

ANDERSON HILLS CHURCH GOVERNANCE

At its Annual Church Meeting held on February 5, 2023, the members of Anderson Hills Church adopted these principles for Anderson Hills Church Governance as the regulations for the government of the corporation, the conduct of its affairs, and the management of its property pursuant to Ohio Revised Code §1702.10.

ARTICLE ONE Purpose

Section 1.01. Mission. Anderson Hills Church exists to glorify God and produce fully devoted followers of Jesus Christ who transform the world.

Section 1.02. Vision. Anderson Hills Church will be an authentic community of faith that equips people with God's Word to go and share the gospel.

Section 1.03. Function. The church of Jesus Christ exists in and for the world and encounters the world primarily at the level of local churches like ours. As such, Anderson Hills Church is a strategic base from which Christians move out to the structures of society. Our function, under the guidance of the Holy Spirit, is to help people to accept and confess Jesus Christ as Lord and Savior and to live their daily lives in light of their relationship with God. Therefore, we will minister to all persons in our community, not just Anderson Township but the greater Cincinnati area, provide appropriate training and nurture to all, cooperate in ministry with other local churches, steward and defend God's creation, and participate in the worldwide mission of the church.

Section 1.04. Relationship with the Wider Church. As a connectional society of persons who have been baptized, have professed their faith in Christ, and have assumed the vows of membership in the Anderson Hills Church, we gather in fellowship to hear the Word of God, receive the sacraments, praise and worship the triune God, and carry forward the work that Christ has committed to his church. A society of believers, we are an inherent part of the church universal, which is composed of all who accept Jesus Christ as Lord and Savior, and which in the Apostles' Creed we declare to be the holy catholic church.

ARTICLE TWO Members; meetings of members

Section 2.01. Membership. The membership of Anderson Hills Church shall be all people who have been baptized and who have professed their faith and who are listed as a member on the membership records of Anderson Hills Church. They will include those who have received Christian baptism and professed their faith at Anderson Hills Church or elsewhere and who have gone through the steps prescribed by the Church Council to join Anderson Hills Church.

Section 2.02. Profession of faith. When persons unite as professing members with Anderson Hills Church, they profess their faith in God, the Father Almighty, maker of heaven and earth; in Jesus Christ his only Son; and in the Holy Spirit. Thus, they make known their desire to live their daily lives as disciples of Jesus Christ. They covenant together with God and

with the members of Anderson Hills Church to keep the vows which are a part of the order of confirmation and reception into Anderson Hills Church:

1. To renounce the spiritual forces of wickedness, reject the evil powers of the world, and repent of their sin;
2. To accept the freedom and power God gives them to resist evil, injustice, and oppression;
3. To confess Jesus Christ as Savior, put their whole trust in his grace, and promise to serve him as their Lord;
4. To remain faithful members of Christ's holy church and serve as Christ's representatives in the world;
5. To be loyal to Christ through His church and do all in their power to strengthen its ministries;
6. To faithfully participate in its ministries by their prayers, their presence, their gifts, their service, and their witness;
7. To receive and profess the Christian faith as contained in the Scriptures of the Old and New Testaments.

Section 2.03. Membership Records. Anderson Hills Church shall keep and maintain records including, for each member:

- a. the person's name, date of birth, address, email address, place of birth, date of baptism, officiating pastor, and sponsors;
- b. date of confirmation/profession of faith, officiating pastor, and sponsors;
- c. if transferred from another church, date of reception, sending church, and receiving pastor;
- d. if transferred to another church, date of transfer, receiving church, and address of receiving church;
- e. date of removal or withdrawal and reason;
- f. date of restoration of professing membership and officiating pastor;
- g. date of death, date and place of funeral/memorial, place of burial, and officiating pastor.

Only persons reflected in the membership records of Anderson Hills Church shall be entitled to have a representative vote on matters submitted to the members. Each member shall have the responsibility of notifying Anderson Hills Church in writing of any correction or change in the member's name, address, or email address. For purposes of determining the members entitled to vote, Anderson Hills Church shall be entitled to rely on its membership records.

Section 2.04. Member involvement and accountability. While primary responsibility and initiative rests with each professing member to faithfully perform the vows of the baptismal covenant that have been solemnly assumed, if the member should be neglectful of that responsibility, these procedures shall be followed:

(1) If a professing member residing in the community is negligent of the vows or is regularly absent from the worship of the church without valid reason, the pastors and staff shall seek to reenlist the member in the active fellowship of the church. They shall contact the member and make clear that, while the member's name is on the roll of Anderson Hills Church, one is a member of the church universal, and that, since the member is not attending Anderson Hills Church, the member is requested to do one of three things: (a) reaffirm the baptismal vows and return to living in the community of the baptismal covenant at Anderson Hills Church, (b)

arrange transfer to another church, or (c) request withdrawal. If the member does not comply with any of the available alternatives over a period of two years, the member's name may be removed.

(2) If a professing member whose address is known is residing outside the community and is not participating in the worship or activity of the church, the directives to encourage a transfer of the member shall be followed each year until that member joins another church or requests in writing that the member's name be removed from the roll of professing members; provided, however, that if after two years the pastors and staff have not been able to relate that member to the church at the new place of residence, the member's name may be removed from the roll of members by the procedure of § (4) below.

(3) If the address of a professing member is no longer known, the pastors and staff shall seek to locate the member. If the member can be located, the directives of either § (1) or § (2) above shall be followed, but if after two years of such efforts the address is still unknown, the member's name may be removed from the roll of members by the procedure of § (4) below.

(4) If the directives of §§ (1), (2), or (3) above have been followed for the specified number of years without success, the member's name may be removed as a professing member by vote of the Annual Church Meeting on recommendation of the pastors and staff, each name being considered individually, provided that the member's name shall have been entered in the minutes of the Annual Church Meeting for two consecutive years. On the membership record there shall be entered after the member's name: "Removed by Annual Church Meeting Action"; and if the action is on the basis of § (3), there shall be added: "Reason: Address Unknown." The record shall be retained in order that upon reaffirmation of the baptismal covenant the person may be restored as a member. Should a transfer of membership be requested, the pastor may, after consultation with the person, issue the certificate of transfer.

Section 2.05. Annual Church Meeting. The Annual Church Meeting of the members of Anderson Hills Church shall be held each year on a date and at a time and place designated by the Church Council. Such Annual Church Meeting shall be to elect members of the Church Council and other committees, to consider any reports to be laid before such meetings, and to consider such other business as may properly come before such meeting.

In addition to the membership of the Church Council, the Annual Church Meeting shall elect the following church leaders:

1. Chairperson of the Church Council.
2. The Lay Leader.
3. The Nominations and Leadership Development Committee.
4. The Human Resources Committee and its chairperson.
5. The Facilities & Property Committee and its chairperson.
6. The Finance Committee, its chairperson, and the members and chairpersons of Audit, Investment and Stewardship subcommittees.
7. The Missions Committee and its chairperson.
8. The Financial Secretary and the Church Treasurer, if not paid employees of Anderson Hills Church.

Special attention shall be given to making sure that this team represents the entirety of Anderson Hills Church.

Section 2.06. Special Meetings. Special Meetings of the members may be called by the Church Council.

Section 2.07. Notice of Meetings. Notice of time and place of a regular or special meeting of the members shall be given at least ten days in advance by two or more of the following: from the pulpit, in Anderson Hills Church's weekly bulletin, in another church publication, by email to the membership, or by mail.

Section 2.08. Quorum. At any meeting of members, the members present shall constitute a quorum for the meeting.

Section 2.09. Form of Meetings. The Chair of the Church Council shall preside at all meetings. As determined by the Church Council and reflected in the notice of the meeting, meetings of the members may be held at the principal office of Anderson Hills Church, or virtually as set out in this section, or both. Members who are not physically present may attend the virtual meeting by the use of communications equipment that enables the voting members an opportunity to participate in the meeting and to vote on matters submitted to the voting members, including an opportunity to read or hear the proceedings of the meeting, participate in the proceedings, and contemporaneously communicate with the persons who are physically present at the meeting. Any member who uses such communications equipment is deemed to be present in person at the meeting. The Church Council will adopt procedures and guidelines for virtual meetings and the use of communications equipment in connection with a meeting of voting members of Anderson Hills Church. Church Council will also determine when to use communications equipment, and will verify that a person is a member and will maintain a record of any vote or other action taken at the meeting.

ARTICLE THREE

Church Council

Section 3.01. Authority and Purpose. The governing authority of Anderson Hills Church shall be vested in and exercised by the Church Council, consisting of no fewer than 9 members and no more than 12 members. The Church Council is responsible for vision, strategic planning, allocating resources, and governance. The Lead Pastor is responsible for implementing the strategy and operations of the church. The Church Staff is responsible for overseeing the day-to-day operations of the church. The Council's primary responsibilities include:

1. protecting the mission and vision of the church;
2. modeling spiritual leadership to the congregation;
3. providing both accountability and encouragement to the Lead Pastor;
4. advising the Lead Pastor on key strategic decisions;
5. making significant stewardship decisions;
6. initiating a Pastoral Search Committee for sourcing, recruiting, and recommending a Lead Pastor, an Executive Pastor, and candidates for other pastoral positions; and
7. confirming the recommendation of the Pastoral Search Committee as to the hiring of the Lead Pastor and, with consultation from the Lead Pastor, the Executive Pastor and other pastoral positions.

The Church Council shall envision, plan, implement, and annually evaluate the mission and ministry of the church. The Church Council shall function as the directors of Anderson Hills Church, for purposes of Ohio Revised Code §§1702.26 – 1702.33.

Section 3.02. Church Council Membership. The membership shall include the following, in each case for so long as that person serves in the identified position:

1. the chairperson of the Church Council;
2. the Lay Leader;
3. the chairperson of the Human Resources Committee;
4. the chairperson of the Finance Committee;
5. the chairperson of the Facilities & Property Committee;
6. the chairperson of the Missions Committee;
7. the Lead Pastor; and
8. the Executive Pastor.

Neither the Lead nor Executive Pastor will have a vote on the Church Council.

At-large Church Council members will be nominated by the Nominations and Leadership Development Committee and elected at the Annual Church Meeting to 3-year terms. The terms will be staggered so that at any Annual Church Meeting no more than two of the at-large members will turn over. Only one person from an immediate family residing in the same household shall serve on the Church Council.

A Church Council member shall perform her or his duties as a Church Council member in good faith, in a manner she or he reasonably believes to be in, or not opposed to, the best interests of Anderson Hills Church.

Section 3.03. Limitation on Terms. No person who has been elected as a Church Council member by the members of Anderson Hills Church and who has served as such a member for two consecutive three-year terms shall be eligible for re-election to a third consecutive term. Any person who is not eligible for re-election to a third consecutive three-year term and who does not serve as a Church Council member for an eleven-month period following the expiration of a three-year term may stand for election to a new three-year term.

Section 3.04. Removal. A Church Council member may be removed from office, with or without assigning any cause, by no less than a three-quarter's vote of the Church Council, not including the member whose removal is being voted on.

Section 3.05. Vacancies. The Church Council may fill, until to the next Annual Church Meeting, any vacancy that occurs in the Church Council. The candidate for that vacancy will be nominated by the Nominations and Leadership Development Committee.

Section 3.06. Meetings. The Church Council shall hold such meetings as are called by the Chair or by any three members of the Church Council. All meetings shall be held at the principal office of Anderson Hills Church. Notice of the time of each meeting of the Church Council shall be given to each of the members three days before the date on which such meeting is to be held. Fifty percent of the current membership of the Church Council shall constitute a

quorum for taking any action. Meetings of the Church Council may be held through any communications equipment if all persons participating can hear each other.

Section 3.07. Action without a Meeting. The Church Council may approve any action requiring immediate attention without a meeting upon affirmative vote of no less than ninety percent of the membership of the Church Council delivered by email.

ARTICLE FOUR

Standing Committees of Anderson Hills Church

Section 4.01. Nominations and Leadership Development Committee. The committee is responsible for identifying, developing, deploying, evaluating, and monitoring Christian spiritual leadership for Anderson Hills Church. The Lay Leader shall chair the committee. While the committee will consult with the Church Council and its chairperson in developing its slate of candidates, within its area of responsibility, the Nominations and Leadership Development Committee has plenary authority derived from the members and is not answerable to the Church Council.

Section 4.02. Human Resources Committee. The committee is responsible for reviewing the performance of the Lead Pastor and, with consultation from the Lead Pastor and, as appropriate the Executive Pastor, the other pastors and staff of Anderson Hills Church. The committee is also responsible for providing direction and decision making for employee policies, compensation and benefits, legal compliance, performance management and staff training for Anderson Hills Church.

Section 4.03. Facilities & Property Committee. The committee is responsible for oversight and care of all real and personal property owned by Anderson Hills Church, in support of its mission and ministries.

Section 4.04. Finance Committee. The committee is responsible for proposing a budget and then raising, managing, and distributing the financial resources of the congregation to support and strengthen the mission and ministry of the congregation. The Finance Committee shall have three subcommittees – audit, investment, and stewardship. The chairpersons of investment and stewardship subcommittees shall serve on the Finance Committee; the chairperson of the audit subcommittee may serve on the Finance Committee.

Section 4.05. Missions Committee. The committee is responsible for disbursing mission funds to those organizations and entities whom Anderson Hills Church supports in the mission field, for monitoring the work of those organizations and entities after they have received that support, and for reporting back to the congregation on how Anderson Hills Church mission dollars are making a difference.

Section 4.06. Other committees and task forces. The Church Council may establish and empower Pastoral Search Committees as necessary and other committees or task forces as it deems appropriate to advance the mission of Anderson Hills Church.

Section 4.07. Terms of Office; Responsibilities. Members of standing committees shall be elected to 3-year terms of office. The terms will be staggered so that at the end of any term, no more than roughly a third of the committee membership will turn over.

Only one person from an immediate family residing in the same household shall serve on a standing committee at the same time.

When a vacancy occurs in a standing committee membership during the year, a successor committee member shall be nominated by the Nominations and Leadership Development Committee and elected by the Church Council.

A member of any committee shall perform her or his duties on that committee in good faith, in a manner she or he reasonably believes to be in, or not opposed to, the best interests of Anderson Hills Church.

The Lead and Executive Pastors may attend any standing committee meeting except for that portion of a Human Resources meeting at which that pastor is under consideration by the committee.

Section 4.08. Limitation on Terms. No person who has been elected as a member of a standing committee and who has served as such a member for two consecutive three-year terms shall be eligible for re-election to a third consecutive term provided, however, that such limitation shall not apply to the Lay Leader in her or his capacity as member and chair of the Nominations and Leadership Development Committee. Any person who is not eligible for re-election to a third consecutive three-year term and who does not serve as a member of such standing committee for an eleven-month period following the expiration of a three-year term may stand for election to a new three-year term.

Section 4.09. Meetings. Standing committees shall hold such meetings as may be called by the Chair or by any three members with at least 3 days' notice. Fifty percent of the current membership of a standing committee shall constitute a quorum for taking any action. Meetings of a standing committee may be held through any communications equipment if all persons participating can hear each other.

Section 4.10. Action without a Meeting. Standing committees may approve any action requiring immediate attention without a meeting upon affirmative vote, delivered by email, of no less than seventy-five percent of the membership of the standing committee.

ARTICLE FIVE

Elected Leaders

Section 5.01. Leaders. The officers of Anderson Hills Church to be elected by the members at the Annual Church Meeting shall include the chairperson of the Church Council, the Lay Leader, the recording secretary and such other officers and assistant officers as the Church Council may from time to time elect.

1. The **chairperson of the Church Council** shall chair all meetings of the Church Council as well as the Annual Church Meetings. For purposes of Ohio Revised Code §1702.34, the chairperson of the Church Council shall be the president.
2. The chairperson of the Finance Committee shall be the treasurer for purposes of Ohio Revised Code §1702.34.
3. The recording secretary shall be the secretary for purposes of Ohio Revised Code §1702.34.
4. The **Lay Leader** is the primary lay representative of the laity of Anderson Hills Church and shall be responsible for:
 - a. fostering awareness of the role of laity both within the congregation and through their ministries in the home, workplace, community, and world;
 - b. meeting regularly with the pastor to discuss the state of the church, its mission and ministry;
 - c. serving as chair of the Nominations and Leadership Development Committee;
 - d. serving on the Church Council, Human Resources Committee, and Finance Committee; and
 - e. advising the Church Council of available opportunities and expressed needs in order to foster effective mission and ministry of the church through its laity in the community.

Section 5.02. Tenure in Office. The officers of Anderson Hills Church shall hold office for a term of three years or until their successors have been elected and qualified. All officers shall be eligible to succeed themselves in the same office; provided, however, that no person shall be eligible to serve more than one three-year term as chairperson of the Church Council. Any officer of Anderson Hills Church may be removed, either with or without cause, at any time, by the affirmative vote of a majority of all the Church Council then in office.

Section 5.03. Signature Authority. All deeds, mortgages, bonds, and notes shall be signed by an officer with the consent of the Church Council.

Section 5.04. Vacancies. In the event any vacancy occurs in any office of Anderson Hills Church, the Church Council, at any regular meeting, or at any special meeting called for such purpose, may fill such vacancy by election of a successor to hold office until the next Annual Church Meeting, at which the office shall be filled.

ARTICLE SIX

Ordination

Section 6.01. Recognition of Orders. In accordance with our Methodist roots, Anderson Hills Church recognizes the ordination of pastors from major Methodist denominations. A pastor hired by Anderson Hills Church who has been ordained in one of those denominations will be given a certificate of ordination from Anderson Hills Church to formally express its blessing on that ordination, and will thus be ordained by Anderson Hills Church.

Section 6.02. Ordination Requirements. The Church Council will establish ordination requirements for those who have not previously been ordained by another Methodist denomination.

ARTICLE SEVEN

Finances

Section 7.01. Deposits. All funds, investments and securities owned by Anderson Hills Church shall be deposited in such depositories as may be designated by the Finance Committee.

Section 7.02. Access. Withdrawals from and other access to such funds, investments and securities shall be effected only upon authorization by the Finance Committee.

Section 7.03. Authority to Borrow, Encumber Assets. No church council member, officer, agent or employee of Anderson Hills Church shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and extent of the authority delegated by a resolution adopted by the Annual Church Meeting or the Church Council. Authority may be given by the Annual Church Meeting or by the Church Council for any of the above purposes and may be general or limited to specific instances.

Any borrowing of more than ten percent of Anderson Hills Church's prior year's revenue or any building campaign with a budgeted amount greater than that threshold requires the approval of the Annual Church Meeting after notice specifically identifying the proposed borrowing and the purpose for it.

ARTICLE EIGHT

Indemnification and Insurance

Section 8.01. Indemnification and Insurance. Anderson Hills Church shall indemnify to the fullest extent permitted by the nonprofit corporation laws of the State of Ohio each person who was, is or will be a church council member, officer, volunteer or employee of Anderson Hills Church (including the heirs, executors, administrators or estate of such person) against any liability, cost or expense incurred by such person in such person's capacity as such a church council member, officer, volunteer or employee, or arising out of such person's status as such a church council member, officer, volunteer or employee (including serving at the request of Anderson Hills Church as a trustee, director, officer, partner, member, employee or agent of another organization).

Anderson Hills Church may, but shall not be obligated to, maintain insurance at its expense to protect itself and any such person against any such liability, cost or expense.

ARTICLE NINE

Miscellaneous

Section 9.01. Code of Regulations. This Anderson Hills Church Governance document shall function as the regulations for the government of the corporation, the conduct of its affairs, and the management of its property pursuant to Ohio Revised Code §1702.10..

Section 9.02. Amendments. The Anderson Hills Church Governance document may be amended or restated by a two-thirds vote of the members at the Annual Church Meeting, held no

sooner than 20 days after written notice of the amendment(s) and reason for them have been provided to the members of Anderson Hills Church by two or more of the following: in Anderson Hills Church's weekly bulletin, in another church publication, by email to the membership, or by mail.

Section 9.03. Leadership requirements. The leadership of Anderson Hills Church – including members of the Church Council under Article Three, members of the standing committees under Article Four, and Elected Leaders under Article Five – should be Christian spiritual leaders who demonstrate regular worship attendance, small-group participation, Bible study and regular giving. These practices are essential for those individuals to bring integrity to the leadership of the ministry of Anderson Hills Church.

Section 9.04. Conflicts of Interest.

(A) **Gifts.** No Church Council member, Elected Leader or employee of Anderson Hills Church shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan or other consideration) from any person, corporation, association, or other entity which has, or is seeking, a contractual, donative, employment, financial or other beneficial relationship with Anderson Hills Church, which relationship may be substantially affected by that Church Council member's, Elected Leader's, or employee's performance of her or his duties to Anderson Hills Church without first making a disclosure of such conflict of interest to the Church Council.

(B) **Conflict of Interest Procedure.** When the Church Council is considering a proposed transaction that may benefit the private interest of a Church Council member, Elected Leader, or employee, the procedure outlined in the Conflict of Interest Policy adopted by the Church Council shall be followed.

Section 9.05. Dissolution. If deemed advisable by the Church Council and the members, Anderson Hills Church may be dissolved pursuant to the applicable provisions of the nonprofit corporation laws of the State of Ohio. Upon the dissolution of Anderson Hills Church, Anderson Hills Church shall distribute its assets as provided in its Articles of Incorporation.

Section 9.06. Fiscal Year. The fiscal year of Anderson Hills Church shall be October 1 through September 30.