

HEARTLAND CHURCH BYLAWS

Article 1. Name & Principle Location

The name of this organization shall be: “Heartland Church”, a corporation organized under the Indiana Non-Profit Corporation Act. This corporation will be further referred to in the Bylaws as the “Church”.

The Church maintains its principal office at 9665 Hague Road, Indianapolis, Indiana 46256. The Officers of the Church shall have full power and authority to change the principal office from one location to another. Any change of this location shall be recorded by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

Article 2. Affiliation:

This Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. However, realizing that the local church can best promote the cause of Jesus Christ by cooperating in with one another in voluntary association, this Church voluntarily affiliates with The Baptist General Conference and its regional expression, The Midwest Baptist Conference. The Church may also affiliate and partner with other like minded denominations, fellowships, agencies and churches that share a similar mission, set of values, and convictions.

Article 3. Statement of Faith

In essential beliefs - we have unity.

“There is one Body and one Spirit...there is one Lord, one faith, one baptism, and one God and Father of us all... “ Eph. 4:4-6

In non-essential beliefs - we have liberty.

“Accept him whose faith is weak, without passing judgment on disputable matters... Who are you to judge someone else’s servant? To his own master he stands or falls... So then each of us will give an account of himself to God... So whatever you believe about these things keep between yourself and God. “ Rom. 14:1,4,12,22

In all our beliefs - we show charity.

“... If I hold in my mind not only all human knowledge but also the very secrets of God, and if I have the faith that can move mountains - but have no love, I amount to nothing at all.” I Cor.13:2 (Phillips)

The Essentials We Believe:

1. About God.

God is the Creator and Ruler of the universe. He has eternally existed in three personalities: the Father, the Son, and the Holy Spirit. These three are co-equal and are one God. (*Gen. 1:1,26,27; 3:22; Psalm 90:2; Matt. 28:19, I Peter 1:2; 11 Cor.13:14*)

2. About Jesus Christ.

Jesus Christ is the Son of God. He is co-equal with the Father. Jesus was virgin-born, lived a sinless human life, demonstrated His authority through many miracles, and offered Himself as the perfect sacrifice for the sins of all people by dying on a cross. He arose from the dead after three days to demonstrate His power over sin and death. He ascended to His Father in heaven, and is coming again. He will return someday to earth to reign as King of Kings and Lord of Lords. (*Matt. 1:18,22,23; Isa. 9:6; John 1:1-5, 14:3,10-30; Heb. 4:14,15; I Cor. 15:3,4; Rom. 1:3,4; Acts 1:9-11; I Tim. 6:14,15; Titus 2:13*).

3. About the Holy Spirit.

The Holy Spirit is co-equal with the Father and the Son of God. He is present in the world to make people aware of their need for Jesus Christ. Scripture teaches that the Holy Spirit indwells every believer enabling them to live the abundant life and display the character of Christ. The Holy Spirit empowers the believer to witness and gives spiritual gifts which enable the believer to serve and minister in the church. As Christians exercise their spiritual gifts, the church is built up and those who are searching find eternal life in Christ. He provides the Christian with power for living, understanding of spiritual truth, and guidance in doing what is right, making it possible for the Christian to lead a life of Christ-like character and to bear fruit to the glory of the Father. As Christians we seek to live under His control daily. (*John 16:7-13, 14:16,17; Acts 1:8; I Cor.s 2:12, 3:16,17; 12-14; Gal. 5:25; Eph. 1:13; 4, 5:18; Rom. 12*)

4. About the Bible.

The Bible is God's Word to us. It was written by human authors under the super-natural guidance of the Holy Spirit. It is the supreme source of truth for Christian beliefs and living. Because it is inspired by God it is the Truth without any mixture or error. (*2 Tim. 3:16; 2 Peter 1:20,21; 2 Tim. 1:13; Psalm 12:6; 119:105,160; Prov. 30:5*)

5. About People.

Man was made in the spiritual image of God to be like Him in character, the supreme object of God's creation. Although every person has tremendous potential for good, all of us from birth are marred by an attitude of disobedience toward God called "sin." Because of sin, all people are under a curse and are in a state of spiritual separation from God. The ultimate result of sin is death. (*Gen. 1:27; Psalm 8:3-6; 51:5; Isa. 53:6a; Rom.s 3:23; Isa. 59:1,2*)

6. About Salvation.

Salvation is God's free gift to us but we must accept it. We can never make up for our sin by self-improvement or good works. Only by trusting in Jesus Christ as God's offer of forgiveness can anyone be saved from sin's penalty. When we turn away from our self-ruled life and turn to Jesus in faith we are saved. Eternal life begins the moment one receives Jesus Christ into his life by faith. Salvation is secured by Christ alone. (*Rom. 5:1; 6:23; Eph. 2:8,9; John 14:6,1:12; Titus 3:5; Gal. 3:26; John 10:27-28*)

The Bible teaches the command of water baptism by immersion to all who have received salvation. All who repent and believe on Christ as Savior and Lord are to be baptized as a symbol of Christ's death, burial and resurrection, that they have died with Christ and that they have been raised with Him to walk in newness of life. (*Rom.6:1-4*)

7. About the Security of the Believer.

Because God gives us eternal life through Jesus Christ, the true believer is secure in that salvation. Salvation is maintained by the grace and power of God, not by the self-effort of the Christian. It is the grace and keeping power of God that gives us this security. (*John 10:29,29; 11 Tim. 1:12; Heb. 7:25; 10:10,14; 1 Peter 1:3-5*)

8. About Eternity.

People were created to exist forever. We will either exist eternally separated from God by sin, or eternally with God through forgiveness and salvation. To be eternally separated from God is Hell. To be eternally in union with Him is eternal life. Heaven and Hell are real places of eternal existence. (*John 3:16; John 14:17; Rom. 6:23; 8:17-18; Rev. 20:15; 1 Cor. 2:7-9*)

9. About the Church.

The purpose of the church on earth is to fulfill "The Great Commandment" and "The Great Commission," and to build a body of fully committed followers of Jesus Christ. We believe that Christians can only live the Christian life as God intended when we commit to relationships with other Christians in a local church. Accordingly we believe that local churches can best promote the cause of Jesus Christ by cooperating with one another in voluntary association with other churches that share a similar mission, set of values, and convictions. (*Matt. 22:36-40; 28:18-20; Eph. 2:19; 2 Cor. 9*)

Article 4. Statement of Purpose:

The purpose of the Church is to glorify God by fulfilling the Great Commandment (*Matt. 22:36-40*) and the Great Commission (*Matt. 28:18-20*).

1. EVANGELISM/MISSION "To share the good news of Jesus Christ with as many people as possible in our community and throughout the world." (*Matthew 28:18-20, Acts 1:8, 2 Peter 3:9*).

2. EDUCATION "To help members develop toward full Christian maturity and train them for effective ministry. To promote personal, spiritual growth and discipleship through Bible teaching." (*Eph. 4:11-13, Matt. 18:20, 1 Tim. 2:2*)

3. WORSHIP "To participate in public worship services together and to maintain personal daily devotions." (*John 4:24*)

4. MINISTRY/SERVICE "To serve unselfishly, in Jesus' name meeting the physical, emotional, and spiritual needs of those in our Church, community and in the world." (*1 Pet. 4:10-11, Matt. 25:34-40, 1 Thess. 5:11, Gal. 5:13*)

5. FELLOWSHIP "To encourage, support and pray for each other as members of the family of God. To share our lives together." (*1 John 1:7, Acts 2:44-47, Heb.10:23-25, Rom. 15:5,7, John 13:34-35*)

This Church seeks to benefit the people of our community by providing opportunities for spiritual, physical, intellectual, social and cultural development. (*Luke 2:52*)

Article 5. The Heartland Church Membership Covenant

Having received Christ as my Lord and Savior and having been baptized by immersion, and being in agreement with Heartland's statements, strategy, and structure, I now feel led by the Holy Spirit to unite with the Heartland Church family. In doing so, I commit myself to God and to the other members to do the following:

1. I will protect the unity of my church

- ...by acting in love toward other members
- ...by refusing to gossip
- ...by following the leaders

"Let us therefore make every effort to do what leads to peace and to mutual edification." (Rom. 14:19)

"Do not let any unwholesome talk come out of your mouths, but only what is helpful for building others up according to their needs, that it may benefit those who listen." (Eph. 4:29)

"Obey your leaders and submit to their authority. They keep watch over you as men who must give an account. Obey them so that their work will be a joy, not a burden, for that would be of no advantage to you." (Heb. 13:17)

2. I will share the responsibility of my church

- ...by praying for its growth
- ...by inviting the unchurched to attend
- ...by warmly welcoming those who visit

*“We always thank God for all of you, mentioning you in our prayers.”
(1 Th. 1:2)*

“Then the master told his servant, ‘Go out to the roads and country lanes and make them come in, so that my house will be full.’” (Luke 14:23)

“Accept one another, then, just as Christ accepted you, in order to bring praise to God.” (Rom 15:7)

3. I will serve the ministry of my church

...by discovering my gifts and talents

...by being equipped to serve by my pastors

...by developing a servant’s heart

“Each one should use whatever gift he has received to serve others, faithfully administering God’s grace in its various forms.” (1 Pet. 4:10)

“It was he who gave some to be apostles, some to be prophets, some to be evangelists, and some to be pastors and teachers, to prepare God’s people for works of service, so that the body of Christ may be built up” (Eph. 4:11-12)

“Do nothing out of selfish ambition or vain conceit, but in humility consider others better than yourselves. {4} Each of you should look not only to your own interests, but also to the interests of others...but made himself nothing, taking the very nature of a servant, being made in human likeness.” (Phil. 2:3-4,7)

4. I will support the testimony of my church

...by attending faithfully

...by living a godly life

...by giving regularly

*“Let us not give up meeting together, as some are in the habit of doing, but let us encourage one another—and all the more as you see the Day approaching.”
(Heb. 10:25)*

“Whatever happens, conduct yourselves in a manner worthy of the gospel of Christ. Then, whether I come and see you or only hear about you in my absence, I will know that you stand firm in one spirit, contending as one man for the faith of the gospel.” (Phil. 1:27)

“A tithe of everything from the land, whether grain from the soil or fruit from the trees, belongs to the LORD; it is holy to the LORD.” (Lev. 27:30)

“On the first day of every week, each one of you should set aside a sum of money in keeping with his income, saving it up, so that when I come no collections will have to be made.” (1 Cor. 16:2)

Article 6. Membership

Membership in this Church shall consist of all persons who have met the qualifications for membership and are listed on the membership role.

A. Membership Qualifications

1. A personal commitment of faith in Jesus Christ for salvation.
2. Baptism by immersion as a testimony of salvation.
3. Completion of the Church's membership class.
4. A written commitment to abide by the membership covenant.
5. Having reached at least the age of 16.

B. Procedure for Membership

The Elders, or a persons appointed by the Elders, shall examine each applicant for membership to ascertain whether the applicant meets the membership requirements. If the applicant meets the membership requirements, membership shall be granted. Transfer of membership shall be accepted from like minded churches providing they meet the qualifications of section A of this article.

C. Voting Rights of Membership

Every Member shall have the privilege to vote on the following matters: the annual budget of the Church, the affirmation of appointed Elders, the calling of a Senior Pastor, the merger or dissolution of the Church, the acquisition or sale of material real property and related indebtedness, to withdraw from association of the Midwest Baptist Conference, and amendments to the Articles of Incorporation or Bylaws of the Church. Each member 16 years and older is entitled to one vote.

Voting by proxy is permitted on all matters except the Calling of the Senior Pastor, the merger or dissolution of the church, or the withdrawal from association with the Midwest Baptist Conference.

D. Termination of Membership

1. Death.
2. Whenever a church member joins another church, his or her membership at Heartland shall terminate without further action.
3. A member may be terminated from membership at their own request.
4. A member who fails to make a favorable contact with the church for three consecutive months shall be put on an inactive list and voting rights shall be suspended. Attempts will be made by a Pastor or designee of the Elders to notify the member. If that member then fails to make favorable contact that member shall automatically be dismissed from membership.
5. Dismissal by the Elders according to the following conditions:
 - a. The member's life and conduct is not in accordance with the Scripture. (Eph. 5:27; 1 Peter 1:14-19; Romans 1:18-32;12:2; 1 Cor. 6:9-10; Col. 3:5-10; James 1:27; 4:4).

- b. The member's life and conduct violates the Church membership covenant in such a way that the member hinders the ministry influence of the Church in the community.
- c. Such action shall be taken only after reasonable efforts, as outlined in Matthew 18:15-20, have been made to restore the member to Christian fellowship.

E. Restoration of Members

Members dismissed by the Elders shall be restored by the Elders according to the spirit of 2 Corinthians 2:7-8, when their life-styles are judged to be in accordance with the membership covenant.

Article 7. Membership Meetings

A. Place

Meetings of the members shall be held at a building on the Church property or at such other place or places within or outside Indiana as may be designated from time to time by the Officers.

B. General Meetings

A general meeting of the members shall be held within the first six weeks of each year at such time as determined by the Officers. This general meeting shall be the annual membership meeting. The purpose of this meeting shall be to adopt an annual budget, to affirm the appointment of Elders, and to conduct other such business as may be necessary.

C. Special Meetings

Special meetings may be called at any time by the Officers for any purpose by giving notice to the members in accordance with Section D of this Article.

D. Notice Requirements for Membership Meetings

1. General Requirements

Whenever members are required or permitted to take any action at a meeting, notice shall be given to members no less than two (2) weeks prior to a meeting. Notification of membership meetings shall be given any of the following: oral announcement, weekly bulletin, newsletter, email, website, or other communication means.

2. Notice of Certain Agenda Items

Action by the members on any of the following proposals is valid only if the notice or waiver of notice specifies the specific nature of the proposal:

- a. Calling a Senior Pastor.
- b. Amending the Articles of Incorporation;
- c. Adopting, amending or repealing the Bylaws;
- d. Adopting or amending a merger agreement;
- e. Approving the election to cease ministry and dissolve the Church;
- f. Approving the acquisition or sale of material real property and related indebtedness.

E. Quorum

At least 20% of active members in good standing shall constitute a quorum of the membership for the transaction of business. A simple majority is sufficient, except for Calling of a Senior Pastor which shall require a positive vote of a super-majority (2/3) of active members in good standing, with a quorum of a simple majority.

Article 8. Board of Elders

A. Role & Number

Elders are chosen to serve the church with the Senior Pastor in all matters pertaining to the spiritual health of the Senior Pastor and the life and ministry of the church. The Board of Elders initially shall consist of initially three (3) members, ideally five (5) and no more than seven (7), one of which shall be the Senior Pastor. Total membership shall equal an odd number.

B. Qualifications of Elders

Only those persons who have been active members of the Church for more than two years may be considered for nomination. He shall uphold and maintain the scriptural qualifications of personal character. (1 Tim. 3:1-7; 1 Tim. 5:17-27; Titus 1:5-9)

1. He shall effectively be the spiritual leader of his family, modeling love and discipline in the home. He shall manage his family well with children who love and respect him. He shall be a man of peace, promoting and protecting the unity and harmony of the Elders and the Church at large.
2. He and his family shall currently support the Church with their tithes and offerings, have a cooperative spirit, and regularly attend Church services.
3. He shall model moral integrity in his business and citizenship responsibilities.
4. He shall be able and willing to teach the Word of God both publicly and privately when called upon or when the need arises.
5. He shall demonstrate Christian hospitality to both acquaintances and strangers.
6. He shall provide oversight and spiritual guidance for those members of the Church which are duly assigned to him.

C. Selection & Term

1. Initial Selection of Elders

The initial Advisory Board shall consist of those persons be selected by the Senior Pastor and with the counsel of the Director of Church Planting of the Midwest Baptist Conference.

2. Nominations

The Senior Pastor with the counsel of the Director of Church Planting of Midwest Church Planting and the Advisory Board shall nominate candidates from the membership to be an Elder. Subsequently, the Senior Pastor and the current Elders shall appoint nominations. Additionally, any member in good standing may make a written recommendation for nomination to the Elders from the active membership.

3. Examination

Nominees shall be examined by the Elders. If the nominee meets the qualifications of Section B of this Article, the willingness of each nominee to serve will be verified by his acceptance of the following conditions and duties specified in Section D.

4. Appointment

Based on the recommendations of the Elders, and the acceptance of responsibility of the nominee, the Elders shall appoint Elders of the church. The Elders shall have the power to increase or decrease the size of the Elder Board within the aforesaid limits. The Senior Pastor shall have the power to fill any vacancies that may occur in its membership in the interval between the Annual Meeting of the membership.

5. Congregational Affirmation

Newly Appointed Elders shall be affirmed by the congregation at its annual business meeting. The term of office shall be three years. Terms shall be staggered so that a proportionate number of Elder's terms expire each year.

6. Term of Service

Members shall be limited to six consecutive years of service on the Elders. After a lapse of one year, a member shall again be eligible to serve as an Elder. Any Elder whose three-year term is expiring and who is eligible for an additional term shall be allowed to stand for reappointment to a subsequent term subject to ratification by the Church membership.

Of the initial Elder appointment, one shall be appointed to serve for one (1) year; one shall be appointed to serve for two (2) years. Upon the expiration of the term of office, the succeeding members will be elected to serve a term of three (3) years each. Elections shall be staggered so there will always be at least one third of the Board members remaining following the election.

D. Functions

The Elders shall have the following powers and duties:

1. **Shepherd the flock of God.** The Elder Board will serve the needs of people with humility and love.
2. **Pray for the Church.** The Elders will regularly intercede for the church, praying for the physical and spiritual well-being of the congregation and the advancement of the work of Christ.
3. **Lead through Example.** The Elders will be scriptural role models for the rest of the church body to look up to and follow.
4. **Teach and Exhort.** The Elders must be willing and able to teach and exhort the Heartland Church body through sound Biblical instruction.
5. **Refute False Teaching.** The Elders must confront those who teach what contradicts Biblical truth and admonish those who continue in a pattern of behavior that contradicts clear Biblical principles.
6. **Care of the Senior Pastor.** The Elder Board will appraise and review the character, work, ministry, and compensation of the Senior Pastor and the health of his family.
7. **Policy Establishment.** The Elders shall act as a commission for establishing policy and best practices which are deemed appropriate and necessary to carry out the purposes of the Church as set forth in the Articles and these Bylaws;
8. **Membership Applications and Discipline.** The Elders shall participate in the examination of applicants for membership and in the administration of discipline pursuant to Article 6;
9. **Legal Representatives.** The Elder Board shall be the church's representatives in signing legal documents that are consistent with the church's budget and constitution. This includes the authority to borrow money, and to acquire, encumber, and sell real and personal property on behalf of the congregation.
10. **Licensing and Ordination.** The Elder Board has the authority to act in matters of licensing and ordination will utilize the process of the Midwest Baptist Conference.
11. **Church Finances.** To review the management of business affairs, finances, funds, and property of the Church;
12. **Pastoral Search Commission.** Upon a vacancy in the office of Senior Pastor, the Elders shall notify the District Executive Minister of the Midwest Baptist

Conference of such vacancy and appoint a Pastoral Selection Committee, formed of the Elders of the Church, to interview candidates for the Senior Pastor position and nominate one candidate for the vote of the members in accordance with Article 9(G)1 of these Bylaws.

13. **Other Duties and Activities.** To conduct such other duties and activities as the Officers may designate from time to time.

E. Removal

1. An Elder may be removed from office by expiration of term, by resignation, or upon a vote of dismissal by a two-thirds majority of all Elders.
2. Charges or accusations will not be entertained against an Elder unless it is brought by two or three witnesses. Action will be taken against an Elder in spiritual disharmony in accordance with the Biblical discipline as seen in 1 Timothy 5 and Matthew 18. Such action shall be taken only after reasonable efforts have been made to restore the Elder to Christian fellowship.
3. Grounds for such action shall be:
 - a. Unscriptural conduct, specified by failing to live according to the qualifications and functions of an Elder established by Scripture and noted in these bylaws, Article 8, sections B and D.
 - b. Doctrinal departure from the essentials of faith.
 - c. Incompetence in office.
 - d. For any good and sufficient cause.
4. If the Senior Pastor comes under serious charges of Biblical immorality or heresy, such charges having been brought by two or three witnesses, and organic division with the Elder Board occurs, the Elders shall call for a fair and impartial hearing of his case before the Executive Committee of the Midwest Baptist Conference and/or their representative. The Executive Committee and/or their representatives shall act as mediators. Once the Office of the Executive Committee is called upon, all parties shall agree to accept their decision as final.

F. Restoration

A dismissed Elder shall be restored by the Elders according to the spirit of 2 Corinthians 2:7-8, when their life-styles are judged to be in accordance with the Elder covenant and the membership covenant. The procedure for restoration of a member shall follow steps outlined in the Appendix of these Bylaws.

G. Organic Division

Should irreconcilable difference arise within the church, destroying the unity and the successful ministry of the Church, the Senior Pastor or a two-thirds majority of the Elders may call upon the District Executive Minister of the Midwest Baptist Conference to form a committee to investigate such differences. Should any controversy arise as to who is abiding by these Bylaws, the investigating committee shall serve as arbitrators and have the power to declare the Church under District Supervision. The term "District Supervision" means that the investigating committee has the authority to:

1. Suspend certain sections of the Articles and Bylaws of the Church.
2. Suspend the Elders.
3. Reclassify the Church as a District mission church.
4. Appoint and establish a temporary Advisory Board invested with the authority outlined for the Elders in these Bylaws until such strife shall cease.

The decision of the Executive Committee of the Midwest Baptist Conference and/or their representatives is final. In no case shall the church seek resolution in the public courts.

H. Regular Meetings

Regular meetings of the Elders may be held without notice if the time and place of such meetings are fixed by resolution of the Elder Board.

I. Special Meetings

Special Meetings of the Elders may be held whenever and wherever called for by the Chair of the Elder Board or the number of Elders that would be required to constitute a quorum of the Elder Board.

J. Notices.

No notice need be given of regular meetings of the Elder Board. Notice of the time, place, and purpose of special meetings shall be given to each Elder in person, by telephone, telegraph, email, facsimile, or other form of wire or wireless communication not less than twenty-four (24) hours before the time of the meeting, or by mail or private carrier addressed to such Elders at the latest address appearing on the Church's records for such Officer not less than four (4) days before the time of the meeting. Notice must be in writing unless oral notice is reasonable under the circumstances. Any person who has been given notice hereunder may make an affidavit that notice was given, which shall be conclusive that notice was so given.

K. Waiver of Notice

Any Elder may waive call or notice of any meeting (and any adjournment thereof) at any time before, during which, or after it is held. An Elders attendance or participation in a meeting waives any required notice of the meeting unless such Elder, at the beginning of the meeting or promptly on such Elder's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. No call or notice of a meeting of the Elder Board shall be necessary if each Elder waives the same in writing or by attendance.

L. Quorum

A majority of the then current Elders shall constitute a quorum for the transaction of business at a meeting duly called and noticed. Every action taken or decision made by a majority of a quorum of the Elder Board shall be the act of the Elders. Once a quorum has been formed at any meeting, the Elders from time to time remaining in attendance may continue to transact business properly brought before the meeting until adjournment, notwithstanding the prior departure from the meeting of enough Elders to leave less than a quorum. If a quorum shall not be present at any meeting of the Elders, the Elders present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

M. Voting

Any matter submitted to a meeting of the Elders shall be resolved by a majority of the votes cast thereon.

N. Power to Act Notwithstanding Vacancy.

Pending the filling of vacancies in the Elders, a majority of Elders may exercise the powers of the Elder Board, providing there is a minimum of three Elders.

O. Action Without Meeting.

Any action required or permitted to be taken by the Elders may be taken without a meeting if the action is taken by all of the Elders. The action shall be evidenced by one or more written consents describing the action taken and signed by all of the Elders. Such consent may be executed in counterparts and shall have the same effect as a unanimous vote of the Elders at a duly convened meeting thereof. Such written consent or consents shall be filed with the minutes of the proceedings of the Elder Board.

P. Meetings by Alternative Communications.

The Elders may permit any or all of the Elders to participate in any regular or special meeting by, or conduct the meeting through use of, any means of communication by which all of the Elders participating may simultaneously hear each other during the meeting. An Elder participating in a meeting by this means is deemed to be present in person at the meeting.

Q. Fiduciary Duties.

Applicable law imposes several fiduciary duties on Elders, including the duties of due care and diligence, loyalty, avoidance of self-dealing, expending designated contributions for the purposes specified, and not commingling personal and corporate funds.

Article 9. Officers

A. Officers

The Senior Pastor of the Church shall serve as the President and Chief Executive Officer of the Church, and the Chair of the Board of Elders. The Senior Pastor shall serve as such until his death, resignation, or failure to maintain his qualifications as an Elder of the church, whereupon the members shall elect a replacement Senior Pastor. The Senior Pastor may appoint an Executive Pastor, who shall also be a Vice President of the Church, a Secretary, and a Treasurer, and may elect or appoint one or more other Vice Presidents, or such other officers as the Elders shall determine from time to time. A person elected or appointed to any office shall continue to hold that office until the election or appointment of his successor, subject to action earlier taken pursuant to Section B below, resignation, or death. The Senior Pastor may not serve concurrently as the Treasurer. Otherwise, the same individual may simultaneously hold more than one office in the Church, unless otherwise prohibited by law, the Articles, or these Bylaws, as amended from time to time.

B. Removal of Officers

The Senior Pastor shall serve as such until his death, resignation, or failure to maintain his good standing as an Elder. According to 1 Tim. 5:19 charges or accusations will not be entertained against an elder unless it is brought by two or three witnesses. Should the Senior Pastor come under such sustained, specific charges of Biblical immorality or heresy, the Elders shall follow Article 8 (E) 4 of these Bylaws. Other than the Senior Pastor, the Elders, at any regular or special meeting of the Elders, may remove all other officers, with or without cause, subject to the rights, if any, of an Officer under any contract of employment,

C. Resignations

An Officer may resign at any time by delivering notice to the Senior Pastor. A resignation is effective when the notice is delivered unless the notice specifies a later effective date or event. If a resignation is made effective at a later date or event and the corporation accepts the later effective date, its Officers and/or Elder Board may fill the pending vacancy before the effective date if the Officers and/or Elder Board provide that the successor does not take office until the effective date.

D. Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office. Such vacancies shall be filled as they occur.

E. Roles of Officers

1. Senior Pastor

The Senior Pastor shall be the spiritual overseer of the Church and shall

- A. Direct its activities;
- B. Serve as the President and Chief Executive Officer of the church and shall act as the moderator of the church; provide for all services of the church;
- C. Be responsible for the Worship Services of the Church and will direct and oversee all programming. (No person shall be invited to speak or preach in the Worship Services of the church without the consent of the Senior Pastor).
- D. Serve as the Chair of the Elders, presiding at all meetings of the Elders;
- E. Be a member of all departments and ministries with voice and vote in all ministries; and
- F. Have the prerogative to appoint other Pastoral staff that may be required to assist him in the work of the ministry. All selections shall meet the qualifications of an Elder.

2. Executive Pastor

The Executive Pastor shall be the Vice President of the Church and shall perform such duties as may be designated by the Elders or assigned or delegated by the Senior Pastor. The Executive Pastor shall act as the moderator of the Church at the direction of, or in the absence of, the Senior Pastor.

3. Vice Presidents.

One or more additional vice presidents may be appointed by the Senior Pastor to perform such duties as may be assigned or delegated to them by the Senior Pastor.

4. Secretary

The Secretary shall keep the minutes of meetings of the members, the Elder Board, and the Officers, and all unanimous written consents of the members, the Elders, and Officers, and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and in case of the Secretary's absence or refusal or neglect to do so, notices may be served by any person so directed by the Senior Pastor. The Secretary shall be custodian of the corporate seal and corporate records, shall have the authority to authenticate the corporate records, and, in general, shall perform all duties incident to the office. The Secretary and each assistant secretary shall be a proper officer to take charge of the Church's membership roll, and to impress the Church's seal on any instrument signed by the any duly authorized person, and to attest to the same.

5. Treasurer

The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Church, and shall cause all money and other valuable effects to be deposited in the name and to the credit of the Church, subject to withdrawal in such manner as may be designated by the Board of Directors. The Treasurer shall make an itemized report at the regular meeting of the Elders and a summarized report to the membership of the Church at the annual business meeting. Church accounts shall be annually audited under the direction of the Senior Pastor and the Elders. The Treasurer shall be responsible for preparing and filing such financial reports, financial statements, and returns as may be required by law and shall assist the Church in acquiring and maintaining available tax exemptions under state and local law.

The Treasurer shall cause a record of all identified giving to each donor at least annually and shall be the custodian of all the financial records of the Church.

6. Fiduciary Duties

Applicable law imposes several fiduciary duties on Officers, including the duties of due care and diligence, loyalty, avoidance of self-dealing, expending designated contributions for the purposes specified, and not commingling personal and corporate funds.

F. Powers

1. General Corporate Powers.

Subject to the provisions and limitations of the Indiana Nonprofit Religious Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the activities, business and affairs of the Church shall be conducted and all corporate powers shall be exercised by or under the direction of the Officers.

2. Specific Powers.

Without prejudice to the general powers set forth above, and subject to same limitations, the Officers shall have the power to:

- a. Select and remove all pastoral staff, agents and employees of the Church except for the Senior Pastor; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and
- b. Change the principal executive office or the principal business office of the Church in the State of Indiana from one location to another, and designate any place within or outside the State or Indiana for the holding of any meeting or meetings of the Officers; and

- c. Adopt, make and use a corporate seal and alter the form of the seal; and
- d. Borrow money and incur indebtedness on behalf of the Church and cause to be executed and delivered for the Church's purposes and in the Church's name, promissory notes and other evidences of debt and securities; and
- e. Exercise all other powers conferred by the Indiana Nonprofit Religious Corporation Law or other applicable laws.

G. Election of Officers

1. Senior Pastor

The Senior Pastor of the Church shall be called by the members at a membership meeting. The Pastor shall be elected to serve for an indefinite period of time. He shall be nominated by the Elder Board. Election shall be by the secret ballot at the annual business meeting of the Church or at a special business meeting called for that purpose. A two-thirds majority shall be required to constitute a quorum. A eighty-five percent of the quorum shall constitutes a call.

2. Other Officers

All other officers of the Church shall be appointed by the Senior Pastor, and each shall serve at the direction of the Senior Pastor, subject to the rights, if any, of an officer under any contract of employment.

Article 10. Indemnification of Elders, Officers, Pastors, Employees and Other Agents

G. Definitions. For the purpose of this Article 10

1. "Agent" means any person who is or was an Elder, Officer, trustee, advisory board member, employee or other agent of the Church, or is or was serving at the request of the Church as a director, officer, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of the Church or of another enterprise at the request of such predecessor corporation;
2. "Proceeding," means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and
3. "Expenses" include, without limitation, all attorneys' fees and any other expenses reasonably incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article.

H. Successful Defense by Agent. To the extent that an agent of the Church has been successful on the merits in the defense of any proceeding referred to in this Article 10, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections C through E of this Article 10 shall determine whether the agent is entitled to indemnification.

I. Actions Brought by Persons Other than the Church. Subject to the required findings to be made pursuant to Section E below, the Church shall indemnify any person who was or is a party, or is threatened to be made a party, by reason of the fact that such person is or was an agent of the Church, to any proceeding other than action brought by, or in the right of, the Church, to procure judgment on it's favor, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

J. Action Brought by or on Behalf of the Church.

1. Claims Settled Out of Court: If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Church, without court approval or approval of the Attorney General, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.
2. Threatened Pending or Completed Actions Against Agent: The Church shall indemnify any person who was or is a party or is threatened to be made a party, by reason of the fact that the person is or was an agent of the Church, to any threatened, pending, or completed action brought by or in the right of the Church to procure a judgment in it's favor for all expenses actually and reasonably incurred in connection with the defense or settlement of that action, provided that both the following are met:
 - a. The determination of good faith conduct required by Section 8.5, below, must be made in the manner provided for in that section; and
 - b. Where the agent has actually been adjudged liable to the Church in the performance of such person's duty to the Church, unless and only to the extent that the court in which such proceeding is or was pending, shall, upon application, determine that, in view of all of the circumstances of the case, the agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

K. Determination of Agent's Good Faith Conduct.

The indemnification granted to an agent in Sections C & D is conditioned on the following:

1. **Required Standard of Conduct:** The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of the Church, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of the Church or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

2. **Manner of Determination of Good Faith Conduct:** The determination that the agent did act in a manner complying with Section 8.5.1 above shall be made by:
 - a. The Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
 - b. Approval of the members, with the persons to be indemnified not being entitled to vote thereon; or
 - c. The court in which the proceeding is or was pending. Such determination may be made on application brought by the Church or the agent or the attorney or other person rendering a defense to the agent, whether or not the Church opposes the application by the agent, attorney or other person.

L. Limitations.

No indemnification or advance shall be made under this Article 10, except as provided in Sections 8.2 or 8.5, in any circumstances when it appears that the indemnification or advance would be inconsistent with applicable law, a provision of the Articles of Incorporation, the Bylaws, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

M. Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by the Church before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article 10.

N. Insurance.

The Officers may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Church against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Church would have the power to indemnify the agent under Article 5, Chapter 31, of the Indiana Nonprofit Corporation Act.

Article 11. Records and Reports

The Church shall maintain the following records and reports:

1. Financial Records.

Adequate and correct books and records of accounts (financial records);

2. Written Minutes.

Written minutes of the proceedings of its members, Elder Board.

3. Membership Roster.

A record of the members of the Church, setting forth the members' names and addresses; and,

4. Contribution statements for contributors.

All such records for the current and prior fiscal year shall be kept at the Church's principal office or may be kept at an alternative location providing access is limited to duly authorized personnel.

Article 12. Departments, Ministries, Subsidiary Corporations

The Church may create and maintain such departments, ministries, subsidiary corporations as may be necessary and advisable for the extension of its work. All such departments, committees, and sub-organizations shall be subordinate to the Church and shall contribute to the harmony and development of the whole. They shall be under the general supervision of the Elders and Officers, and the Senior Pastor is and will be at all times an ex officio member of all departments, committees, and sub-organizations.

All Subsidiaries shall be wholly owned and controlled by the parent Church through the parent church Elder Board.

Article 13. Finance

Funds for the maintenance of the Church shall be provided by the voluntary contributions, tithes, and offerings of the members and friends of the Church. Offerings shall be accepted by the Church at such times and in such ways as agreed upon by the Officers and shall be administered by the Treasurer under the Officers direction (Malachi 3:10; Luke 6:38, 1 Corinthians 16:1,2; 2 Corinthians 9:6-8).

All offerings shall be counted by at least two authorized persons, completing a cash count summary and offering report. The report shall be given verbally or in writing to the Officers each week. A record shall be kept of all receipts and disbursements of the Church and of all individual giving.

Article 14. Miscellaneous

1. Dissolution

Upon the dissolution of the Church, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code as follows:

This Church affiliates voluntarily with the Midwest Baptist Conference, of the Baptist General Conference, the parent religious organization. Should the Church cease to exist as a corporate body, all property, appurtenances, and effects then owned or held by the Church shall inure to the benefit of and become the property of the surviving Midwest Baptist Conference.

Article 15. Amendments

1. Procedure for Resolutions to Amend the Bylaws

A Commission on New Business shall be appointed by the Elders ninety (90) days prior to the annual meeting. The Resolutions Commission shall be made up of the Pastor, two (2) Elders and two (2) members of the congregation at large. The chairperson of the Committee shall be appointed by the Pastor. It shall be the responsibility of the Resolutions Commission to:

1. Examine proposed resolutions and revisions for relevance of the work of the church in compatibility with the Constitution and Bylaws of the church. this will be the prescribed procedure for the introduction of new business that needs to be discussed from the floor. Members wishing to submit proposals for consideration at the annual church council meeting shall do so no later than December 31st.
2. Prepare in writing proposed resolutions and revisions in clear language to be presented for consideration at the next Annual Meeting of the membership with the appropriate reference by article, section, paragraphs of the Constitution and Bylaws. It shall be the prerogative of the Resolutions Commission upon a two thirds vote to decline to present proposed resolutions they deemed frivolous, irrelevant or otherwise unacceptable for consideration. If the Resolutions Commission declines to support a proposed resolution, the chairperson of the commission shall in advance of the Annual Meeting so advise the sponsor.

2. Amendments

These Bylaws of Heartland Church may be amended at any properly noticed business meeting, provided that written copies of the proposed amendment have been made available to the membership of at least two weeks prior to such a meeting.

Only church members may vote to amend the Bylaws. A two-thirds vote of the quorum shall be required to amend the Bylaws.

Article 16. Articles of Incorporation

1. Reference to Articles.

Any reference made herein to the Church's Articles shall be deemed to refer to its Articles of Incorporation and all amendments thereto as of any given time on file with the State of Indiana, Office of the Secretary of State (or any successor to its functions).

2. Seniority.

These Bylaws shall in all respects be considered senior and superior to the Articles of Incorporation, with any inconsistency to be resolved in favor of the Bylaws, and with the Articles to be deemed automatically amended from time to time to eliminate any such inconsistency that may then exist.

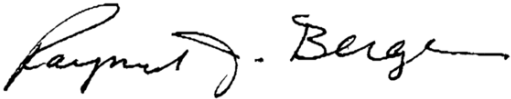
CERTIFICATE OF SECRETARY

We, the undersigned, certify that we are the Officers of Heartland Church, a Indiana Nonprofit Religious Corporation, and that the Bylaws are the Bylaws of this Church as adopted by the members of the Church on February 27th, 2005

Executed at Indianapolis, IN, this 27th day of February. 2005



Reverend Darryn L. Scheske
Senior Pastor / CEO



Raymond J. Berger
Secretary / Treasurer