



Bylaws

TABLE OF CONTENTS

ARTICLE I	NAME	Page 3
ARTICLE II	OFFICES	Page 3
ARTICLE III	MISSION STATEMENT	Page 3
ARTICLE IV	STATEMENT OF FAITH	Page 3
ARTICLE V	PARTNERSHIP	Page 4
ARTICLE VI	GOVERNMENT	Page 4
	Section 1 Board of Directors	Page 4
	Section 2 Officers	Page 6
	Section 3 Senior Pastor	Page 7
	Section 4 Meetings of the Board	Page 8
ARTICLE VII	COMMITTEES	Page 9
	Section 1 The Executive Committee	Page 9
	Section 2 Other Committees	Page 9
	Section 3 Term of Office	Page 9
	Section 4 Vacancies	Page 9
	Section 5 Rules	Page 10
	Section 6 Committee Term of Existence	Page 10
ARTICLE VIII	FINANCES	Page 10
	Section 1 Contracts, Checks, Deposits and Funds	Page 10
	Section 2 Funding Principles	Page 10
	Section 3 Fiscal Year	Page 11
ARTICLE IX	POWERS	Page 11
ARTICLE X	AMENDMENTS	Page 11
ARTICLE XI	DISSOLUTION OF THE CORPORATION	Page 12
ARTICLE XII	INDEMNIFICATION	Page 12
ARTICLE XIII	SEAL	Page 13

PATHWAYS CHURCH, INCORPORATED
BYLAWS

ARTICLE I

NAME

The name of the corporation is Pathways Church, Inc., a non-profit tax-exempt educational and charitable corporation operating under the laws of the State of Wisconsin and defined as "not a private foundation" by the Internal Revenue Service. The Tax Exempt Number is #038418.

ARTICLE II

OFFICES

The principal office of the corporation in the state of Wisconsin shall be located at 311 West Evergreen Road, Appleton, Wisconsin, 54913, or at such other places as shall be lawfully designated by the Board of Directors, herein-after called the "Board." The corporation may have such other offices, either within or without the state of Wisconsin, as the Board may designate or as the affairs of the corporation may require from time to time.

ARTICLE III

MISSION STATEMENT

Pathways Church is a church that exists to lead people into a growing relationship with Jesus. Pathways church strives to be a safe, highly-relational environment designed to explore the scriptures, ask questions, and be encouraged to follow Jesus on your journey.

ARTICLE IV

STATEMENT OF FAITH

The Bible is the inspired Word of God often referred to as Scripture. Scripture states there is only one true, holy God existing in three equal persons - God the Father, God the Son and God the Holy Spirit. Jesus Christ is described as the Son of God. He is both God and man. It is through the shed blood of Jesus Christ, the Son of God that we as individuals can come to God the Father, known as Salvation. The Holy Spirit, sent by the Father and the Son, dwells in each believer.

All who acknowledge Jesus Christ as Savior and Lord are united with Him as members of His body, the Church. Water baptism is an outward declaration that we identify with Jesus Christ.

Scripture was, is and will be inerrant and held with the utmost importance as to how we live our lives for Him.

ARTICLE V

PARTNERSHIP

Covenant is a biblical concept. In the Ancient Near East, covenant was a binding agreement in which covenant members had certain obligations and could expect certain benefits in return. What makes a covenant different from a simple binding agreement is that covenant implies meaningful relationship. God covenanted with Noah, Abram, and eventually the people of Israel at Mt. Sinai. The prophets viewed the covenant at Sinai as a marriage between Yahweh and his people. We believe that to commit our lives to God, one another, and the world in meaningful relationship is what it means to be the church. We use the word Partnership to describe the covenant between an individual and the church. As a partner an individual agrees to support the vision, mission, and strategy of Pathways as well as follow the biblical mandate to tithe.

ARTICLE VI

GOVERNMENT

Section 1. Board of Directors

a. General

The affairs of the corporation shall be vested in a Board of individuals of legal age.

b. Authority

The Board has vested in it all the powers and authority usually ascribed to a Board of Directors in a corporation and will have authority to use these powers when necessary in handling corporate or civil matters.

c. Number

The Board shall consist of no less than six (6) and no more than fifteen (15) members.

d. Character

Members of the Board shall be individuals of unimpeachable character and Christian testimony who agree in writing to the provisions of these Bylaws, including Attachment 1 and the standards of conduct. Any Board member who later no longer agrees with the provisions of these Bylaws, including Attachment 1 and the standards of conduct, shall automatically constitute forfeiture of membership from the Board.

e. Appointment or Replacement

When new Board members are required, the current Board places a notice for nomination to the church body in the bulletin for 3 weeks. The nominees shall be reviewed by the Senior Pastor and the Board Chair. A committee shall conduct interviews with Board candidates and thereafter, move a candidate to a Board vote with

a unanimous vote of the committee. A Board vote to elect a Board member can be conducted at any scheduled Board meeting. A unanimous vote of the Board is required for Board members to be installed and the responsibility of new members shall begin upon receipt by the Board of the signed statement of their being in agreement with the Bylaws, and the Standards of Conduct.

f. Professional Background

Board members should be selected from various professional and business backgrounds to insure a broad range of skill sets and policy setting knowledge.

g. Resignation

A Board member may resign at any time by giving a written notice to the Board Chairman. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of the acceptance by the Board.

h. Removal

Any Board member whose behavior and or belief are not in accord with the standards of Pathways Church, Inc., as set forth in the Standards of Conduct, Statement of Faith, or Bylaws, is subject to removal. Any Board member may be removed at any time by the affirmative vote of two thirds (2/3) of the Board.

i. Lack of Participation

Participation in less than-seventy-five (75) percent of the scheduled Board meetings in a fiscal year by any Board member shall require the Board Chairman to contact the member in question to determine his or her intent related to serving on the Board. Continued lack of active participation may result in removal by the affirmative vote of two-thirds (2/3) of the Board.

j. Compensation

Board members shall not receive any compensation for their services as Board members, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties.

k. Election and Term of Office

The members of the Board of Directors shall serve 1 year terms. Each member may renew their participation on the board after taking a personal inventory as to whether they believe they should continue to participate in the capacity of a Board member. Each member is then either affirmed or challenged by the other members. If a challenge does occur a vote of two-thirds (2/3) is required for further participation is required by vote of the board.

l. Conflict of Interest

(a) In the event any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such

director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate non-confidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

- (b) No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

Section 2. Officers

a. Title

The officers of the corporation shall be a chair, a vice-chair, a secretary, a treasurer, and such other officers as the Board may from time to time deem necessary.

b. Election & Term

Each officer shall be elected biennially by the Board at its second regular meeting of the fiscal year to serve a two (2) year term, or until a successor shall have been duly elected. The customary leadership track of the Chair and Vice-Chair shall be defined as one year of service as Vice-Chair, followed by two year's service as Chair, followed by one year's service as Vice-Chair. Officers may serve no more than two (2) consecutive terms in the same office. The Board may elect or appoint, or by resolution, provide for the appointment of other officers or agents.

c. Removal

Any officer of the corporation may be removed from office at any time with a vote of at least two thirds (2/3) of the Board, whenever in its judgement the best interest of the corporation will be served thereby.

d. Duties

The duties of the officers of the corporation shall be as usually appertaining to such officers of corporations generally, except as may be otherwise prescribed by these Bylaws or the Board Governance Manual.

Chair: The Board shall give active direction and exercise oversight pertaining to all affairs of the Corporation. The Chair may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of Chair as may be prescribed by the Board of Directors.

Vice-Chair: The Vice-Chair shall, in the absence of the Chair, chair all general corporation meetings, Executive Committee meetings and be authorized to perform the duties of the Chair.

Secretary: The Secretary shall cause an accurate record of the minutes of the meetings of the Board of Directors to be kept; see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Treasurer: The Treasurer shall oversee all financial matters of the Corporation. The Treasurer shall oversee the appropriate handling of receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in appropriate banks. The treasurer in general shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors. The Treasurer shall cause an accurate record of all financial income and expenses to be kept and published monthly. The treasurer, with or without a Board authorized agent, shall oversee the audit of the books and publishing of the official certified report annually.

e. Compensation

The officers of the Board serve without compensation except the Board, by resolution, may authorize reimbursement of expenses that incurred in the performance of their duties.

Section 3. SENIOR PASTOR

a. Appointment

The Senior Pastor, an officer of Pathways Church, shall be appointed by the Board of Directors and shall direct the programs of Pathways Church, Inc. The Senior Pastor shall report at Board meetings, or as often as the Board shall require, the progress and problems of the current activities.

b. Responsibilities

The Senior Pastor shall in accordance with the Board policies be responsible for hiring, supervising, and the release of staff members. Further, the Senior Pastor is responsible to the Board for the overall supervision of the program and the implementation of Board policies and directives to ensure the efficient operation of Pathways Church in a caring Christian context. In the case of unusual problems the Senior Pastor may call

upon individual Board members for advice or request an Executive Committee meeting for consultation.

c. Removal

The Senior Pastor may be removed at any time with a vote of at least 75% of the Board, whenever in its judgment the best interest of the corporation will be served thereby.

Section 4. Meetings of the Board

a. Place of Meetings

The meetings of the Board shall be held at the principal office of the corporation or at any place within the United States that the Board may from time to time appoint.

b. Annual Meetings

There is no annual meeting. Such other regular meetings of the Board shall be held at such time and place as may be specified by the Board.

c. Regular Meetings

Regular meetings of Board shall be required for operation of the corporation and shall be determined by the Board.

d. Special Meetings

Special meetings of the Board may be called at any time by the Chair or by two or more members.

e. Notice of Meetings

Notice of any regular or special meetings of the Board shall be given at least seven days previous thereto by written or verbal notice unless specified differently in these bylaws. However, notice may be waived before, at, or after any meeting by unanimous agreement. Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.

f. Waiver of Notice

Attendance of a member at a meeting shall constitute a waiver of notice of such meetings, except when a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

g. Quorum

At all meetings of the Board, a majority of the total Board members shall constitute a quorum for the transaction of business. When a quorum is once present to organize the meeting, it is not broken by the subsequent withdrawal of any of those present, unless there is an objection by a Board member to the continuation of the meeting, and a meeting may be adjourned despite the absence of a quorum.

h. Voting of Board Members

The vote of the majority of the Board members at a meeting at which a quorum is present, shall be the act of the Board, unless a vote of a greater number is required by law or by these Bylaws.

i. Remote Meeting Participation

Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

ARTICLE VII

COMMITTEES

Section 1. The Executive Committee

The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer, and the Senior Pastor, and it exists for the purpose of dealing with the business of Pathways Church, Inc., between Board meetings. This Executive Committee shall meet as often as necessary, when called by any member of the Executive Committee, and shall have authority to make decisions for the general corporation Board, subject to approval or disapproval at the next corporate meeting; the Secretary shall make a full report to the Board of Directors of all such meetings.

Section 2. Other Committees

The Board may appoint any other committees, which may be necessary for the effective operation of the work of Pathways Church, Inc.

Section 3. Term of Office

Each appointed Board member on a committee shall serve for one year until the officer vote of the Board of Directors or until a successor is appointed, unless the committee is sooner dissolved.

Section 4. Vacancies

Vacancies in the membership of committees may be appointed by the Committee Chair with the approval by Board quorum.

Section 5. Rules

Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

Section 6. Committee Term of Existence

a. The Executive Committee

The Executive Committee is a perpetual committee serving without termination date.

b. All Other Committees

All other committees serve at the direction of the Board and are terminated when their stated purposes for existence have been accomplished as determined by the Board.

ARTICLE VIII

FINANCES

Section 1. Contracts, Checks, Deposits, and Funds

a. Authorization

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such a manner as shall from time to time be determined by resolution of the Board.

b. Funds

All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select, or as may be designated by any officer or officers, agent or agents of the corporation to whom such power may be delegated by the Board.

c. Acceptance of Gifts

The Board or any officer or officers, agent or agents of the corporation to whom such authority may be delegated by the Board may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the corporation.

Section 2. Funding Principles

a. Expansion and Capital

Funds for expansion and capital improvements of Pathways Church, Inc., shall be

provided through voluntary contributions of individuals, firms, and organizations who are interested in this program or the Board may designate funds from any source.

b. Operating and Maintenance

The operational and maintenance costs of Pathways Church, Inc., institutional program shall be borne by the agencies using the facilities of the organization but may be supplemented by other fund raising activities.

c. Fund Raising

Various methods of fund raising may be used as long as such methods do not compromise the nonprofit tax-exempt status or the reputation and spiritual standards of the corporation.

Section 3. Fiscal Year

The fiscal year of the corporation shall be from September 1 to August 31-until changed by resolution of the Board.

ARTICLE IX

POWERS

The Board shall have power and authority to ask, demand, sue for, recover, collect and receive all such sums of money, debts, accounts, legacies, bequeaths, interests, dividends, annuities, and demands whatsoever, as are now or shall hereafter become due, payable, owing, or belonging to Pathways Church, Inc., and to have use and take all lawful ways and means for recovery thereof, by attachment, arrest, distress or otherwise, and to compromise and agree for the same, and the acquittances or other sufficient discharges for the same. Also to bargain, contract, agree for purchase, receive and take cards, tenements, and hereditaments, and accept the seizure and possession of all lands and all deeds and other assurances in law therefore, and to lease, let, demise, bargain, sell, remise, release, convey, mortgage, and hypothecate lands, tenements and hereditaments, upon such terms and conditions, and under such covenants as the Board shall think fit. The Board may invest these powers to the Executive Committee or agent, or agents, to act on the behalf of Pathways Church, Inc.

ARTICLE X

AMENDMENTS

These Bylaws may be altered, amended, or repealed by the Board with a 75% vote at any regular meeting or at any special meeting called for that purpose, provided, however, that notice of the proposed amendment, alteration, or repeal shall be given to each member. Any amendments must be passed with a 75% vote of all directors either in person or by written proxy if not in attendance.

DISSOLUTION OF THE CORPORATION

No part of the net earnings of the corporation shall ever inure to the benefit of any donor, member, director of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation assets. Upon dissolution, any assets of the corporation must be distributed to two (2) or more organizations that do endorse all articles of the Statement of Faith and are recognized by the Internal Revenue Service as being organized exclusively for religious, charitable, scientific, literary or educational purposes. The selection of these organizations must be made by a quorum of the existing members of the Board.

INDEMNIFICATION

Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors shall also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law in accordance with Section 181.045 Wisconsin Statutes.

SEAL

The corporation shall have no seal.