

CONSTITUTION OF THE OAKLAND CHINESE CHURCH

PREAMBLE

We, the members of the **Oakland Chinese Church of Auburn Hills, Michigan**, do ordain and establish this constitution, to which we voluntarily submit ourselves, in order that we may more effectively reach our community with the word of God.

ARTICLE I - NAME

This organization shall be known as "**Oakland Chinese Church**" of **Auburn Hills, Michigan**.

ARTICLE II - PURPOSE

This church is organized exclusively for religious purpose. The object of this church is the ministry of the Word of God for the salvation of souls, the edification of believers, the worldwide proclamation of the Gospel of Jesus Christ and the promotion of godly worship.

ARTICLE III - AUTONOMY

The Oakland Chinese Church shall be and remain independent and autonomous. However, it may participate in membership and activity with organizations of like doctrine for the promotion of the Gospel of Jesus Christ as long as it does not infringe upon the independence or autonomy of this Church.

ARTICLE IV - DOCTRINE

New Hampshire Confession of Faith with a pre-millennial addition.

ARTICLE V - ORDINANCES

We recognize two ordinances of the church for this age - the Lord's Supper and Believers' Water Baptism. They are not to be regarded, however, as a means of salvation nor as a means of grace by which special merit is obtained.

Section A - The Lord's Supper

The Lord's Supper shall be observed in connection with a regular service of the Church at least once a month, preferably the first Sunday morning. All who have accepted Jesus Christ as personal Savior and are walking in fellowship with the Lord shall be welcome to join in this

service unless they are under the discipline of the church as defined in Article VIII, Section D. (I Cor. 11:17-34)

Section B - Believers' Water Baptism

When administered by this church, baptism shall be by immersion at the request of those who have personally acknowledged Christ as Savior. (Acts 8:36-39; 10:47, 48; I Cor. 1:14-17)

ARTICLE VI - FINANCES

This church shall be supported in all its endeavors by the tithes and free-will offerings of the members and gifts of those interested in its ministry.

ARTICLE VII - PROPERTIES

Section A - Title

The title to all properties of this church, both real and personal, shall be and remain vested in that portion of the active membership that shall remain faithful to the original purpose stated in Articles II, III and IV of this constitution.

Section B - Acquisition and sale of Property

1. The Church shall have power to acquire and hold property, both real and personal, for the general purpose of the Church. All properties so acquired shall be in the name of the Church.
2. Any sale, mortgage or transfer of real and personal property valued in excess of \$1,000.00 shall be approved by a two-thirds majority vote of the voting members present at a regular called business meeting.

Section C - Use of Property

All properties belonging to the Church shall be available to the membership for purpose consistent with the ministry of the Church, subject to regulation by the Governing Board.

Section D - Dissolution

No part of the net earnings of this corporation shall ever inure to the benefit of any donor, member, director or officer of the corporation or to any private individual; and no donor, member, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation assets. Upon dissolution, any assets of the corporation must be distributed to an independent, fundamental organization or organizations recognized by the Internal Revenue Service as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), organized exclusively for religious, charitable, literary or educational purpose.

ARTICLE VIII - MEMBERSHIP

Section A - Qualifications of Members

Persons who give testimony to their faith in Christ as Savior, who give assurance of their willingness to follow and submit themselves to the Word of God as the only rule of faith, doctrine, and practice, and who indicate their agreement with the constitution of this Church and have been baptized shall be eligible for membership.

Section B - Reception of Members

1. Christians who desire to associate themselves with this Church and who fulfill the qualifications for membership shall make application to the Pastor or Governing Board. They shall then meet with the Pastor and the Governing Board for examination and approval.
2. Applicants who have been approved for reception into the membership shall be recommended to the Church by announcement from the pulpit or in the bulletin for two consecutive Sundays. If no valid objections are received by the Governing Board during this period, the right hand of fellowship shall be extended to them at a following Sunday morning service. Their membership shall then be in force.
3. Letters of recommendation shall be received from other fundamental churches, subject to the provisions of Article VI, sections A and B.

Section C - Status of Membership

The membership of this Church shall consist of three groups; namely Active Membership, Associate Membership and Inactive Membership.

1. Active Membership shall consist of such Christians as have been received in accordance with the provisions of this Constitution and who are not members of any other church.
 - a. Active members who have reached the age of 18 years shall be entitled to vote.
 - b. No minimum age shall be set for membership. The fitness of each applicant who is under voting age shall be determined by the Pastor and the Governing Board.
2. Associate Membership shall be extended to those who meet the qualifications of Active Membership but who are not permanent residents of this area, such as students and missionaries, who may hold regular membership elsewhere. They shall be permitted to teach a Sunday school class or participate in a similar ministry. They shall have the right to attend business meetings of the Church but shall not have the right to vote.
3. Inactive members shall not have the right to vote or hold an office in the Church. Inactive Membership shall consist of the following:
 - a. Those who no longer have residence in this area but still desire to hold their membership in this Church.
 - b. Those who have been absent from the services of the Church for a period of three months without giving a satisfactory reason for such absence.
 - c. Those who have come under some disciplinary action of the Church.

Section D - Discipline of Members

1. The reasons for discipline are fourfold:
 - a. Non-attendance, as described in Article VIII, section C, Paragraph 3b. A regular review of the active membership shall be conducted by the Pastor and the Governing Board, after which those who have been absent for a period of three

- months may be placed on the Inactive Roll, provided that a contact has first been made in the interest of restoring them to regular attendance.
- b. Doctrinal deviation of heresy. (1 Tim. 6:3-5; Titus 3:10, 11; Rom. 16:17, 18)
 - c. Immoral conduct. (1 Cor. 5:9-13; 2 Cor. 6:14-17; 2 Thess. 3:6)
 - d. Sowing discord, causing division or walking disorderly. (Prov. 6:19; Rom. 16:17; 2 Thess 3:6, 7, 11)
2. The discipline of this Church in b, c, and d above shall be entrusted to the Pastor and the Governing Board. Any disciplinary action that is deemed necessary shall be in the spirit of love (2 Thess. 3:14, 15) and meekness (Gal. 6:1).
- a. No accusation shall be brought against any member except upon the testimony of two or three witnesses. (Matt. 18:16; 2 Cor. 13:1; 1 Tim. 5:19)
 - b. The suspected person shall be confronted with the charges with the desire and effort to correct the difficulty and restore proper fellowship (Gal. 6:1). If this does not lead to restoration of fellowship, charges shall be stated clearly in the presence of two or more witnesses to the suspected person and he or she summoned to meet with the Governing Board not more than two and not less than one week subsequent unless providentially hindered. Failure on the part of the accused to appear for trial will not prevent the Governing from examining the case and rendering a verdict in accord with the testimony received.
 - c. The names of persons who leave the Church to regularly attend another church without a letter from this Church may be erased from the roll by vote of the Governing Board. Those disciplined because of doctrinal deviation shall be placed on the inactive roll. Those who are guilty of heresy and who refused to repent of their errors shall be excommunicated from the Church. Those who are guilty of immoral conduct and refuse to repent shall be placed on the inactive roll. Persistent immorality shall result in excommunication from the Church by action of the Governing Board. The names of any whose status of membership has changed shall be reported at the next regularly scheduled congregational business meeting indicating whether they have been placed on the inactive roll, erased from the roll or excommunicated.
3. The purpose of all discipline shall be to restore the individual to fellowship and active membership in the Church. Such efforts shall be made in light of the following Scriptures: Galatians 6:1,2; Thess. 3:14,15; Heb. 10:24,25; James 5:19,20. Restoration to fellowship shall be granted upon due repentance and by action of the Pastor and the Governing Board.

ARTICLE IX - GOVERNMENT

Section A - Authority

The governing authority of this Church shall be vested in the active membership and executed through duly elected officers and committees in accord with all the provisions of this Constitution.

Section B - The Governing Board

1. The Governing Board consists of the Elder Board and the Deacon Board. The two boards shall perform all duties ascribed to them in the constitution of this church.

The Governing Board members shall function as trustees in all legal transactions and shall be responsible for the maintenance of all church properties.

2. The Elder Board

- a. There are founding elders and termed elders.
- b. Initially, elders are nominated by the Governing Board with indefinite terms and are approved by the congregation. These elders are the founding elders.
- c. Thereafter, elders are nominated by the Elder Board and approved by the congregation in church meetings with a term of 3 years. The terms are renewable. These elders are termed elders.
- d. The elders are responsible for overseeing all church ministries and properties, as well as supervising the Deacon Board. The elders shall also function for the Pastor in emergencies or when the Church has no Pastor.
- e. The elders shall be reputable in the Church, spiritually minded, capable of teaching the Word of God, and have the burden of prayer.
- f. The elders should meet the qualifications set forth in Tim. 3:1-7 and Titus 1:5-9.
- g. Termination of an elder will follow the same procedure as that of a Pastor as described in Section D, subparagraphs 2 and 3 of Article X.

3. The Deacon Board

- a. There are administrative deacons and educational deacons.
- b. Election of deacons is subject to Article IX, Section C. Each term can be for one, two or three years. No more than 6 years of consecutive service is allowed.
- c. Deacons are to take various responsibilities and ministries designated to them by the elders in the Church. They must be active members of the Church, spiritually minded, and qualified as in 1 Tim. 3:8-13.
- d. Deacons can be dismissed by vote of two-thirds or more in a membership meeting upon the recommendation of the Governing Board.

4. Duties of the Governing Board

- a. The Governing Board shall elect an elder as the Chair of the Governing Board. The chair shall be subject to the authority of the Governing Board. The chair shall preside at all membership meetings and shall have such power and duties as prescribed by the Governing Board.
- b. The Governing Board shall appoint a treasurer, a financial secretary and a secretary for the Governing Board (addressed as the Governing Board secretary) annually. The treasurer and the Governing Board secretary shall be members of the Governing Board, and the financial secretary shall be an active church member.
 - i. The treasurer shall be responsible for receiving, safeguarding, disbursing and keeping an accurate account of all funds of the Church. The treasurer shall be responsible for depositing all money in a bank as soon as possible and shall submit monthly reports to the Governing Board and quarterly reports to the Church. The books of the treasurer shall be audited annually under the direction of the Governing Board. The Pastor shall not act as treasurer.
 - ii. The financial secretary shall assist the treasurer in counting all offerings and keep a record of the same in a separate set of books. The records shall be audited annually along with the books of the treasurer.
 - iii. The Governing Board secretary shall be responsible for keeping a record of all business meetings of the Church and of the Governing Board. He/she shall also be responsible for maintaining an up-to-date list of the names and

addresses of all members. The Governing Board secretary is charged to declare the voting membership at each business meeting. The Governing Board secretary shall be responsible for the custodian of all official documents and keeping an inventory of the same.

- c. The Governing Board shall meet regularly to discharge its duties. Meetings shall be called by the Chair and a majority of the Governing Board shall constitute a quorum for the transaction of business.

Section C - Election of officers other than Elders

1. Nominating Committee

- a. A nominating committee, composed of three Governing Board members, including the Pastor, and two other active members of the Church shall be appointed by the Governing Board at a meeting held three months prior to the annual meeting.
 - b. This committee shall meet to consider the qualifications for offices of all active members of the Church. It shall present to the Governing Board a slate of candidates for the various offices to be filled.
 - c. The report of the nominating committee, once approved, shall be announced from the pulpit or printed in the church bulletin one month prior to the annual meeting of the Church. Members of the Church who object to any part of the report or who desire to nominate additional candidates shall notify the committee within two weeks of the day the report appears with reasons for their action. All nominations must be approved by the Governing Board.
2. Election Procedure - Officers shall be elected at the annual meeting of the Church.
 3. Vacancies - In the event of an office being vacated after the annual church meeting, the Governing Board may appoint a member to fill the office until the end of its term.

Section D - Committees

1. All standing committees shall be elected as described in Article IX, section C.
2. Special committees for short-term service may be appointed as needed by the Governing Board.
3. The appointment of all committees shall be reported to the Church on the Sunday following the meeting at which they were appointed.
4. Every committee and organization shall report regularly to the Governing Board and annually to the Church.

Section E - Liability

The church assumes the liability for all acts or omissions of a non-director volunteer if all of the following are met:

- (1) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
- (2) The volunteer was acting in good faith.
- (3) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- (4) The volunteer's conduct was not an intentional tort.
- (5) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in

section 3135 of the insurance code of 1956, Act. No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

A claim for monetary damages for a non-director volunteer's acts or omissions shall not be brought or maintained against a non-director volunteer. The claim shall be brought and maintained against the church.

However, the church shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the church as an organization described in IRC 501 (C) (3) or the corresponding section of any further federal tax code.

If the act is amended after the filing of these Articles of Incorporation to authorize the further elimination or limitation of the liability of volunteers of non-profit corporations, then the liability of volunteers, in addition to that described in this Article, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the corporation as an organization described in IRC 501 (C) (3) or corresponding section of any future federal tax code. No amendment or repeal of this Article shall apply or have any effect on the liability or alleged liability of any volunteer of this church for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

ARTICLE X - CALLING A PASTOR

Section A - Qualifications

1. The pastor shall be a man who gives evidence of the call of God to the ministry of the Gospel and of adherence to the scripture principles governing church leadership (1 Tim. 3:1-13; Titus 1:5-9). He shall be recognized as the God-appointed leader of the congregation.
2. Any man to be considered as a candidate for this pastorate shall have read this constitution and shall have unreserved agreement with its provisions and with the undenominational position of this Church.

Section B - Call

1. The Governing Board shall act as or appoint a pulpit committee to investigate possible candidates and arrange for them to speak at Sunday services. Investigation of a candidate shall include a questionnaire regarding training, pastoral experience and qualifications mentioned in section A above. A visit by members of the Governing Board to his present pastorate is advisable where possible.
2. When a qualified candidate has spoken at two Sunday services, his name may be presented by the Governing Board for a vote at a regularly called congregational meeting. A three-quarters majority vote shall be required to extend a call. Only one candidate shall be considered at a time.

Section C - Duties

The Pastor, by virtue of his office as spiritual leader and shepherd of the flock, becomes a member of the Church, and his duties shall be of those generally associated with his office, including the ministry of the Word, administration of the ordinances and the care of the spiritual welfare of the members. He shall be an ex-officio member of all committees and organizations of the Church.

Section D - Termination

1. The Pastor's term of office shall be indefinite. A notice of sixty days shall be given to terminate, with remuneration and services continuing through this period, unless otherwise mutually agreed.
2. A vote may be taken by the membership at any time to terminate the Pastor's services subject to the following:
 - a. A special meeting may be called for that purpose in accord with Article XI, paragraph 5.
 - b. It shall be placed on the agenda of a regular meeting, provided the previous action has been taken by the Governing Board or a petition of Twenty-five percent of the membership has been presented to the Governing Board.
 - c. A two-thirds majority shall be required to terminate the Pastor's services.
3. In the event of doctrinal or moral defection, the Pastor's services may be terminated immediately by action of the Governing Board, to be ratified by a vote of the membership within thirty days.

ARTICLE XI - CHURCH MEETING

1. Regular Sunday services shall be maintained.
2. There shall be a weekly prayer meeting.
3. An annual meeting of the membership shall be held. The fiscal year shall be the same as the calendar year.
4. All organizational units shall meet within two weeks after the annual meeting for organizational purposes. They shall at this time set a schedule for meetings throughout the year at regular intervals.
5. Special meeting may be called jointly by the Pastor and/or the Governing Board provided that notice of such meetings shall be posted for one week (two Sundays) prior to the meeting, and announced at all regular services during this period.
6. A quorum at the annual meeting or special meetings of the membership shall be a minimum of twenty-five percent of all voting members. When less than fifty percent of the voting members are present, a minimum of two-thirds majority vote shall be required to pass any measure; otherwise a simple majority vote shall be required.

ARTICLE XII - AMENDMENTS

Section A - Procedure

This constitution may be amended by a two-thirds majority vote of the voting members present, with the exception of Articles II, III and IV, at a regular called meeting, provided that such amendments, in writing, shall have been approved by the Governing Board. The amendments shall also be read at the regular services on the two consecutive Sundays immediately preceding the said meeting and posted for two weeks immediately preceding the meeting in a conspicuous place within the church building.

Section B - Limitations

Amendments of Articles II, III and IV shall require unanimous ballot vote of the whole active membership.

ARTICLE XIII - INDEMNIFICATION

Section A - Indemnification

The church shall indemnify a person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the church, by reason of the fact that the person is or was a member, director, officer, employee, non-director volunteer, or agent of the corporation, or is or was serving at the request of the corporation as a member, director, officer, partner, trustee, employee, non-director volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit, or not for profit, against expenses including attorney fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the church or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interest of the church or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section B - Determination

The foregoing indemnification shall be made by the church only as authorized in the specific case upon a determination that indemnification of the member, director, officer, employee, non-director volunteer, or agent is proper in the circumstances because the person met the applicable standard of conduct set forth above. This determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Governing Board consisting of directors who were not parties to the action, suit or proceeding;
- (b) If the quorum described in subparagraph (a) is not obtainable, then by a majority vote of a committee of directors who were parties to the action, suit, or proceeding. The committee shall consist of no less than two (2) disinterested directors;
- (c) By independent legal counsel in a written opinion.

Section C - Advancements

Expenses incurred in defending a civil or criminal action, suit or proceeding described above may be paid by the church in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the person to be indemnified to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the church. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section D - Inurement

The indemnification provided for in this section continues as to a person who ceases to be a member, director, officer, employee, non-director volunteer, or agent and shall inure to the benefit of the heirs, executors, and administrators of the person to be indemnified.