may be prescribed from time to time by the needs of the corporation. The senior pastor shall be an ex-officio member of all committees, departments, gatherings or ministries. The senior pastor shall have an advice and consent relationship with the Board as to the hiring of all staff.

The president's compensation shall be specified by the Board of Trustees. The corporation shall provide adequate salary, housing allowance, health insurance, expense allowance,

retirement funds, conference funds, continued education, and other special funds as needed.

Section 5. Clerk

The clerk shall keep a full and complete record of all the proceedings of the Board of Trustees, shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make services of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation and shall discharge such other duties of the office as prescribed by the Board of Trustees, including the authority to appoint others to do the church correspondence and the day-to-day record-keeping.

Section 6. Treasurer

The treasurer shall receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the Board of Trustees. Those funds shall be paid out only on checks of the corporation under any two signatures signed from among the president, treasurer or clerk or by such officers as may be designated by the Board of Trustees. The treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Trustees, including the authority to appoint others to do the day-to-day handling of the monies.

Article VII – Governance of the Church

Section 1. An Independent Fellowship Under Christ

This church is set in order under the authority of Jesus Christ as revealed through the Bible and at the request of a company of believers in Jesus Christ with the express understanding that it is to be independent as to its faith and government, in full accord with the Bible as to its conduct and practice, and in cooperative fellowship with other believers.

Section 2. The Senior Pastor

The senior pastor is responsible to continually seek the Mind of Christ, through God's Spirit and the Word of God in all actions and decisions and shall have final authority in all ecclesiastical matters of the church. It is, however, expected that the senior pastor will make a reasonable effort to humbly and sincerely seek the counsel of and be instructed by the other pastors and leaders of the church, both collectively and individually. Additionally, the Board of Trustees will be responsible for annual evaluation of the senior pastor's teaching, direction, care, and leadership.

The senior pastor shall be considered the spiritual leader of the church and shall direct all of its activities. Ecclesiastical matters include matters relating to the spiritual health of the church, matters of doctrine and interpretation, matters of spiritual ordinances for the church, direction of

ministry, leading and discernment for initiating or terminating ministry activities and any other matters reasonably connected to spiritual leadership.

The senior pastor shall oversee the church on a daily basis and has the right and responsibility to direct, give leadership to, consult with and delegate ecclesiastical authority to the executive, associate, and assistant pastors, the staff, as well as other leaders, the general church body and its ministries, and through them be responsible for the spiritual development and maturing of the church members.

The senior pastor shall provide for all meetings and services of the church body and shall arrange for all special meetings. No person shall be invited to speak, preach, or otherwise minister in or to the church body without the prior approval of the senior pastor or their designee.

Section 3. The Board of Trustees

The Board of Trustees shall serve under the ecclesiastical leadership of the senior pastor. The Board of Trustees shall not provide direct ecclesiastical leadership to the church but shall be responsible for providing ongoing consultation and feedback to the senior pastor, including but not limited to annual oral and written evaluation. Additionally, the Board will be responsible for the business matters of the church that directly relate to the public trust of the corporate assets. All actions of the Board of Trustees shall be consistent with the purpose of the corporation to establish a church governed by the senior pastor.

Section 4. Identification and Consent of Members of the Church

The full membership of the church includes both classes of members; voting and non-voting (i.e., Board of Trustees and church members). Members of the church shall be subject to the senior pastor and consent to be bound by all provisions of the bylaws, rules and regulations, and policies of the corporation as set by the senior pastor and Board of Trustees.

Section 5. Discipline of Members

All disciplinary actions in keeping with the spiritual mandates of righteous living and conduct according to the Bible are considered to be ecclesiastical matters under the bylaws. Prior to any disciplinary action, due process shall be provided to the church member to be heard by the senior pastor and/or a special Disciplinary Board, appointed by the Board of Trustees either orally or in writing, at a time and place set by a Disciplinary Board.

Section 6. Disputes

All disputes between the church, its members, its staff, or its Board of Trustees shall be handled through mediation and keeping with spiritual mandates of living and conduct according to the Bible. Whether the mediation process is internal or external, the aim should be one of reconciliation and restorative justice. However, accusations of abuse of power and any other criminal conduct will also be referred to law enforcement and/or other outside

investigative parties, as the Board of Trustees sees as appropriate. Should these accusations directly involve the senior pastor, the Board of Trustees will make these determinations without the senior pastor's guidance or presence during deliberations.

Section 7. Auxiliaries

Any organization, group, or club whose membership is primarily for a church activity, shall be considered an auxiliary of the church and shall be subject to the bylaws. An auxiliary organization shall exist only in cooperation with and under the authority of the senior pastor and Board of Trustees.

Article VIII – Senior, Executive, Associate, or Assistant Pastors

Section 1. Appointment

As the need arises, the Board of Trustees shall elect by $\frac{3}{4}$ vote, the senior, associate or assistant pastors to share in the ministry of the church. The Board of Trustees shall elect associate or assistant pastors with the advice and consent of the senior pastor. The senior pastor shall define each associate or assistant pastor's ministry. The associate or assistant pastors shall serve under the senior pastor's direction and with the senior pastor in the administration and oversight of the church and its business.

Section 2. Compensation

The compensation of the senior, executive, associate, or assistant pastors shall be specified by the Board of Trustees with the advice and consent of the president. For a full-time senior, associate or assistant pastor, the corporation shall provide adequate salary, housing allowance, health insurance, expense allowance, retirement funds, conference and continued education funds. For a part-time pastor, the corporation shall provide as seems appropriate to the Board of Trustees.

Section 3. Removal

The Board of Trustees shall have the authority to remove the senior, executive, associate, and assistant pastors without cause. The Board of Trustees shall remove the senior, executive, associate, and assistant pastors by $\frac{3}{4}$ vote. The Board of Trustees shall remove executive, associate, and assistant pastors with the advice and consent of the senior pastor.

Article IX – Credentialing of Ministers

Section 1. The Right to Credential

The church, by the unanimous approval of the Board of Trustees, shall have the right to ordain, license, commission and otherwise credential Christian workers and ministers. By exception the senior pastor has the right to commission without gaining prior Board approval, but such commissions may be subject to the Board for review and majority confirmation at the Board's discretion. The church retains and maintains the right and responsibility to provide discipline and necessary assistance for those whom it credentials. All credentials other than ordination shall be reviewed with a current list maintained in the church records.

Section 2. Purposes of Credentialing

The purposes of credentialing are to attain unto the purposes of the church as set forth in Article II of this document; to give legal and valid authority to the ministries of the fellowship to proceed with said purpose; to establish fellowship among Christian workers; to provide for a standardization of doctrine; to encourage the upgrading of ministerial standards; and to provide, through the fellowship and the church, education and experience necessary to equip potential ministers.

Section 3. Classes of Credentials

There shall be the following classes of credentials provided for:

- 1) Ordained ministers and/or pastors—Ordination recognizes the presence and development of ministry gifts, usually after a period of training and instruction, and a lifelong calling to use those gifts for the benefit of the body as a pastor, teacher, or other such position or gifting, as the Board of Trustees may determine and recognize. Those set apart by ordination are authorized by the church, as a duly recognized ministers of the Gospel, to officiate at weddings and funerals, perform baptisms, celebrate communion and undertake other such ministerial functions as are in accordance with the laws of the land and the ordinances of God's Word with all prerogatives of such a calling and office.
- 2) Licensed ministers and/or pastors—Licensure, usually after a period of training and instruction, recognizes the presence and gifting of an individual to fulfill ministry functions such as preaching, teaching, counseling, prayer ministry, worship leading and other such functions as the Board of Trustees may designate. Those set apart by licensure are authorized by the church, as duly recognized ministers of the Gospel, to officiate at weddings and funerals, perform baptisms, celebrate communion and undertake other such ministerial functions as are in accordance with the laws of the land and the ordinances of God's Word with all prerogatives of such a calling and office.

- 3) Commissioned ministers and/or pastors—At the discretion and direction of the senior pastor or Board of Trustees, functioning together or separately, certain other persons, usually after a period of training and instruction, may be commissioned who are involved in various types of ministries, such as hospital visitation, youth work, prayer, healing, etc. This commissioned person is duly recognized as a minister of the Gospel in accordance with their specific commissioning but are not authorized to officiate at weddings or funerals, or be eligible for those rights, privileges and prerogatives reserved, by the law of the land, for ordained and licensed persons. Commissioned ministers are eligible to perform baptisms and celebrate communion under the authority and guidance of the senior pastor.

The Board of Trustees may, at its discretion, credential or recognize other classes of ministers of the Gospel as is deemed good, necessary or beneficial for the ministry of or to the church.

Section 4. Revocation of License or Commission to Minister

License to minister is a privilege and can be revoked at any time for cause according to the following provisions and procedures. The matter giving rise to revocation shall be sent to the licensee under consideration in writing thirty (30) days prior to a vote for revocation by the Board of Trustees after a majority of the Board has voted to send such notice of revocation. The licensee shall submit a defense of the charges either in writing or orally before the Board of Trustees. Following the defense or after thirty (30) days from notification, the Board of Trustees shall vote on the revocation of license to minister. The revocation shall be carried by a majority vote of the Board of Trustees. The outcome of the vote shall be communicated to the licensee in writing within seven (7) days of the vote on revocation.

Commission to minister is a privilege and can be revoked at any time without cause by the senior pastor or the Board of Trustees without giving prior notification or opportunity for defense.

Section 5. Certificate of Ordination

The following is the text of the Certificate of Ordination to be issued to each successful candidate:

Certificate of Ordination

This is to certify that [Name] was duly ordained by Reservoir Church as a minister of the Gospel of Jesus Christ. They have completed all studies and has met all of the requirements of this body for recognition of such office; further, by rite of ordination this date, they are duly ordained to perform all ministerial functions without limit as accorded by the laws of the land and in compliance with the ordinances of God's Holy Church as set forth in the Holy Bible. We now pray for God's divine blessing and for the power of the Holy Spirit upon them.

Given this [Date] day of [Month], [Year].

[Printed names and signatures of President and Clerk]

[Seal]

Section 6. Certificate of License to Minister

Certificate of License to Minister

This is to certify that [Name] was duly licensed to minister by Reservoir Church as a minister of the Gospel of Jesus Christ. They have completed all studies and have met all of the requirements of this body for recognition of such office; further, They are duly licensed to perform all ministerial functions without limit as accorded by the laws of the land and in

compliance with the ordinances of God's Holy Church as set forth in the Holy Bible. We now pray for God's divine blessing and for the power of the Holy Spirit upon them.

Given this [Date] day of [Month], [Year].

[Printed names and signatures of President and Clerk]

[Seal]

Article X – Indemnification and Insurance

Section 1. Indemnification

The corporation shall to the extent legally permissible, indemnify each of its trustees, officers, employees and other agents (including persons who serve at its request as trustees, officers, employees or other agents of another organization in which it has an interest) against any and all liability, loss and expense, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably, actually and necessarily incurred in connection with or as a result of the defense or disposition of any action, claim, demand, suit or other proceeding, whether civil or criminal, in which they may be involved or with which they may be threatened, while in office or thereafter, by reason of being or having been such a trustee, officer, employee or agent, except with respect to any matter as to which they shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation, provided, however, that as to any matter disposed of by a compromise payment by such trustee, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification:

- 1) by a disinterested majority of the trustees then in office; or by a majority of the disinterested trustees then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such trustee, officer, employee or agent appears to have acted in good faith in the reasonable belief that their action was in the best interests of the corporation; or
- 2) if authorization of indemnification cannot be obtained because the number of trustees who are parties to the proceeding or otherwise interested prevents a quorum, the Board of Trustees shall promptly call a meeting of the pastoral team or leaders in conjunction with the disinterested trustees who shall authorize indemnification if appropriate. Expenses including counsel fees reasonably, actually and necessarily incurred by any such trustee, office, employee, or agent in connection with the defense or disposition of any such action, suit or other

proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if they shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any trustee, officer, employee, or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph the terms “trustees”, “officer”, “employees” and “agent” include their respective heirs, executors and administrators, and an “interested” trustee is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

Section 2. Insurance

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee or other agent of another organization in which it has an interest, against any liability incurred by the individual/entity in any such capacity, whether or not the corporation would have power to indemnify him or her against such liability.

Article XI – Investments

The corporation may solicit, receive and maintain funds consisting of cash, securities, real, personal or any other type of property or asset and shall have the right to retain all or any part of such funds acquired by it in whatever manner and to invest and reinvest any funds, property or assets held by it, according to the judgment of the Board of Trustees, without being restricted to the class of investments which a fiduciary is or may hereafter be permitted by law to make or any similar restriction, provided however, that no action shall be taken by or on behalf of the corporation as such action would cause the loss of its exemption from taxation under Section 501 (c)(3) of the Internal Revenue Code as amended.

Article XII – Contracts and Services

Section 1. Execution

The Board of Trustees, except as in these bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no officer, agent

or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

Section 2. Interest in Contracts

The trustees and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, trustees, or otherwise; provided, however, that any contract, transaction, or act on behalf of the corporation is a matter in which the trustees or officers are personally interested as stockholders, directors or otherwise shall be at arm's length and not violative of the proscriptions in the Articles of Organization against the corporation's use or application of its funds for private benefit.

Article XIII – Fiscal Year

The fiscal year of the corporation shall, unless otherwise fixed by the Board of Trustees, end on the last day of December every year.

Article XIV – Corporate Seal

The corporate seal shall consist of a circular die bearing the name of the corporation and such other device or inscription as the Board of Trustees may determine. The form of the seal may be changed by order of the Board of Trustees.

Article XV – Miscellaneous

Section 1. Inspection and Review of Bylaws

The church shall keep in its principal office the original or a copy of its Articles of Organization and bylaws, as amended to date, certified by the clerk, which shall be open to inspection by all members at all reasonable times during the office hours.

The Board of Trustees will review and re-approve these bylaws once every three to five years.

Section 2. Limitations

No substantial part of the activities of this corporation shall consist of carrying out propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 3. Sharing Profits Prohibited

No member, trustee, officer, employee, member of a committee or other person connected with the corporation, or any other private individual shall receive nor have inure to his benefit at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person or such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Trustees.

Section 4. Dissolution

The property of this corporation is irrevocably dedicated to religious or charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer or member thereof or to the benefit of any private person. Upon the dissolution or liquidation of the corporation, whether the same be voluntary or involuntary, or upon any distribution whatever of its assets or property, no member, trustee or officer of the corporation will be entitled to receive any part of the assets or property of the corporation other than as reasonable compensation for services actually rendered.

Upon any such dissolution or liquidation of the corporation, all of the assets and property of the corporation remaining after payment of all of its liabilities shall be disposed of by being transferred to such other nonprofit, charitable or religious funds, foundations, trusts, corporations or organizations which are then exempt under Section 501(c)(3) of the Internal Revenue Code, as amended and which are devoted to aims similar or substantially similar to those of this corporation, and in such manner as may be determined by the Board of Trustees.

Section 5. Exempt Activities

Notwithstanding any other provision of these bylaws, no member, trustee, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Article XVI – Amendments

These bylaws may be altered, amended or repealed, and new bylaws not inconsistent with any provision of the Articles of Organization or statute may be made, by the unanimous vote of the trustees of the corporation entitled to vote thereon at any regular or special meeting of the Board of Trustees duly called after notice to the trustees of that purpose.