Fountain Street Church
Bylaws

Bylaws of the Fountain Street Church of Grand Rapids, Michigan
Adopted on June 12, 2016
Amended on November 19, 2023
Amended November 16, 2025

Fountain Street Church, 24 Fountain St. NE, Grand Rapids, MI (“Church”), is an independent non denominational religious institution with applicable tax-exempt status as recognized by Internal Revenue Code section 501(c)(3).

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SECTION 1. MEMBERSHIP

1.1 QUALIFICATIONS

(a) Membership in Fountain Street Church is available to all people seeking their own spiritual journeys and inquiry and who understand the responsibilities of membership.

(b) The term “voting member” as used in these Bylaws means any person who is a member of the Church who has reached the age of fourteen years and who, at the time of voting membership census, has made an annual financial contribution within the last twelve months. The term “member” is understood to mean “voting member.”

(c) Voting membership census shall be counted on the first business day of the month prior to the month of an annual meeting or any special meeting

1.2 ADMISSION. For admission, new Church members will follow Church policies and procedures prescribed by the Governing Board.

1.3 EVIDENCE. To determine who are voting members, the Church will rely on the official register of members that has been designated by the Governing Board.

1.4 TERMINATION. A person shall cease to be a member:

(a) If he or she resigns or requests a transfer of membership to another church;

(b) When the contact information of a member has been changed for a period of one year or more and reasonable efforts fail to disclose that person’s whereabouts;

(c) If he or she fails to maintain the standards of financial contribution set forth in section 1.1, unless extenuating circumstances are made known to a member of the ministerial staff and/or the Governing Board.

SECTION 2. GOVERNING BOARD of TRUSTEES MEMBERSHIP AND FUNCTION

2.1 NUMBER AND QUALIFICATIONS. The Church will be managed by Board of Trustees (hereafter known as a Governing Board) composed of at least nine voting members of the Church.

(a) Only a voting member in good standing can be qualified to serve as a Governing Board Member. Church staff is ineligible for Governing Board Membership.

(b) A person may serve as a Governing Board member for more than one term, but not

more than two full regular terms may be consecutive.

2.2 TERM OF OFFICE.
(a) The regular Governing Board member term of office shall be three years.
(b) After the three-year term, Governing Board positions shall expire at the First regular meeting of the Governing Board of the new calendar year.

2.3 ELECTION. Each year three qualified members will be elected to replace those Governing Board members whose regular terms are expiring. Members of the Church will be entitled to cast votes at the Church's annual membership meeting in accordance with Section 7.5 (b).

(a) Any interested member may ask the Nominating Committee to be added to the slate of candidates, provided they meet the eligibility requirements in Section 2.1.

(b) Nominated and approved candidates' names shall be filed with the Governing Board. Their names and biographies will be posted on the Church bulletin board at least twenty one days prior to the date of the Church's Annual Membership meeting.

2.4 VACANCIES AND REMOVAL. A vacancy on the Governing Board, caused by resignation or disqualification, shall be filled by a candidate presented by the Nominating Committee and approved by the Governing Board.

(a) A Governing Board member may be removed by two-thirds vote of the whole Governing Board.

(b) A Governing Board member may be removed by majority vote of the Church membership at a special meeting called for that purpose. (See Section 7.2)

(c) A Governing Board member may be removed if they miss three regularly scheduled meetings within a twelve-month period.

2.5 POWERS. All powers of the church shall be exercised exclusively by the Governing Board in accordance with the Bylaws and current church governance policies. The Governing Board's powers shall include but not be limited to:

(a) Raising funds for the operation of the church;

(b) Acquiring real or personal property through a gift, a purchase, or a bequest;

(c) Selling any real or personal property for the good of the church. Any sale associated with the mortgage of the main church building must be made by a vote of the church membership at the annual membership meeting, or a special meeting called by the Governing Board;

(d) Recovering any debts or obligations due the church;

(e) Appointing three voting members to the Fountain Street Church Foundation and carrying out terms of the agreement between the Foundation and the Church;

(f) Borrowing money and issuing notes, debentures, bonds, or other evidence of indebtedness, either secured or unsecured by mortgage or pledge, subject to the restrictions specified in item (c) above;

(g) Determining the institutions in which the funds and securities of the Church shall be deposited; nominating an agent or trustee to hold and manage Church funds and securities; determining who shall be authorized to sign checks for the disbursement of funds and making transfers or withdrawals of such securities;

(h) Reviewing the policies of the Church every three years;

(i) Designating the fiscal year of the Church;

(j) Presenting a proposed budget at the annual membership meeting of the Church;

(k) Reviewing the Church Bylaws no less frequently than every five years and presenting recommended revisions at a membership meeting;

(l) Prescribing regulations for and exercising general review over each organization affiliated with the Church or using the Church name or facilities;

(m) Exercising such other powers as are necessary and proper for the governance of the Church.

2.6 MEETINGS. Governing Board meetings will be held a minimum of monthly at a time and place agreed to by a majority of the Governing Board.

(a) The new term of the Governing Board shall begin at the first regular meeting of the Governing Board of the new calendar year.

(b) New Governing Board members' terms will begin at the first regular meeting of the new term of the Governing Board.

(c) A special meeting of the Governing Board may be called at any time by the Governing Board Chair, by the secretary, or by any three members of the Governing Board with not less than five days' notice specifying the time, place, and purpose of the meeting.

(d) A member shall be deemed present at a meeting if he or she participates using a conference telephone or other similar equipment by means of which all members participating can communicate with each other.

(e) Two-thirds of the whole Governing Board shall constitute a quorum.

2.7 CONFLICT OF INTEREST. At any meeting of the Governing Board, any Governing Board member who has a personal financial interest in the action being discussed or taken by the

Governing Board shall promptly notify the Governing Board and recuse himself or herself from the discussion of that matter and from voting on the proposed action.

(a) This recusal shall be reflected in the minutes of the meeting.

(b) The recused Governing Board member shall be counted for the purpose of determining whether a quorum is present, but shall not be counted for the purpose of determining the majority necessary to approve the action.

SECTION 3. STRUCTURE AND OFFICERS OF THE GOVERNING BOARD

3.1 STRUCTURE OF THE GOVERNING BOARD. The Governing Board consists of nine members elected by the voting members of the Church. The officers of the Governing Board are:

(a) Chair - whose responsibilities include:
- Presiding over Officers Committee
- Delegating responsibilities to Governing Board officers;
- Presiding over membership meetings.

(b) Vice-Chair – whose responsibilities include:
- Acting in the absence of the Chair;
- Assuming responsibilities as delegated by the Chair.

(c) Treasurer – whose responsibilities include:
- Monitoring Church funds, including bookkeeping and all expenditures;
- Monitoring compliance with policies regarding financial planning, financial condition, and asset protection;
- Reporting to the annual membership meeting about the financial condition of the Church and the proposed budget.

(d) Secretary – whose responsibilities include:
- Keeping minutes of Governing Board meetings;
- Providing notices of meetings;
- Handling other written communications of the Governing Board.

3.2 ELECTION. Election of officers shall be made by the Governing Board from their number at the first regular meeting of the Governing Board following the annual meeting of members or at any adjournment thereof by vote of the majority of the whole Governing Board. Those members of the Governing Board serving on the Nominating Committee appointed as stated in Section 3.8.b. shall constitute the committee to nominate the officers.

3.3 OFFICERS' TERMS. Officers' terms begin after election at the first regular meeting of the Governing Board following the annual meeting of members, as follows:

(a) Chair - Regular term is two years, or until a successor is selected by the Governing Board.

(b) Vice-Chair, Treasurer, and Secretary - Regular term is one year, or until a successor is selected by the Governing Board.

(c) Officers' terms begin at the second regular meeting of the new term of the Governing Board.

3.4 REMOVAL OF OFFICERS. Any officer may be removed by majority vote of the Governing Board.

3.5 OFFICER VACANCIES. Vacancies will be filled for the balance of the term by majority vote of the Governing Board.

3.6 OFFICERS COMMITTEE. The Officers Committee will consist of the four Governing Board officers.

(a) The Officers Committee may exercise the authority of the Governing Board in management of Church affairs between meetings of the Governing Board as prescribed by resolution of the Governing Board.

(b) The Officers Committee will set the agenda for Governing Board meetings. At the discretion of the Governing Board Chair, ministerial staff may be invited to attend.

3.7 COMMITTEES OF THE GOVERNING BOARD. Committees will be established to assist the Governing Board to facilitate policy and oversight.

(a) The Chair of the Governing Board, with the consent of the Governing Board, shall appoint committee Chairs.

(b) Chairs shall approve committee members with the consent of the Governing Board Chair.

(c) The Governing Board may designate additional committees which shall have such powers and duties as may be determined by the Governing Board.

3.8 STANDING COMMITTEES OF THE GOVERNING BOARD.

(a) Finance Committee

- Consists of three members of the Governing Board, at least two members of the congregation with the Executive Director serving as a non-voting member. • Ensure that the financial policies of the church are being followed.

- Oversees the budgeting process ensuring it is aligned with the mission of the church.
- Establishes and periodically reviews policies and procedures for financial controls.
- Ensures financial transparency to the Governing Board and the congregation.
- Ensures the necessary reporting to the IRS and any other agencies are properly handled.

(b) Nominating Committee

- No later than three months before the annual meeting, the Chair of the Governing Board, with the advice of the Governing Board, shall appoint two persons from the Governing Board and four additional persons from the voting membership who are not Governing Board members to serve as the Nominating Committee.
- The Nominating Committee shall solicit at least three candidates who are willing and qualified to become members of the Governing Board and three candidates who are willing and qualified to become members of the Committee on Ministry.
- The names of the candidates so selected shall be filed with the Secretary of the Governing Board at least twenty-one days before the date of the Annual Meeting.
- The Nominating Committee shall also nominate at least one candidate as the congregational representative to the Board of Trustees of the Fountain Street Foundation.
- Each of three congregational representatives serving on the Governing Board and each of three congregational representatives serving on the Committee on Ministry will serve for a three-year term, one term expiring each year. The name(s) of the candidate(s) so selected shall be filed with the Secretary of the Governing Board at least twenty-one days before the date of the Church's Annual Membership meeting.

(c) Oversight Committee

- Membership shall consist of at least two Governing Board members and at least four additional persons from the voting membership.
- Review the FSC Bylaws and policies as required by the Governing Board.

(d) Committee On Ministry

- Membership shall consist of 9 elected voting members of the church congregation, for one term of 3 years,
- After the three-year term, the Committee on Ministry positions shall expire at the first regular meeting of the new calendar year.
- Election: Each year, three qualified voting members will be elected to replace those Committee on Ministry members whose regular terms are expiring. Candidates may serve up to two consecutive terms
    - However, in each of the first two years in the life of the committee, the terms of three members of the committee will end (in order to set up the yearly rotation of members)
- Members of the Church will be entitled to cast votes at the Church's Annual Membership meeting in accordance with Section 7 .5 (b).

- Any interested member may ask the Nominating Committee to be added to the slate of candidates, provided they meet the eligibility requirements.
- Meetings. Committee on Ministry meetings will be held monthly at a minimum at a time and place agreed to by a majority of the Committee
- The new term of the Committee on Ministry shall begin at the first regular meeting of the new calendar year
- New Committee on Ministry terms will begin at the first meeting of the new calendar year and last for 3 consecutive years
- In the case of a ministerial vacancy for Minister (head of staff), the Committee on Ministry is charged and authorized to:
  - Identify qualified candidates;
  - Employ the use of an outside professional firm as appropriate in search process; Recommend one candidate for minister (head of staff);
  - Notify the Governing Board to call a special membership meeting to accept or reject the recommendation
  - A budget shall be established by the Governing Board for the operational expenses of the Committee on Ministry for the ministerial search process
- In the case of all other ministerial vacancies, the Committee On Ministry shall assist the Governing Board, relevant church committees, and supervising ministers in identifying and recommending qualified candidates for consideration by the Governing Board
- Establish regular meetings with the ministers of Fountain Street Church to execute the responsibilities of a ministerial relations committee
- Develop the process and lead the annual evaluation of the minister

SECTION 4. COMMITTEES

4.1 COMMITTEES may be established to support the mission and goals of the Church.

(a) Committees shall be formed or dissolved as determined by the Governing Board. in consultation with the Executive Team.

(b) Committees will be designated to facilitate Church functions deemed essential to the life and needs of the congregation.

(c) Committee Chairs will make reports to the Governing Board as requested.

SECTION 5. FOUNTAIN STREET CHURCH FOUNDATION

5.1 ESTABLISHMENT AND ADMINISTRATION. The Fountain Street Church Foundation is established under the terms of a Trust Agreement for the purposes of furnishing support for the Church's physical properties and programs and providing a suitable receptacle for gifts made for memorial or other purposes.

(a) The Foundation is administered by a Board of Trustees consisting of nine voting members appointed or elected as provided in Section 4.01 of the Trust Agreement and these Bylaws.

(b) The Trust Agreement may be amended by a concurrent two-thirds vote of each of the Governing Board and the Foundation Board.

SECTION 6. MINISTERS

6.1 ELECTION OF MINISTER in accordance with Section 8.5(b). The Minister shall be elected by a two-thirds majority of ballots received from members of the Church voting at a membership meeting called by the Governing Board.

6. 2 RESIGNATION/RETIREMENT OF THE MINISTER

- The Minister shall give at least ninety (90) days' notice in writing to the Governing Board of his/her resignation or retirement.

6.3 REMOVAL OF MINISTER. Removal of the Minister shall be by:

(a) Two-thirds majority of ballots received from members of the Church voting at a membership meeting called by the Governing Board in accordance with
section 7.5(b)

- A preliminary special meeting may first be called for information sharing and discussion. Notice of the meeting must be sent by letter to the congregation as well as published by other channels.

- The preliminary special meeting for information sharing and discussion, open to all voting members, shall take place at least seven days prior to any special meeting for removal of the minister.

- Notice of the preliminary special meeting shall be provided in accordance with Section 7.3 of these Bylaws.

(b) The Governing Board, upon evidence of malfeasance or dereliction of duty by the Minister, may, by a two-thirds vote, suspend the Minister from performing their assigned duties. Such suspension shall last only until a congregational meeting to dismiss the Minister has been called and voted on, or if the Governing Board votes to revoke the suspension of the Minister. The Minister shall continue to receive all contractually agreed to compensation and benefits during any suspension period.

6. 4 ASSOCIATE MINISTERS. Associate Minister appointments or removal shall be made by the Governing Board, with regard to recommendation of the ~~Mi~~nister.

6.5 MINISTER AUTHORITY. The Minister shall be responsible for the spiritual and religious life of the Church. The Minister shall also have such additional responsibilities as defined by the Governing Board.

FREEDOM OF PULPIT. Each minister shall enjoy the right of free expression in the pulpit.

SECTION 7. MEMBERSHIP MEETINGS

7.1 ANNUAL MEETING. The annual membership meeting will be held no earlier than sixty days before the first day of the fiscal year of the Church. Governing Board members will be elected, a proposed budget will be presented, and other Church business will be conducted.

7.2 SPECIAL MEETINGS. Special membership meetings may be called at any time by the minister or a majority of the Governing Board or requested in writing by twenty-five of the voting members of the church (see Section 1.1.c.).

(a) Special membership meeting notices will specify the date, place, and purpose of any proposed meeting.

(b) A special membership meeting may be scheduled no sooner than fourteen days and no later than thirty days after the call for a special meeting is made.

(c) The place of the special meeting shall be the Church unless a majority of the Governing Board agrees to an alternative location.

7.3 NOTICES.

(a) Written notice of the time, place and purpose of the meeting will be delivered to each voting member at least 14 days prior to the annual membership meeting or a special meeting. Any notice that is delivered to Church members will indicate the authority by which the meeting is called. The written notice will include the signature of the Secretary of the Governing Board. Only matters stated in the notice may be submitted for a vote.

(b) When a proposed action requires a ballot vote, voting may be via a secure electronic voting system, or by US Mail. When ballots are sent by mail, the packet will include an envelope marked “Ballot” and an envelope addressed to the Secretary of the Governing Board with space provided for the name of the member will be prepared. The two envelopes will be mailed to each member for the purpose of voting. The ballot, whether electronic or printed, will clearly indicate a choice approving or disapproving each matter listed on the ballot. A ballot issued for the election of Governing Board, Foundation Board, and Committee on Ministry members will list names of all persons nominated as candidates for each position.

(c) If there are only enough candidates to fill each open position, election will be by acclamation at the Annual Meeting. Paper ballots will be provided upon request and counted as described in Section 7.5.

7.4 QUORUM. Those members present at a meeting shall constitute quorum.

7.5 VOTING.

(a) A majority of votes cast by members of the Church will constitute an action, except as otherwise provided in these Bylaws.

(b) Members may vote only in person except where the Bylaws allow for a ballot vote by mail or by a secure electronic system.In order for a mailed ballot to be valid the name of the voting member must appear in the space provided on the envelope addressed to the Secretary of the Governing Board. Ballots are counted up to 12:00 (noon) on the day the Annual Meeting is held.

7.6 INSPECTORS OF ELECTION.

(a) When a proposed action requires a ballot vote, the Chair of the Governing Board will appoint three or more voting members to be Inspectors of the Election.

- The Inspectors are to be notified of their responsibilities no less than 14 days before the ballot vote is to occur.
- They will receive, judge, and count all ballots cast in person, electronically, or received by mail.
- No form of ballot other than the one provided by the Secretary of the Governing Board shall be used or counted by the Inspectors of the Election.
- When a ballot provides for the election of Governing Board, Foundation Board, or Committee on Ministry members, no ballot shall be counted upon which a greater number of candidates are voted for than there are vacancies to be filled.
- The validity of any ballot cast will be determined by a majority of the Inspectors of the Election.
- At the close of the balloting, the ballots shall be counted by the Inspectors of the Election and the results shall be reported to the Chair of the meeting.
- The Chair will announce the results of the vote with regard to the election of Governing Board, Foundation Board, and Committee on Ministry members.
- The candidates receiving the highest number of votes will be declared elected.
- In case of a tie, the Inspectors of the Election shall determine the question by lot.

SECTION 8. DENOMINATIONAL STATUS

8.1 DENOMINATIONAL STATUS. Fountain Street Church is unaffiliated with any organization of churches that is denominational in character.

(a) The Church will remain independent unless a denominational affiliation is sought.

(b) Any association with a denomination will not prejudice the historic independence and autonomy of this church.

(c) No affiliation with a denomination will infringe upon its members' individual freedom of

belief or upon its ministers' expressions in the pulpit.

(d) An affiliation will occur only in compliance with the foregoing conditions and only after having been approved by two-thirds ballot of voting members of this Church, voting in a special meeting held for that purpose, in accordance with Section 7.5(b)

(e) An affiliation will continue but will be subject to the foregoing conditions.

(f) An affiliation may be terminated or changed by action of the denominational organization or by a two-thirds majority of the ballots received from the members of this Church voting in a special meeting held for that purpose in accordance with Section 7.5(b)

(g) An affiliation or any subsequent disaffiliation or change may not affect the rights to property or the use of the Church.

(h) These provisions will not preclude any person who is or becomes a member of this Church from remaining or becoming a member of any other church denomination.

(i) Individual members of this Church, who may be affiliated with other denominations, may not infringe upon the independence and autonomy of this congregation or upon the freedom of its members and its ministers.

SECTION 9. AMENDMENTS

9.1 These Bylaws may be amended by two-thirds majority of the ballots received from members of this Church voting in a meeting held for that purpose and in accordance with Section 7.5(b). The date of amendments to the Bylaws shall be noted.

SECTION 10. DISSOLUTION

10. DISSOLUTION. In the case of dissolution of the Church, all of its remaining assets, including all accumulated income, will be distributed to non-profit organizations designated by the Governing Board. If the Governing Board does not designate disbursement of remaining assets, the Circuit Court for Kent County, Michigan, will act on behalf of the Church provided that an organization receiving any assets will be qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue laws.