

THE CONSTITUTION
of
THE OAKS CHURCH

Cincinnati, Ohio

Adopted by the membership on May 25, 2016

Revised by the membership on May 27, 2018

PREAMBLE

Since it has pleased Almighty God, by His Holy Spirit, to call certain of His servants to unite here in Cincinnati, Ohio, under the name The Oaks Church, for the worship of God and the spread of the gospel of Jesus Christ, we the members of The Oaks Church do hereby organize ourselves and adopt this Constitution as our articles of governance, to be interpreted at all times to reflect the character of and bring glory to Jesus Christ, as revealed in the Holy Bible and articulated in the Statement of Faith and Covenant of this church.

ARTICLE I – NAME

The name of this church is The Oaks Church.

ARTICLE II – PURPOSE

This church exists by the grace of God, for the glory of God, which will be the ultimate purpose in all its activities. This church glorifies God by loving Him and obeying His commands through: worshipping Him; equipping the saints through Bible instruction and study; proclaiming the gospel of Jesus Christ through preaching and personal evangelism, and any other means consistent with the teachings of Holy Scripture; encouraging, supporting, and participating in missions work, local, domestic, and international; administering the ordinances of baptism and communion; encouraging Biblical fellowship among believers; serving other individuals, families, and churches by providing for physical, emotional, and spiritual needs, in the name of Jesus Christ.

ARTICLE III – MEMBERSHIP

Section 1 - Qualifications for Membership

To qualify for membership in this church, a person must be a believer in Jesus Christ who gives evidence of regeneration, who has been baptized by immersion, in obedience to Christ, following his or her regeneration, and who wholeheartedly believes in the Christian faith as revealed in the Bible. Each member must agree to submit to the teaching of scripture as expressed in the Statement of Faith and must promise to keep the commitments expressed in the Church Covenant. The elders shall be responsible for determining each person's qualification for membership. In making this determination, they may rely on a person's profession of faith, or such other evidence, as the elders deem appropriate.

Section 2 - Process of Membership

To be admitted into church membership, applicants shall be recommended by the elders for admission and accepted by vote of the members, and shall at that point relinquish their membership in other churches.

Section 3 - Duties and Privileges of Membership

In accord with the duties enumerated in the Church Covenant, each member shall be privileged and expected to participate in and contribute to the ministry and life of the church, consistent with God's leading and with the gifts, time, and material resources each has received from God. Only those shall be entitled to serve in the ministries of the church who are members of this congregation; non-members may serve on an ad-hoc basis with the approval of the elders. Notwithstanding, non-members may serve the church for purposes of administration and professional consultation. Under Christ this congregation is governed by its members. Therefore, it is the privilege and responsibility of members to attend all members' meetings and vote on the election of officers, on decisions regarding membership status, and on such other matters as may be submitted to a vote.

Section 4 - Dual Membership

Students and others temporarily residing in the Cincinnati area who are members of an evangelical church may apply for associate membership. Qualifications are identical to those for full membership as set out above, except that home church membership must be retained. A letter of commendation will be sought from the applicant's home church. Duties and privileges of associate members are the same as for other members except that:

- (a) when absent from the Cincinnati area for extended periods of time they are released from the responsibility to attend our church services;
- (b) while they will be encouraged to participate in members' meetings they will not be eligible to stand for any office or to vote.

Termination of associate membership as a disciplinary measure will be as it is for other members, except that the elders shall notify the pastor or elders of the home church of that termination. Associate membership will normally terminate immediately upon the ending of the period of temporary residence in the Cincinnati area.

Section 5 - On Church Discipline

Any member consistently neglectful of his or her duties or guilty of conduct by which the name of our Lord Jesus Christ may be dishonoured, and so opposing the welfare of the church, shall be subject to the admonition of the elders and the discipline of the church, according to the instructions of our Lord in Matthew 18:15-17 and the example of scripture. Church discipline, then, should ordinarily be contemplated after individual private admonition has failed. Church discipline can include admonition by the elders or congregation, suspension from communion for a definite

period, deposition from office, and excommunication (see Matthew 18:15–17; 2 Thessalonians 3:14–15; 1 Timothy 5:19–20; 1 Corinthians 5:4–5).

The purpose of such discipline should be for the repentance, reconciliation, and spiritual growth of the individual disciplined (see Proverbs 15:5; 29:15; I Corinthians 4:14; Ephesians 6:4; I Timothy 3:4–5; Hebrews 12:1–11; Psalm 119:115; 141:5; Proverbs 17:10; 25:12; 27:5; Ecclesiastes 7:5; Matthew 7:26–27; 18:15–17; Luke 17:3; Acts 2:40; I Corinthians 5:5; Galatians 6:1–5; II Thessalonians 3:6, 14–15; I Timothy 1:20; Titus 1:13–14; James 1:22);

For the instruction in righteousness and good of other Christians, as an example to them (see Proverbs 13:20; Romans 15:14; I Corinthians 5:11; 15:33; Colossians 3:16; I Thessalonians 5:14; I Timothy 5:20; Titus 1:11; Hebrews 10:24–25);

For the purity of the church as a whole (see I Corinthians 5:6–7; II Corinthians 13:10; Ephesians 5:27; II John 10; Jude 24; Revelation 21:2);

For the good of our corporate witness to non-Christians (see Proverbs 28:7; Matthew 5:13–16; John 13:35; Acts 5:1–14; Ephesians 5:11; I Timothy 3:7; II Peter 2:2; I John 3:10); and

Supremely for the glory of God by reflecting His holy character (see Deuteronomy 5:11; I Kings 11:2; II Chronicles 19:2; Ezra 6:21; Nehemiah 9:2; Isaiah 52:11; Ezekiel 36:20; Matthew 5:16; John 15:8, 18:17, 25; Romans 2:24; 15:5–6; II Corinthians 6:14–7:1; Ephesians 1:4; 5:27; I Peter 2:12).

Members of The Oaks Church are not guaranteed confidentiality regarding issues of church discipline, and understand that in submitting themselves to the authority of the church, issues of a sensitive or personal nature may become known to others, including the church leadership and members. This includes, but is not limited to, notification of local authorities if a crime has been committed, a real threat of endangerment exists, and/or other violations of scripture have occurred that may result in physical danger.

Section 6 - Termination of Membership

The church shall recognize the termination of a person's membership following his or her death, and may do so after he or she has voluntarily resigned or joined with another church. Membership may also be terminated as an act of church discipline (ordinarily, but not necessarily, at the recommendation of the elders) upon the vote of at least two-thirds of the members present at any regular or special meeting of the members. The church shall have authority to refuse a member's

voluntary resignation or transfer of membership to another church, either for the purpose of proceeding with a process of church discipline, or for any other biblical reason.

ARTICLE IV – MEETINGS

Section 1 – Worship Meetings

Worship services shall be held each Lord's Day, and may be held throughout the week as the church determines.

Section 2 – Members' Meetings

In every meeting together, members shall act in that spirit of mutual trust, openness, and loving consideration which is appropriate within the body of our Lord Jesus Christ.

There shall be a regular members' meeting at least every other month, at some time apart from a public worship service agreed upon by the membership. An elder designated by the elders shall preside as moderator at all members' meetings of the church. The elders shall see that the stated meetings of the church are regularly held and that required reports are submitted to the church by the responsible members. Provided all constitutional provisions for notification have been met, a quorum shall be understood to be met by those members present. All votes shall be tallied based on the number of votes cast by members present.

A budget shall be approved by the membership at the final members' meeting each year. Prior to this approval and subject to the elders' discretion, expenditures may continue at the prior year's level. The fiscal year will begin on January 1.

At any regular or special members' meeting, officers may be elected and positions filled as needed, so long as all relevant constitutional requirements have been met.

Special members' meetings may be called as required by the elders, or at the written request, submitted to the elders, of five percent of the voting membership. The date, time, and purpose of any special meeting shall be announced at all public services of the church within two weeks preceding the meeting. In the event of a written request from the members, the elders shall call a special meeting to be held within one month of their receipt of the request.

ARTICLE V – GOVERNMENT

Section 1 – A Note on Church Governance

The Oaks Church will be considered an elder led, congregationally ruled church. While elders lead the church in every aspect, church members rule the church through congregational voting. All

members have a say in matters of the church. Each church member is allotted one vote and must be present at members' meetings in order to exercise that right.

ARTICLE VI – OFFICERS

Section 1 – Summary

The Biblical offices in the church are elders and deacons. In addition, our church recognizes the administrative positions under this constitution of clerk, treasurer and member of the financial stewardship team. All officers must be members of this church prior to assuming their responsibilities.

Section 2 – Elders

The elders shall be comprised of not less than three men who satisfy the qualifications for the office of elder set forth in I Timothy 3:1–7 and Titus 1:6–9. No elder shall hold the office of deacon during his tenure.

Subject to the will of the congregation, the elders shall oversee the ministry and resources of the church. In keeping with the principles set forth in Acts 6:1–6 and I Peter 5:1–4, the elders shall devote their time to prayer, the ministry of the Word (by teaching and encouraging sound doctrine), and shepherding God's flock.

The church shall recognize men gifted and willing to serve in this calling, in accordance with the constitutional provisions on elections. These men shall be received as gifts of Christ to His church and set apart as elders. This recognition shall be reaffirmed by the church every two years. After an elder, other than staff elders, has served two consecutive two terms, he may only be elected to the office of elder after at least one year unless the prospective elder and the congregation decide otherwise with a three-fourths vote of members present and voting at a regular members' meeting.

An elder's term of office may be terminated by resignation or by dismissal. Any two members with reason to believe that an elder should be dismissed should express such concern to the elders and, if need be, to the congregation. Any such action shall be done in accordance with the instructions of our Lord in Matthew 18:15–17 and I Timothy 5:17–21. Any of the elders may be dismissed by a two-thirds vote of the members at any members' meeting of the church.

Some elders may receive pay for their labors. In recommending that the congregation call a new elder, or after a new elder has been recognized by the congregation, the elders may also recommend that the elder be compensated on a full-time, part-time or contract basis for his work (I Tim. 5:17, I Cor. 9).

The elders shall take particular responsibility to examine and instruct prospective members, examine and recommend all prospective candidates for offices and positions, oversee the work of the deacons and appointed church agents and committees, conduct worship services, administer the ordinances of baptism and communion, equip the membership for the work of the ministry, encourage sound doctrine and practice, admonish and correct error, oversee the process of church discipline, coordinate and promote the ministries of the church, and mobilize the church for world missions. The elders are further to ensure that all who minister the Word to the congregation, including outside speakers, share our fundamental convictions.

The elders may establish ministry positions or committees to assist them in fulfilling their responsibilities. The elders may also propose funding for new paid staff positions. The membership shall approve all candidates to fill the positions of staff elders (pastors). The scope and approval of job descriptions for any staff position shall reside in the hands of those with hiring authority for that position.

The elders shall have primary responsibility for the employment, supervision, and evaluation of staff members. This responsibility may, on a case-by-case basis, be delegated to another staff member.

Each year the elders, after consultation with the deacons, the deaconesses, and the membership, shall present to the church an itemized budget. This budget shall be presented for discussion at a specially-called budget meeting and called up for a vote at the following members' meeting. No money shall be solicited by or on behalf of the church or any of its ministries without the approval of the elders.

The elders shall elect one of their number to serve as moderator of members' meetings. For purposes of compliance with the nonprofit corporation laws of the Ohio, the elders shall elect one of their number to serve as the president of the corporation.

Section 3 – Deacons & Deaconesses

The office of deacon is described in I Timothy 3:8–13 and Acts 6:1–7. The church shall recognize, in accordance with the constitutional provisions on elections, men and women who are giving of themselves in service to the church, and who possess particular gifts of service. These members shall be received as gifts of Christ to His church and set apart as deacons and deaconesses. They shall be elected to one term lasting for a maximum of two years and may be elected to another term immediately after their term has expired. Deacons and deaconesses shall care for the temporal needs of members, attend to the accommodations for public worship, and encourage and support those able to help others and those with gifts of administration.

The deacons and deaconesses shall receive, hold, and disburse a fund for benevolence, reporting on its use to the elders at their request, and reporting to the church its total receipts and total

disbursements only. The deacons and deaconesses, with the agreement of the elders, may establish unpaid administrative positions or committees of members to assist them in fulfilling their responsibilities in the church.

Section 4 – Clerk

It shall be the duty of the clerk to record the minutes of all regular and special members' meetings of the church, to preserve an accurate roll of the membership, and to render reports as requested by the pastor, the elders, the deacons, or the church. The clerk shall be nominated by the elders and elected by the congregation to serve a term of one year. In the absence or incapacity of the clerk the elders shall appoint a member to perform the duties of the church clerk. For purposes of compliance with the nonprofit corporation laws of the Ohio, the clerk shall serve as the secretary of the corporation. The church clerk shall ensure that dated copies of the most recent revision of this constitution shall be available for all church members.

Section 5 – Treasurer

The treasurer, who shall not be an active elder, shall ensure that all funds and securities of the church are properly secured in such banks, financial institutions, or depositories as appropriate. The treasurer shall also ensure that full and accurate accounts of receipts and disbursements are kept in books belonging to the church, and that adequate controls are implemented to guarantee that all funds belonging to the church are appropriately handled by any officer, employee, or agent of the church. The treasurer shall work in accordance with the financial stewardship team and the elders of the church to maintain fiscal responsibility and accurate records. The treasurer shall be nominated by the elders and elected by the congregation to serve a term of one year.

Section 6 - Financial Stewardship Team

The financial stewardship team shall consist of an odd number of members of the church. There may only be one elder on the financial stewardship team. Members of this team will be responsible for meeting regularly to oversee financial matters of the church. After reviewing purchases, balances and budgets, the financial stewardship team may make suggestions concerning budgets and expenditures to the elders. The financial stewardship team will also develop, prepare and present the annual budget to the members at the final members' meeting each year. The financial stewardship team should meet no less than four times per year. The church treasurer will be the head of this team.

ARTICLE VII – ELECTIONS

Section 1 – Principles

The process for church elections shall be interpreted and carried out to fulfill the following principles:

1. Substantial prayer, both individually and corporately, should be an integral part of the election process;
2. Nominations should proceed with the support of the elders;
3. All candidates for church office should be treated with the grace, kindness, and honesty appropriate in evaluating fellow members;
4. The election process shall express that spirit of mutual trust, openness, and loving consideration that is appropriate within the body of our Lord Jesus Christ.

Section 2 – Selection of Officers

The election of officers shall be held at a members' meeting of the church. Names of nominees to serve as lay elders, deacons, clerk, or treasurer shall be presented by the elders at the previous members' meeting, and the election shall proceed as directed by the moderator. The elders should seek recommendations and involvement from the general membership in the nomination process. Any member with reason to believe that a nominated candidate is unqualified for an office should express such concern to the elders and refrain from slander or gossip. Members intending to speak in opposition to a candidate should express their objection to the elders as far in advance as possible before the relevant church members' meeting. The moderator shall declare elected all men receiving a 75% majority of all votes cast for the office of elder. For all other offices, the moderator shall declare elected all persons receiving a simple majority of all votes cast; abstentions will not be considered as votes cast. The persons elected shall assume their respective offices upon election, unless another date has been specifically designated.

Section 3 – Calling of Pastoral Staff

In the calling of any man to the position of Pastor (that is, any staff position that carries the responsibility of an elder), the same process of calling an elder in Article 6 Section 2 must be followed. In addition, however, the church must be given adequate opportunity to assess the preaching gifts of any potential Pastor and, before being asked to express its judgment, must receive assurance from the elders that, having interviewed the man concerned, they are in no doubt as to his wholehearted assent to the Statement of Faith, Membership Covenant, and this Constitution and Bylaws. Notice of the nomination of a man to be elected to membership and called as Pastor (which shall include, if necessary, election to membership of his wife if he is married) must be given at least two weeks prior to the vote at a members' meeting.

ARTICLE XIII - INDEMNIFICATION

Section 1– Power to Indemnify and Hold Harmless

The church may indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal

(hereinafter a “proceeding”), by reason of the fact that he or she is or was a director, officer, employee or agent of the church or, being or having been such a director, officer, employee or agent, he or she is or was serving at the request of the church as a director, officer, employee, agent, trustee or in any other capacity of another corporation or of a partnership, joint venture, trust or other enterprise, including provision of services with respect to any employee benefit plans, whether the basis of such proceeding is alleged action or omission in an official capacity or in any other capacity while serving as a director, officer, employee, agent, trustee or in any other capacity, against all expenses, liability and loss (including, without limitation, attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually but reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a director, officer, employee or agent of the church and shall inure to the benefit of his or her heirs and personal representatives.

Section 2 – Power to Pay Expenses in Advance of Final Disposition

The church may pay expenses incurred in defending any proceeding in advance of its final disposition (hereinafter “advancement of expenses”); provided, however, that any advancement of expenses shall be made to or on behalf of a director, officer, employee or agent only upon delivery to the church of an undertaking, by or on behalf of such director, officer, employee or agent, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such director, officer, employee or agent is not entitled to be indemnified under this article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make repayment.

Section 3 – Power to Enter into Contracts

The church may enter into contracts with any person who is or was a director, officer, employee and agent of the church in furtherance of the provision of this article and may create a trust fund, grant a security interest in property of the church, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this article.

Section 4 – Expansion of Powers

If the Ohio Revised Nonprofit Corporation Act is amended in the future to expand or increase the power of the church to indemnify, to pay expenses in advance of final disposition, to enter into contracts or to expand or increase any similar or related power, then, without any further requirement of action by the church or any other person, the powers described in this article shall be expanded and increased to the fullest extent permitted by the applicable provisions of the Ohio Revised Nonprofit Corporation Act or other applicable law.

Section 5 – Limitation of Powers

Indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding under this article if the person is found liable to the church or is found liable on the basis that he or she improperly received personal benefit. Indemnification shall not be made in respect to any proceeding in which the person has been found liable for willful or intentional misconduct in the performance of his or her duty to the church. No indemnification shall be provided to any person if the church is prohibited by the applicable provisions of the Ohio Revised Nonprofit Corporation Act or other applicable law as then in effect from paying such indemnification.

Section 6 – Indemnification of Directors, Officers, Employees and Agents

1. Directors: The church shall indemnify and hold harmless any person who is or was a director of the church, and pay expenses in advance of final disposition of a proceeding, the full extent to which the church is empowered.

2. Officers, Employees and Agents: The church may indemnify and hold harmless any person who is or was an officer, employee or agent of the church, and provide advancement of expenses to the full extent to which the church is empowered, or to any lesser extent that the directors may determine.

3. Character of Rights: The rights to indemnification and advancement of expenses conferred by or pursuant to this article shall be deemed contract rights, but only to the extent applied to the directors of the church. For all other categories of persons eligible to potentially receive indemnification under this article, the rights to indemnification and advancement of expenses shall be deemed contract right only to the extent approved by the board of directors of the church in its sole discretion but not otherwise.

4. Rights Not Exclusive: The right to indemnification and advancement of expenses conferred in this article shall not be exclusive of any other right which any person may have or hereafter shall acquire under any statute, provision of the Articles of Incorporation, the constitution or bylaws of the church, agreement of disinterested directors, or otherwise.

Section 7 – Insurance

The church may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the church or who, while a director, officer, employee or agent of the church, is or was a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the church would have the power to indemnify such person against such expense, liability or loss under the TBOC.

Section 8 – Survival of Benefits

Any repeal or modification of this article shall not adversely affect any right of any person existing at the time of such repeal or modification.

Section 9 – Section Severability

If any provision of this article or any application thereof is determined by any court, tribunal, administrative agency or other competent supervisory authority, to be invalid, unenforceable or contrary to applicable law or public policy, the remainder of this article, or the application of such provision to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

Section 10 – Prohibition Against Private Inurement

In the event and to the extent any part or whole of this article is determined to be in violation of the United States Federal Income Tax laws with regard to prohibition against “private inurement” (as such term is understood in the context of United States exempt organization taxation rules) by a final non-appealable order of a court of competent jurisdiction or by any United States Internal Revenue Service action which the Church in its discretion determines not to challenge in a judicial forum, any such offending provision or if the whole of this article is determined as offending the prohibition against private inurement then the whole of this article shall be deemed ineffective so as to prevent any negative United States Federal Income Tax law consequences to the church or its tax-exempt status.

ARTICLE IX – DISPUTE RESOLUTION

Believing that the Bible commands Christians to make every effort to live at peace and to resolve disputes with each other in private or within the Christian Church (see, e.g., Matthew 18:15–20, I Corinthians 6:1–8), the church shall require its members to resolve conflict among themselves according to biblically based principles, without reliance on the secular courts. Consistent with its call to peacemaking, the church shall encourage the use of biblically based principles to resolve disputes between itself and those outside the church, whether Christian or pagan and whether individuals or corporate entities.

ARTICLE X – AMENDMENT

The Statement of Faith and Church Covenant may be amended by a three-quarters vote of the members present and voting at a members’ meeting, provided the amendment has been offered in writing at the previous members’ meeting, and has been announced by an elder at church services for two successive Sundays prior to said vote.

This constitution may be amended by a two-thirds vote of the members present and voting at a members’ meeting, provided the amendment has been offered in writing at the previous members’ meeting, and has been announced by an elder at church services for two successive Sundays prior to said vote.

The Oaks Church Bylaws as of the 27 day of May of 2018