

FCC Oakland Bylaws Amendment Proposal Revised November 7, 2025

BYLAWS

ARTICLE I

Governance

Section 1. Congregation.

All final governing authority of First Covenant Church of Oakland, California is vested in the congregation, consisting of its membership as outlined in the Constitution and in these Bylaws. The congregation shall decide upon the election of Church Officers and Church Board members, the calling of the Lead Pastor, the annual budget, the purchase or sale of church real property, changes to the Constitution and Bylaws, and any other matters as it shall determine. Operational governing authority is delegated to the Church Board as elected by congregational vote at the annual business meeting.

Section 2. Church Board.

Under the delegated authority of the congregation, the Church Board, consisting of such persons as are specified in these Bylaws, shall be a team of elected Church leaders serving together as the fiduciary and operational governing body of the church. The Church Board shall be responsible to act on behalf of the congregation in the best interest of the mission, vision, and values of First Covenant Church of Oakland, California. The Church Board shall have governing authority over all areas not specifically assigned to, or determined by, the congregation.

Section 3. Principal Office.

The principal office and the registered office of First Covenant Church of Oakland, California shall be located at 4000 Redwood Road, Oakland, California. The church may change the location of the principal or registered office by action of the congregation in accordance with the provisions of the nonprofit corporation law of the state of California.

Section 4. Governing Law

These bylaws shall be construed and interpreted in accordance with the laws of the state of California.

Section 5. Fiscal Year

The fiscal year of the church shall begin on the first day of September and end on the thirty-first day of August each year.

ARTICLE II

Church Membership

Section 1. Purpose of Membership.

Church membership is a corporate commitment to support the beliefs, mission, vision, and ministries of the church through regular worship, participation, service, and financial giving.

Section 2. Approval of Church Membership.

The Church Board shall be responsible for the approval of qualified candidates into membership.

Section 3. Qualifications.

Membership in the church is granted to those who 1) profess faith in God's Son, our Lord Jesus Christ, have been baptized according to the Holy Scriptures, and desire to live a Christian life, 2) promise to faithfully support the mission, vision, and ministries of the church through regular worship, participation, service, and financial giving, 3) strive for Christian unity within the congregation, and 4) complete the membership class and application process. Only church members who are at least eighteen (18) years of age shall be eligible to vote and/or serve in elected office.

Section 4. Responsibilities.

Responsibilities of the members include:

- a. Upholding the qualifications of membership.
- b. Voting on:
 - The Annual Budget.
 - The election of officers of the church and delegates to the denomination or conference.
 - Acquisition or disposition of real property.
 - Call and termination of the Lead Pastor.
 - Amendments to the Constitution or Bylaws.
 - Other matters referred to the congregation by the Church Board.

Section 5. Withdrawal and Removal of Membership.

- a. Any member desiring to transfer or withdraw from membership shall make such request in writing to the Church Board. Letters of transfer shall be issued by the Lead Pastor or designee if so requested and the member is in good standing.
- b. Any member deemed to be in poor standing or willful neglect of his or her responsibilities and who remains in such a state after graceful admonishment from the pastoral staff or Church Board may have his or her membership removed by the Church Board, and be so notified.
- c. Any member deemed inactive by not responding to specific inquiries from the church after a year may have his or her membership removed by the Church Board, and be so notified.
- d. The Church Board or congregation may vote to reinstate removed members.

Section 6. Recording.

The Church Board shall maintain an accurate membership list, which shall be provided to church members upon request.

ARTICLE III

The Church Board

Section 1. Purpose.

The Church Board shall carry out the fiduciary and operational governing work of the church. The Church Board shall be responsible to act on behalf of the congregation in the best interest of the mission, vision, and values of First Covenant Church of Oakland, California.

Section 2. Authority.

The Church Board shall have governing authority over all areas not specifically assigned to, or determined by, the congregation.

Section 3. Composition and Roles.

The Church Board shall be composed of nine (9) voting members. The Church Board shall include the Chair, Vice-Chair, Financial Officer, Secretary, the Lead Pastor as an ex-officio voting member, and four (4) at-large members.

- a. **Chair.** The Chair shall preside at all business meetings of the church and of the Church Board. The Chair shall collaborate with the Lead Pastor in preparing the agenda for such meetings. The Chair shall be an ex-officio voting member of all committees and governing bodies of the church, except the Nominating Committee. The Chair may appoint ad hoc committees for specific purposes, subject to ratification by the Church Board.
- b. **Vice-Chair.** The Vice-Chair shall assist in the Chair's duties and, with the permission of the Chair or the Church Board, may temporarily assume the role of the Chair.
- c. **Secretary.** The Secretary shall keep and preserve the minutes of all business meetings and decisions of the congregation and of the Church Board, authorize the conducting and preserving of all official correspondence, and be responsible for the official seal and documents of the church. The Secretary shall make non-confidential Church Board and congregational meeting minutes available to any church member upon request.
- d. **Financial Officer.** The Financial Officer shall ensure proper policies, processes, reports, and reviews of all matters related to the finances of the church are conducted, including the submission of regular financial reports to the Church Board and the congregation.

Section 4. Qualifications.

In order to be nominated and elected to the Church Board, candidates must be active members of the church in good standing who demonstrate spiritual leadership and desire to serve with a team for the advancement of the mission and vision of the church. Other than the Lead Pastor, currently employed church staff members (excluding temporary or

seasonal hires) may not serve on the Church Board. Immediate family members or household members of such staff or the Lead Pastor may not serve on the Church Board. Only church members who are at least eighteen (18) years of age shall be eligible to serve as Church Board members.

Section 5. Election.

Church Board members shall be elected by secret ballot by a majority of members present and voting at a congregational meeting.

Section 6. Terms of Office.

Church Board members shall be elected for a term of three (3) years and shall not serve more than two (2) consecutive terms. Upon serving two consecutive terms, members shall take at least one (1) year off from the Church Board before being eligible to serve on the Church Board again. The Lead Pastor shall serve an indefinite number of terms as an ex-officio voting member of the Church Board. To encourage continuity, the terms of the Church Board shall be staggered so that a minority of Church Board members finish their terms each year. Terms shall begin at the beginning of the fiscal year.

Section 7. Vacancies and Removal.

A Church Board member may resign at any time. A Church Board member may be removed from office by a majority vote of congregation members voting by secret ballot at a congregational meeting. Vacancies may be filled by appointment through a two-thirds (2/3) vote of the Church Board for the remainder of that year. Appointees to fill a vacancy shall not be precluded from being nominated and elected thereafter to two (2) full consecutive terms.

Section 8. Frequency, Notification, and Format of Board Meetings.

The Church Board shall generally meet monthly. Special meetings may be called by the Chair, Lead Pastor, or any two board members. All Church Board members shall receive a minimum of seven (7) days' advance notice of any meeting, including time and place of the meeting. In urgent situations, the seven-day notice may be waived by a two-thirds (2/3) vote of the entire Church Board. With advance notice to the Church Board, the Church Chair may invite guests to advise and participate in a Church Board meeting.

Meetings may take place virtually (audio, video, or any electronic method) if agreed upon by a majority of the Church Board. Meeting minutes, votes, final decisions, and all other meeting elements that are generated by meetings held virtually are equally valid and binding as those generated by a non-virtual meeting. Rules about notification of meetings shall apply to all meetings. All reasonable efforts shall be made ahead of time to ensure each Board member is able to attend and interact during meetings.

Section 9. Quorum.

Two-thirds (2/3) of the Church Board members shall constitute a quorum.

Section 10. Decisions.

Matters shall be determined by a majority vote of those present and voting, unless on a matter in which the Constitution and Bylaws require a different percentage.

A vote may be called outside a meeting if a time-sensitive decision is needed, and the discussion normally provided by a meeting is not necessary. Decisions may be made outside of a meeting if no board members object to voting outside of a meeting. Decisions

made outside of a meeting must be passed by a vote of two-thirds (2/3) of the entire Church Board.

Section 11. Responsibilities of the Church Board.

Under the direct authority of the congregation, the Church Board shall collaborate with the Pastoral Staff and be responsible for overseeing all ministries and business affairs of the church which are not assigned to or determined by the congregation. Responsibilities include:

- a. Collaborating with the Lead Pastor and pastoral staff in the discernment of the vision and missional direction of the church.
- b. Supporting, encouraging, empowering, and holding accountable the Lead Pastor as the ministry leader and head of staff of the church. The Church Board shall conduct an annual performance review of the Lead Pastor.
- c. Establishing, approving, or amending all church policies and decisions not specifically assigned to, or determined by, the congregation.
- d. Acting as the fiduciary of the church for the advancement and protection of its assets, facilities, and property. The Church Board shall designate its own members and any other members of the church who shall be authorized to sign legal documents on behalf of the church.
- e. Developing and maintaining all procedures and policies relating to the selection, terms of employment, compensation, performance, support, and termination of paid staff not specified in these Bylaws.
- f. Submitting a proposed budget for each fiscal year to the congregation for approval.
- g. Ensuring that the budget is carried out as approved, in accordance with the current Church Board and Congregational policies.
- h. Appointing a Financial Secretary who shall be authorized to receive monies on behalf of the church. Appointing a different person as Treasurer to disburse funds for church purposes in accordance with standard accounting procedures for non-profit organizations. The Financial Secretary and Treasurer shall not be members of the Church Board and may be removed at the discretion of the Church Board.
- i. Appointing the required members of Standing Committees as specified in Article VI.
- j. Ensuring an independent annual review of the financial records of the church is conducted, and reporting such findings to the congregation.
- k. Hearing and responding appropriately to concerns of the congregation, committees, ministry teams, church staff, and community.
- l. Approving and overseeing matters of church membership as listed in Article

II, Sections 2, 5, and 6.

- m. Establishing and overseeing the governance of all organizations, schools, initiatives, and non-profit ministries of First Covenant Church.
- n. Establishing, changing, and dissolving ad hoc committees and ministry teams as needed to carry out the mission, ministry, and governance of the church.
- o. Operating in a manner consistent with all other current policies established by the Church Board, the congregation, the Pacific Southwest Conference (PSWC), and the Evangelical Covenant Church (ECC).
- p. In an emergency situation, the Church Board may place the Lead Pastor on paid leave due to indiscretion, immorality, doctrinal error, or unethical behavior, and shall inform the congregation and PSWC within seventy-two (72) hours.
- q. The Church Board may take action as it deems necessary in cases of special emergency where extreme urgency requires immediate action.

ARTICLE IV

Lead Pastor, Pastoral Staff, and Church Staff

Section 1. Purpose.

Pastoral staff and church staff positions are created to help the congregation fulfill Christ's mission and vision. With the exception of the call of the Lead Pastor, the Church Board shall oversee the hiring of the pastoral and church staff according to the provision in Article III, Section 11.e.

Section 2. Lead Pastor.

The ministry of First Covenant Church shall be directed by a Lead Pastor.

a. Call

- i. The Lead Pastor shall be nominated by the Lead Pastor Search Committee. This committee shall be recommended by the Church Board and elected by the membership at a congregational meeting. The Lead Pastor Search committee shall work closely with the PSWC superintendent or his or her designee.
- ii. The Lead Pastor shall be called and elected by the membership at a congregational meeting with a two-thirds (2/3) vote of members present and voting. The meeting shall be announced at least two weeks in advance.
- iii. The Lead Pastor shall be called for an indefinite period of time.

- iv. The Lead Pastor shall be a member of the congregation by the virtue of his or her call to serve the church.

b. Duties

- i. The Lead Pastor shall be responsible for building, maintaining, and overseeing the spiritual welfare of the church under the authority of the congregation and Church Board.
- ii. The Lead Pastor shall preach and teach the Word of God, administer the sacraments, provide missional leadership, and faithfully carry out pastoral work.
- iii. The Lead Pastor shall direct the church staff to assist in the accomplishment of their ministry objectives. All staff members shall be responsible to the Lead Pastor.
- iv. The Lead Pastor shall strive to establish and accomplish objectives and strategies in conjunction with the mission and purpose of the church.
- v. The Lead Pastor shall direct and oversee all ministries and operational affairs of the church not specifically assigned to the Church Board or the congregation.

c. Authority

- i. The Lead Pastor shall direct, equip, and assist the church staff in the accomplishment of ministry objectives of the church.
- ii. The Lead Pastor shall be an ex-officio voting member of the Church Board and of all ministry teams and committees except as otherwise specified in these bylaws, and shall strive to establish and accomplish objectives and strategies in conjunction with the mission and purpose of the church and the ECC.
- iii. The Lead Pastor may assign a pastoral staff member to vote on the Lead Pastor's behalf.

d. Accountability

- i. The Lead Pastor shall be accountable directly to the Church Board under the authority of the congregation.
- ii. The Lead Pastor is responsible to lead the ministry of the church within the confines of the Constitution and Bylaws, and any other policies or guidelines established by the Church Board or the congregation.
- iii. Failure to heed this structure of accountability may result in

reprimand, suspension, or termination of the call of the Lead Pastor by the congregation.

Section 3. Pastoral Qualifications.

All pastors of the church shall meet the qualifications for character, giftedness, and call set forth in the Holy Scriptures. The Lead Pastor shall be an ordained pastor in good standing with the ECC. Other pastors shall be credentialed by the ECC in accordance with their qualifications and duties. All pastors shall be members of the church by virtue of their calls to serve the church.

Section 4. Duties of Pastoral Staff and Church Staff Members.

Additional pastors and church staff members shall carry out specific areas of ministry under the direction of the Lead Pastor to accomplish the ministry objectives of the church. They shall abide by the Constitution and these Bylaws, and all additional guidelines and policies of the church. They may be designated by the Lead Pastor to be the leader or member of one or more Ministry Teams.

Section 5. Cooperation of Pastors and Church Staff Members.

The pastoral staff and all other church staff shall, both in word and precept, work in harmony with First Covenant Church of Oakland, the PSWC, and the ECC.

Section 6. Resignation of a Pastor.

A pastor may resign by submitting a letter of resignation to the Lead Pastor or Church Board.

Section 7. Dismissal of the Lead Pastor.

The dismissal of the Lead Pastor should be undertaken only after avenues of remediation have been pursued, including consultation with the PSWC superintendent. The dismissal of the Lead Pastor shall be by congregational vote at a special meeting called for that express purpose. Such an agenda item cannot be a part of, or added to, the agenda of any other meeting. The congregational meeting for such a vote may be called by the two-thirds (2/3) action of the Church Board, or through the request of the congregation accomplished by a petition for such a meeting signed by twenty percent (20%) of the membership. The quorum for such a meeting shall be twenty-five percent (25%) of the voting membership. The grounds for dismissal shall be presented. Members shall be allowed to speak to the matter. The Lead Pastor shall be allowed to speak to the matter. The vote shall be by secret ballot. A majority vote of members present and voting is necessary to dismiss the Lead Pastor.

Section 8. Dismissal of Additional Pastors.

Additional pastors may only be dismissed by the Church Board by two-thirds (2/3) vote. In an emergency situation, the Lead Pastor may place pastors on paid leave and must inform the Church Board within twenty-four (24) hours.

Section 9. Dismissal of Treehouse Director.

The Treehouse Director may only be dismissed by a two-thirds (2/3) majority vote of the Church Board after consultation with the Treehouse Board. The Treehouse Board may, at any time, recommend the dismissal of the Treehouse Director to the Church Board. In an emergency situation, the Lead Pastor may place the Treehouse Director on paid leave and must inform the Church Board and Treehouse Board within twenty-four (24) hours.

Section 10. Dismissal of any other Employees.

For dismissal of any other employee not identified in Section 7, 8, or 9, the Lead Pastor has authority to dismiss after consultation with the Church Chair, and the Church Board has authority to dismiss by majority vote. In an emergency situation, the Lead Pastor may place any other employee on paid leave and must inform the Church Board within twenty-four (24) hours.

Section 11. Charges Against the Lead Pastor or Pastoral Staff.

Charges of any pastoral staff member's indiscretion, immorality, doctrinal error, or unethical behavior shall be submitted in writing to the Church Board. The Church Board may take independent action according to its authority given by the congregation outlined in these Bylaws. If warranted, the Church Board may consult the PSWC superintendent. The PSWC superintendent may decide to confer with the appropriate ECC leadership and determine the order of responsibility in pursuing the matter according to the Rules and Regulations of the Board of Ordered Ministry of the ECC. A pastor or staff member credentialed by the ECC may be suspended by the ECC during this process and prohibited from pastoral duties.

ARTICLE V

Ministry Teams

Section 1. Purpose.

Ministry Teams shall be formed as needed to implement the varied ministries of the church.

Section 2. Establishment.

Ministry Teams and their requirements shall be established by the pastoral staff to implement specific ministries. Ministry Teams, including their leaders and members, may be reviewed, reorganized, or removed by the pastoral staff in accordance with the church's purpose, strategies, and objectives for mission and ministry.

Section 3. Duties.

The duties of Ministry Teams shall be to:

- a. Collaborate with all other ministries toward the overall mission and vision of the church.
- b. Meet as required to plan and execute specific mission and ministry objectives.
- c. Submit proposed budgets, objectives, and reports to the pastoral staff as requested.

Section 4. Leadership.

- a. The leader of a Ministry Team shall be a staff member or member of the church and be approved by the pastoral staff.

- b. The church staff shall provide direction and oversight to the Ministry Team leader.
- c. The Ministry Team leader shall determine the composition of the Ministry Team in consultation with the pastoral staff.
- d. Each Ministry Team shall organize itself as needed to perform its ministry.

Section 5. Church Board Authority.

The Church Board may establish, change, and dissolve Ministry Teams and appoint or remove Ministry Team members. The Church Board may request proposed budgets, objectives, and reports from Ministry Teams.

ARTICLE VI

Committees

Section 1. Purpose.

The congregation or the Church Board may establish standing or ad hoc committees to assist with governance and/or administration, produce research or recommendations, or accomplish other tasks as needed. Each such committee shall be accountable to, and may be disbanded by, the body that formed it unless otherwise instructed by its founding body.

Section 2. Membership Requirements for Committees.

- a. **Standing Committees.** The Nominating Committee, Lead Pastor Search Committee, Mutual Ministry Committee, Finance Committee, and Treehouse Board are standing committees which are established in these Bylaws. All standing committees shall consist of church members who are at least eighteen (18) years of age, except as otherwise specified in these bylaws. Non-members and members under eighteen (18) years of age may serve as advisors to committees.
- b. **Ad Hoc Committees.** The congregation or the Church Board has the authority to determine the membership requirements and composition of such committees.

Section 3. Nominating Committee.

- a. **Composition.** The nominating committee shall consist of seven (7) members, including one Church Board member (not the Church Board Chair) designated by the Church Board, the Lead Pastor or another pastor designated by the Lead Pastor, and five (5) members-at-large elected by a majority of the members voting at a congregational meeting. The Nominating Committee shall elect one of the at-large committee members to serve as

Chair of the Nominating Committee. Currently employed church staff members shall not serve as at-large members of the Nominating Committee.

- b. **Term.** Each year the Church Board shall designate one of its members to serve. At-large members shall be elected for a term of three (3) years, and serve for a limit of one term. Upon serving a full term, members shall take at least one (1) year off of the Nominating Committee before being eligible to serve on the Nominating Committee again. To encourage continuity, the terms of the Nominating Committee shall be staggered so that a minority of members finish their terms each year.
- c. **Quorum.** A majority of members shall constitute a quorum of the nominating committee.
- d. **Responsibilities.** The nominating committee is a standing committee responsible to work throughout the year to identify, develop, and nominate church members to fill the offices of Church Board, the at-large members of the Nominating Committee, the at-large members of the Mutual Ministry Committee, the delegates to the Pacific Southwest Conference and Evangelical Covenant Church annual meetings, and any other positions assigned to it by the Church Board or congregation.
- e. **Nominating procedure.** Any member of appropriate character, giftedness, and call may be considered for any position. One or more candidates may be nominated for any position. Additional nominations may be made from the floor, but such additional candidates must be seconded by two persons, and the nominee must consent to being named on the ballot.

Section 4. Lead Pastor Search Committee.

The Lead Pastor shall be nominated by a Lead Pastor Search Committee. The nominee shall meet the criteria set out in Article IV, Section 3 of these Bylaws. This committee shall be recommended by the existing Church Board and elected at a congregational business meeting. It shall be representative of the congregation and shall have five (5) to nine (9) members, including the Church Board Chair and a minimum of four (4) at-large members not currently on the Church Board. It shall work closely with the PSWC superintendent.

Section 5. Mutual Ministry Committee

- a. **Purpose:** The Mutual Ministry Committee shall support mutually beneficial communications and relationships between the congregation, pastors, and church staff, and support pastors and church staff as needed.
- b. **Composition and Terms.** The Mutual Ministry Committee shall be made up of two (2) Church Board members appointed by the Church Board, and two (2) at-large members elected by the congregation. This committee shall not include the Lead Pastor or any other currently employed church staff members. At-large members shall serve a three-year term and may not serve more than two (2) consecutive terms. The at-large members of the Mutual Ministry Committee may be members of other committees or ministry teams of the church, but they may not be members of the current Church Board or church staff. To encourage continuity, the terms of the Mutual

Ministry Committee shall be staggered so that a minority of members finish their terms each year.

c. Responsibilities.

- i. To address concerns related to the personal welfare of the pastors, church staff, and their families.
- ii. To care for and encourage pastors, staff, and their families.
- iii. To facilitate and promote healthy communication and relationships between pastors, church staff, and the congregation.

Section 6. Finance Committee.

- a. Purpose and Responsibilities.** The Finance Committee shall support the church board in the administration of the financial and legal matters of the church. The Finance Committee shall provide regular reports and recommendations to the Church Board.
- b. Composition.** The Finance Committee shall include the Financial Officer as chair, the Financial Secretary, the Treasurer, and any additional members as shall be determined by the Church Board. If the Treasurer or Financial Secretary are staff, they may be non-members of the church.

Section 7. Treehouse Board.

The Treehouse Board shall provide oversight for the Treehouse Preschool. The Treehouse Board members shall be appointed by the Church Board in consultation of the existing Treehouse Board. The Treehouse Preschool operates according to its bylaws which shall be approved by the Church Board. The Treehouse Chair is appointed by the Church Board. The Church Board shall oversee the governance of the Treehouse Preschool.

ARTICLE VII

Meetings

Section 1. Annual Meeting.

The Annual Meeting shall be held and the Annual Report shall be distributed before the end of each fiscal year. The Annual Meeting shall include:

- a. elections for Church offices, including Church Board members, Nominating Committee members, Mutual Ministry Committee members.
- b. action on the Church budget.

Section 2. Other Congregational Meetings.

Other congregational meetings may be called by the Church Board or by written request to the Church Board signed by a minimum of ten percent (10%) of the voting membership,

unless otherwise specified in these Bylaws.

Section 3. Format and notification of meetings.

All regular or special business meetings and matters of special importance to be considered at such meetings, shall be announced publicly for at least fourteen (14) days in advance of such meeting.

Voting meetings may take place in person, by phone, web, video conference, or by any virtual or non-virtual method agreed upon by the Church Board. Meeting minutes, votes cast, final decisions, and all other meeting elements that are generated by meetings held virtually are equally valid and binding as those that are generated by an in-person meeting. The same rules surrounding notification of meetings shall apply to virtual meetings of the congregation as in-person meetings.

Section 4. Conduct of meeting.

The Chair of the Church Board or such other person as may be designated by the Church Board in the Chair's absence shall serve as Chair of any business meeting of the congregation.

Section 5. Voting.

Members eighteen (18) years of age and older are eligible to vote and are entitled to cast one vote on any matter at hand at any meeting of the membership. Vote by proxy shall not be allowed. Voting for elected positions shall be by secret ballot.

Section 6. Quorum.

Ten percent (10%) of the voting membership shall constitute a quorum for any congregational meeting, with a minimum of twenty (20) voting members, unless otherwise specified in these bylaws.

Section 7. Rules of order.

All business meetings, including the Annual Meeting, all congregational meetings, Church Board meetings, and meetings of committees and organizations shall be conducted according to the most current edition of Robert's Rules of Order Newly Revised, subject to the provisions of this Constitution and Bylaws, and any adopted special rules of order.

Section 8. Final voice.

The congregation reserves for itself final authority in any matter of its choice. A member may advance an item to the agenda of a congregational meeting by the majority vote of the voting membership at that meeting, providing that the item is not in conflict with other provisions of the Constitution and Bylaws. An item brought to the agenda in this way shall be decided by a majority vote, unless the item requires a different percentage as outlined elsewhere in the Constitution and Bylaws, or rules of order, in which case that percentage shall be used. To rescind prior action by any governing body shall require a two-thirds (2/3) majority vote of those present and voting.

ARTICLE VIII

Insurance and Indemnification

Section 1. Insurance.

First Covenant Church shall purchase and maintain liability insurance on behalf of any and all persons who are or were a board member, officer, employee, committee member, or volunteer of the church (while serving in their capacity as such). Such insurance shall be purchased for the purpose of protecting such persons from covered loss resulting in liability asserted against the above individuals in connection with their activities on behalf of First Covenant Church.

Section 2. Indemnification Requests.

Should any board member, officer, employee, committee member, or volunteer of First Covenant Church incur any liability as a result of their affiliation with or service to the church that is not covered by the church's insurance policy, and should such liability result in any out-of-pocket cost to such individual, then such individual may request indemnification from First Covenant Church if the individual was acting on behalf of the church in good faith and within the scope of authority designated to the individual by the church. The granting of full or partial indemnification shall be at the discretion of the Church Board as set forth in Section 3 herein.

Section 3. Indemnification Decisions. In relation to any indemnification request that is made pursuant to Section 2 herein, if such request is made by an individual who is not currently serving on the Church Board, then the indemnification decision (whether to indemnify the requesting individual, and the dollar amount of such indemnification), will be made by the Church Board. Such decision of the Church Board will be final. If the indemnification request is being made by a person who is currently serving on the Church Board, then the indemnification decision (whether to indemnify the requesting party, and the dollar amount of such indemnification), will be made by the remaining disinterested members of the Church Board. A decision on the indemnification request by a majority of disinterested members of the Church Board will be final.

ARTICLE IX

Conflict of Interest

First Covenant Church expects its board members, employees, officers, committee members, ministry team leaders, volunteers, or other agents acting on behalf of the church ("Representatives") to conduct business to ultimately achieve the highest ethical standards of conduct and to comply with all applicable laws. Church Representatives are expected to put the church's interests ahead of their own personal interests as they carry out their responsibilities on behalf of the church, and they have a duty to recognize, disclose, and avoid conflicts of interest. Representatives are prohibited from using their position with the church for any type of private gain or to obtain benefits for themselves or members of their family.

If a Representative becomes aware of any potential conflict of interest or ethical concern regarding his or her position with First Covenant Church, the Representative must promptly disclose the potential conflict of interest to the Church Board.

Church Board members, employees, committee members, and ministry team leaders serving the church shall complete an annual conflict of interest disclosure form each year and submit it to the Church Board.

ARTICLE X

Amendments

Amendments to these Bylaws not in conflict with the Constitution may be adopted by a two-thirds (2/3) majority vote of members present and voting, at any regular or special congregational business meeting called for that purpose, provided such amendments shall have been presented in writing at a congregational business meeting at least sixty (60) days previously. Said vote shall be by secret ballot.