

**BYLAWS
OF
The Lakes Church, INC.**

Article I.

Names and Offices

II.1. The name of the organization is The Lakes Church, Inc. (the “Corporation” or “Church”). The principal office of the Church shall be located in the County of Muskegon, State of Michigan. The Church may also have other offices within the state of Michigan as the Board (as defined in Section 4.01 hereof) may from time to time determine.

Article II.

Purposes

The Church has been organized and will be operated for charitable, religious, educational, and other qualifying purposes under Section 501(c)(3) of the Internal Revenue Code or any future corresponding law in order to (1) minister the Word of God; (2) conduct regular religious worship services through various forms of ministries; (3) promote and encourage, through the ministries of the Church, cooperation with other organizations ministering within the community; (4) spread the Gospel by ministering to all through seminars, radio, television, and other forms of mass media; (5) conduct a local and international church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all the provisions as set forth in the Bible; and (6) maintain local church and missionary facilities. Without limiting the generality of the foregoing, the Church will be operated as a contemporary expression of the New Testament Church committed to worship, fellowship, discipleship, evangelism, and service with the objective to love God and to love people, joining God in the renewal of all things.

Article III.

Church as Family

1. **Meetings.** The annual vision and prayer (“AVP”) shall be held each year at the place, time, and date as may be fixed by the Board, with the expectation that the AVP will be held on or prior to March 30 of each year. The purposes of the AVP shall include (1) the delivery of a report from the President on the activities and financial condition of the Church, (2) the election of Elders (if applicable), and (3) the transaction of such other business as deemed of organizational necessity. Special meetings shall be held whenever called by resolution of the Board or the President. The Secretary, upon receiving written demand or resolution, shall promptly give notice of such meeting as provided in Section 3.03 of these Bylaws. The President of the Church shall preside at the meetings of the Members, or in the absence of the President, a person chosen by the Board. The Secretary of the Church shall act as Secretary at all meetings of the Members, or in the absence of the Secretary, an acting Secretary shall be chosen by the Board.
2. **Notice of Meetings.** Notice of the place, date, and hour of any meeting shall be given to the community no less than ten days before the date of the meeting. In addition, (1) a notice of a special meeting shall include a description of the purpose for which the meeting is called.
3. **Removal.** Membership can be removed through (1) failure to renew their membership, (2) death, or, acting in accordance with the attitudes and principles of Matthew 18:15-20, The Entire Board may remove a person as a Member if, (3) the Lead Pastor or a designated Elder first has (or seeks to have) a private personal conversation with the Member to be removed in an effort to privately resolve the matter prompting the potential removal, and if the effort described in this clause (3) is not successful, (4) at least two designated Elders has (or seeks to have) a private personal conversation with the Member to be removed in an effort to privately resolve the matter prompting the potential removal, and if the effort described in this clause (4) is

unsuccessful, (5) the Entire Board reasonably determines that such person has ceased acting in accordance with the Membership Commitment, and (5) following the actions described in clause (3) through (5), two thirds of the Entire Board (other than the Member to be removed if such Member is also an Elder) votes to remove such person as a Member at a meeting specifically called for the purpose of considering such matter; provided, however, that the Member to be removed must have at least 10 days' notice prior to the vote described in clause (4) of this sentence.

Article IV.

Leadership at the Lakes Church

- 1. Powers and Number.** The affairs and property of the Church shall be managed by or under the direction of a board of directors, as contemplated by Section 504.801(1) of the Act (the "Board"), subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation and herein. Without limiting the generality of the foregoing, the Board shall (1) be responsible for researching, interviewing, and recommending the hiring of a Lead Pastor, (2) advise elders and staff on spending patterns, and approve/deny all major financial decisions including staff compensation and benefits and capital assets investments., (3) act in an advisory capacity in regard to the strategic planning and ministry development of the Church, (4) select an interim pastor in the event the Church is without a Lead Pastor, (5) appoint and oversee, with the Elder one or more Deacons from to assist with the ministry of the Church with such powers and obligations as determined by the Board (provided that each deacon must be a person who would otherwise meet the qualifications to become an office holder pursuant to Section 4.03 of these Bylaws), and (6) exercise such other rights and powers and discharge such other duties and obligations as contemplated by these Bylaws or the Act. The number of Board Members shall be at least three. Within the specified limits, the numbers of Board Members can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Entire Board and no decrease shall shorten the term of any Board Members then in office. As used in these Bylaws, the term "Entire Board" shall mean the total number of Board Members entitled to vote which the Church would have if there were no vacancies on the Board.
- 2. Election and Term of Office.** To become a Board Member, a person must (1) have the qualifications described in Section 4.03 of these Bylaws, (2) be nominated by the Board, and (3) found to be above reproach before the community. Each Board Member elected as of the date hereof may hold office for a term of one or two years, as determined by capacity. Board Members may be elected to three consecutive terms following the date of adoption of these Bylaws. The President of the Church will serve as moderator for all meetings and work in conjunction with the Lead Pastor (if the Church has a Lead Pastor) to set the agenda for and to assist in facilitating each meeting. Notwithstanding the foregoing or any other provision of these Bylaws, if the Church has a Lead Pastor, the Lead Pastor shall at all times be a Board Member (provided character qualifications remain intact). Eldership is neither synonymous with holding a Board position nor is an Elder required to serve as a Board Member. The Elders at The Lakes Church are the spiritual authority under the church as expressed in 1 Timothy 3v1-7, Titus 1v5-9, 1 Peter 5v1-4, and Acts 20v17-35. The primary role of an Elder is to guard and shape community life in three major spaces: Direction: Elders articulate the vision for our future by giving voice to what they sense the Spirit is stirring up in our community. Doctrine: they teach the Bible, theology, spiritual formation, call out false teaching, etc. Discipline: in conjunction with wider leadership, Elders oversee matters of spiritual discipline within the church (see Matt. 18). An incomplete shorthand to contextualize Elders is that they serve by leading in humility. Whereas those who lead by serving are deacons. Deacons at The Lakes Church lead the church, as expressed in Acts 6, 1 Timothy 3:8-12, through serving in: care, administration, and discipleship. Care: in conjunction with wider leadership, Deacons help facilitate tangible care that attends to the needs of all who call The Lakes Church home. Administration: Deacons contribute to the body via administrative capacities ranging from digital maintenance to fiscal management. Discipleship: As models of leadership in the local church, Deacons embody the vision of discipleship to Jesus and help teach/lead our community into rhythms of life-long formation in the way of Jesus. Just as Eldership is neither synonymous with holding a Board position nor is a Deacon required to serve as a Board Member.

3. **Lead Pastor.** Church leadership is a shared model intended to offer care and clarity. The Lead Pastor is entrusted, under the authority of the Board and mutual submission of the Elders, to lead and execute the vision of The Lakes Church. All staffing, planning, and teaching (provided they are in keeping with sound doctrine and the way and character of Jesus) are entrusted to the Lead Pastor. Should the holder of this role fail to embody the qualifications of an Elder, they shall be immediately removed from any leadership role until deemed fitting by the Board in full submission to one another and the reign of Jesus.
4. **Qualification for Elders.** A person desiring to become an Elder must be a person who (1) is of mature Christian experience and knowledge, sound in faith and of good report, according to the scriptural standards of 1 Timothy 3:1-7 and Titus 1:6-9, and (2) is an active member. In addition, the Board may consider other criteria in determining whether to nominate a person to become an Elder, including but not limited to whether such person (1) has been active in leadership or ministry, (2) has a positive attitude and the ability to keep information confidential, (3) and models generosity at The Lakes Church.
5. **Qualification for Deacon.** A person desiring to hold the office of Deacon must be a person who (1) is of mature Christian Experience and knowledge, sound in faith, and of good report, according to the scriptural standards of 1 Timothy 3:8-13 and (2) is an active member. In addition, the Board may consider other criteria in determining whether to nominate a person to become a Deacon, including but not limited to whether such person (1) has been active in leadership or ministry, (2) has a positive attitude, and the ability to keep information confidential, (3) and models generosity at The Lakes Church.
6. **Qualification for Board Member.** A person desiring to hold the position of Board Member must be a person who (1) is of mature Christian experience and knowledge, sound in faith, and of good report, according to the scriptural standards of 1 Timothy 3:8-13 and (2) is an active member. In addition, the existing Board may consider other criteria in determining whether to nominate a person to become a Board Member, including but not limited to whether such person (1) has been active in leadership or ministry, (2) has a positive attitude and the ability to keep information confidential, (3) and models generosity at The Lakes Church.
7. **Vacancies.** In the event of a vacancy on the Board occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of an Elder, such vacancy may be filled by a person elected at a meeting of the Board by the vote of the majority of Elders then in office or by a sole remaining Elder.
8. **Resignation.** Any Elder may resign from the Board at any time by delivering notice, either in writing or via electronic mail, to the Board or the President or Secretary of the Church, and unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board, or such officer and the acceptance of such resignation shall not be necessary to make it effective (holding to Section 4.02 Eldership is not synonymous with holding a board position). For the avoidance of doubt, if at the time an Elder delivers a notice of resignation, the removal procedures described in Section 4.06 of these Bylaws have commenced with respect to such Elder, then such removal procedures shall cease.
9. **Removal.** The Entire Board may remove a person as an Elder if, acting in accordance with the attitudes and principles of Matthew 18:15-20, (1) the Lead Pastor or a designated Elder first has (or seeks to have) a private personal conversation with the Elder to be removed in an effort to privately resolve the matter prompting the potential removal, and if the effort described in clause (1) is not successful, (2) at least two designated Elders has (or seeks to have) a private personal conversation with the Elder to be removed in an effort to privately resolve the matter prompting the potential removal, and if the effort described in clause (2) is unsuccessful, (3) the Entire Board reasonably determines that such person has ceased to meet the qualifications of an Elder provided in Section 4.03 of these Bylaws, and (4) following the actions described in clause (1) through (3), two thirds of the Entire Board (other than the Elder to be removed) votes to remove such person as an Elder at a meeting specifically called for the purpose of considering such matter; provided, however, that the Elder to be removed must have at least 10 days' notice prior to the vote described in clause (4) of this sentence.
10. **Meetings.** The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Special meetings of the Board may be held at any time upon the call of the President or as determined by the Board in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.
11. **Notice of Meetings.** Notice of a meeting may be sent by mail, telephone, facsimile transmission, telegraph, courier service, electronic mail or hand delivery, directed to each Elder at his or her address or contact information as it appears on the records of the Church. Such notice shall state the time and place where the

meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice of any meeting must be given to each Elder not less than four (4) days before such meeting; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which such meeting is to be held if given personally, by telephone, by facsimile transmission or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible. Notice of a regular or special meeting need not be given to an Elder who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

12. **Quorum.** At each meeting of the Board, the presence of a majority of the Entire Board shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the Elders present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any Elders who were not present at the time of the adjournment.
13. **Voting.** Except as otherwise provided by statute or these Bylaws, the vote of a majority of the Entire Board (regardless of whether a quorum of Elders is present at a meeting of the Board) shall be required to approve an act by, or on behalf of, the Board.
14. **Meeting by Remote Communication.** Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each Elder can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.
15. **Action Without a Meeting.** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Article V.

Committees

1. **Generally.** The Board may create committees, which may or may not consist of members of the Board; provided, however, that a committee which has members who are not Elders shall not exercise any powers of the Board. If the Board creates a committee consisting of two or more Elders that does not include any members who are not Elders, such committee may exercise any authority delegated to such committee by the Board so long as such committee does not (1) authorize distributions, (2) approve or recommend dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Church's assets, (3) elect, appoint or remove Elders or fill vacancies on the Board or on any of its committees, or (4) adopt, amend or repeal the Articles of Incorporation or these Bylaws. If the Church has a Lead Pastor, the Lead Pastor may serve as an ex officio member of any committee created pursuant to this Section 5.01 (excluding, for the avoidance of doubt, the Lead Pastor Review Committee).
2. **Lead Pastor Review Committee.** Without limiting the generality of Section 5.01 of these Bylaws, each Elder other than the Lead Pastor shall be a member of the Lead Pastor Review Committee of the Board (the "Lead Pastor Review Committee") and the President shall be the chairman of the Lead Pastor Review Committee (provided, however, if the President is the Lead Pastor). The Lead Pastor Review Committee shall have the authority and responsibility to take all actions, exercise all powers, and discharge all obligations with respect to the employment or engagement of the Lead Pastor as the Lead Pastor Review Committee determines to be appropriate, which may include but will not be limited to (1) reviewing, at least

annually, the performance and compensation of the Lead Pastor, and (2) approving the adoption, amendment or termination of any employment, severance or similar agreement or arrangement with the Lead Pastor.

3. **Quorum and Action by Committees.** The Board shall designate one member of each committee created pursuant to Section 5.01 of these Bylaws to be the chairman of such committee. Each committee shall meet upon the call of, and at such time and place as shall be fixed by, the chairman of such committee. Except as otherwise set forth in this Article V or as otherwise provided by resolution of the Board, the Lead Pastor Review Committee and each other committee created pursuant to Section 5.01 of these Bylaws will be governed by the same rules regarding meetings (including meetings in person or by remote communication), action without meetings, notice and waiver of notice as are applicable to the Board; provided, however, that a number of Elders equal to a majority of the Entire Board shall constitute a quorum for the transaction of business and the vote of a number of Elders equal to a majority of the Entire Board shall be the act of a committee of the Board.

Article VI.

Officers, Employees, Agents

1. **Officers.** The officers of the Church shall consist at least of a President, a Secretary, and a Treasurer. The Board may from time to time appoint such other officers, including one or more Vice Presidents or other officers, as the Board may determine.
2. **Election and Term of Office.** After the date hereof, to become an officer, a person must (1) have the qualifications described in Section 6.03 of these Bylaws, and (2) be approved by the Board. Each officer shall hold office for a term of one year and each shall serve for such term and until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal; provided, however, that the Treasurer shall hold office indefinitely and shall serve until such officer's successor is elected and qualified or until such officer's earlier death, resignation or removal. One person may hold, and perform the duties of, more than one office; provided, however, that the person holding the office of President cannot hold the office of Treasurer. All officers shall be subject to the supervision and direction of the Board.
3. **Qualifications.** A person desiring to become an officer must be a person who would otherwise meet the qualifications to become an Elder pursuant to Section 4.03. In addition, the Board may consider other criteria in considering a person to become an officer, including but not limited to whether such person has the ability to perform the responsibilities of the office for which such person may be nominated.
4. **Resignation; Removal.** Any officer may resign from his or her capacity as an officer at any time by delivering notice, either in writing or via electronic mail, to the Board or the President or Secretary of the Church, and unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer and the acceptance of such resignation shall not be necessary to make it effective. In addition, the Entire Board may remove a person as an officer under the same circumstances for which the Entire Board could remove a person as an Elder pursuant to Section 4.06 of these Bylaws, provided, for the avoidance of doubt, if at the time an officer delivers a notice of resignation the removal procedures described in Section 4.08 of these Bylaws have commenced with respect to such officer, then such removal procedures shall cease.
5. **Vacancies.** A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board by the vote of the majority of Elders then in office or by a sole remaining Elder.
6. **President.** The President shall have the general powers and duties of supervision and organizational management of the Church, in each case as assigned by the Board from time to time, which may include but not be limited to signing and executing alone in the name of the Church all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. For the avoidance of doubt, (i) as provided in Section 6.02 of these Bylaws, the same person will not hold the office of President and the office of Treasurer; (ii) as provided in Section 6.03, the person holding the office of President must meet the qualifications of an Elder.
7. **Vice President.** Each Vice President may be designated by such title as the Board may determine, and each such Vice President, in such order of seniority as may be determined by the Board, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. Each Vice President

also shall have such powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the Board. For the avoidance of doubt, as provided in Section 6.03 of these Bylaws, any person holding the office of Vice President must also meet the qualifications of an Elder.

8. **Secretary.** The Secretary shall record and keep the minutes of all meetings of the Board and Members in books kept for that purpose. He or she shall see that all notices and reports are given and served as required by law or these Bylaws. He or she shall perform all duties as usually pertain to his or her office or as are properly required of him or her by the Board. For the avoidance of doubt, as provided in Section 6.03 of these Bylaws, the Secretary must also meet the qualifications of an Elder.
1. **Treasurer.** The Treasurer shall have the care and custody of all the funds and securities of the Church and shall keep full and accurate accounts of all money received and paid by him or her on account of the Church. The Treasurer shall exhibit at all reasonable times the Church's books of account and records to any of the Elders of the Church upon request. He or she shall render a detailed statement to the Board of the condition of the finances of the Church at the annual meeting of the Board and shall perform such other duties as usually pertain to his or her office or as are properly required of him or her by the Board. For the avoidance of doubt, (i) as provided in Section 6.02 of these Bylaws, the same person will not hold the office of President and the office of Treasurer, and (ii) the person holding the office of Treasurer is not required to be an Elder.

Article VII.

Execution of Instruments

1. **Contracts and Instruments.** The Board, subject to the provisions of Section 10.01, may authorize any officer or agent of the Church to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Church. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.
1. **Deposits.** The funds of the Church shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

Article VIII.

Indemnification and Insurance

1. **Indemnification.** The Church will, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she is or was an Elder, officer or employee of the Church, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees.
2. **Insurance.** The Church shall have the power to purchase and maintain insurance to indemnify the Church for any obligation which it incurs as a result of its indemnification of Elders, officers, and employees pursuant to Section 8.01 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 8.01 above.

Article IX.

General Provisions

1. **Biblical Resolution of Disputes.** For the avoidance of doubt, and without limiting the generality of any provision of these Bylaws, it is the desire of the Church to resolve any dispute involving the Church, on the

one hand, and any person or entity who is not an Elder, officer or employee of the Church, on the other hand, in accordance with The Bible.

2. **Fiscal Year.** The fiscal year of the Church shall be the calendar year unless otherwise provided by the Board.
3. **Books and Records.** The Church shall keep at the office of the Church correct and complete books and records of the activities and transactions of the Church, including the minute book, which shall contain a copy of the Articles of Incorporation, a copy of these Bylaws, all resolutions of the Board, and all minutes of meetings of the Members and meetings of the Board and committees thereof.
4. **Electronic Signatures.** Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

Article X.

Conflict of Interest Transactions

1. For purposes of these Bylaws, a "Conflict of Interest Transaction" is a transaction with the Church in which an Elder, officer, employee, or any family member of an Elder, officer, or employee is a director, officer, trustee, or general partner of (or holds a similar position with), or otherwise has a material interest in, another party to such transaction. A Conflict of Interest Transaction may be approved if the material facts of the transaction and the interest of the Elder, officer, employee, or family member were disclosed or known to the Board or a committee of the Board authorized, approved, or ratified the transaction; provided, however, that such authorization, approval or ratification shall be obtained in accordance with Section 504.833 of the Act to the extent applicable.

[Signature Page Follows]

I HEREBY CERTIFY, on behalf of The Lakes Church, Inc., an Michigan not-for-profit corporation, that the foregoing is a full, true, and correct copy of the amended and restated Bylaws of The Lakes Church, Inc. as adopted by the Board of The Lakes Church, Inc. as of the date first written above.

By: 

Name: Kyle McMahon

Title: Lead Pastor

Date: March 24, 2024