



Report of the Bylaws Revision Committee

Submitted to the Board on January 8, 2018

Recommended to the membership on February 28, 2018

Bylaw Revision Committee

Gene Roncone, *Pastor/Chair*

Mike Miratsky, *Secretary/Member*

Chris Whitehill, *Deacon/Member*

Jeff Kelderman, *Administrator/Staff Resource*

The Objective of the Committee

Highpoint Church's bylaws have served the church well since their last revision 42 years ago in 1976. However, they have become outdated in several ways and now need to be revised to come into compliance with current needs and Assemblies of God polity. On January 19, 2016, Highpoint's Board made a motion (#D-16-07) to appoint a revision committee consisting of Pastor Roncone, Mike Miratsky, and Chris Whitehill to review the Assemblies of God recommended bylaws and submit a revised bylaw draft for Board review and consideration by the membership at the 2017 business meeting. On November 15, 2016, the committee requested additional time to present a comprehensive revision to the Board. The Board authorized an extension through Motion #D-16-87 to present a revision to the membership in their February 2018 business meeting.

Report of Progress

Since its appointment nearly two years ago, the committee has involved many people and organizations and is confident we have offered our best work. Some of these resources include The General Council of the Assemblies of God; the Rocky Mountain District of the Assemblies of God; Assemblies of God district resources; and theological, financial, and legal teams. Bylaws from ten large Assembly of God churches were reviewed and referenced. In addition, over 175 topical experts and district executives were invited to give input on critical topics. Ninety-four (94) individuals ended up making valuable contributions (11 deacons, 5 staff members, 25 members and parishioners of Highpoint, 9 outside consultants, 17 district officials, 22 registered parliamentarians, and 5 attorneys). The project reflects hundreds of man-hours invested in research, review, and revision. The final draft bylaws is truly unique in several ways:

- **Doctrinal Summary.** Seven pages of technical doctrinal statements have been replaced with a sound theological summary that subordinates itself to the General Council's official statement of Fundamental Truths and yet is easily understood.
- **Autonomous Friendly.** The document not only affirms and protects the self-ruling nature of the local church, which is unique to the Assemblies of God, but also gives unequivocal support of our Fellowship's doctrine while facilitating impartiality in requesting organizational assistance.
- **Readability.** Instead of being formatted in a traditional legal outline format, the draft was written in paragraph form for readability and arranged topically with a table of contents.
- **Gender Neutral Language.** The revised bylaws do not contain gender specific references and thus incorporates our desire to encourage female leadership.
- **Separation of Powers.** Instead of privileges being assigned to multiple groups, there is a clear separation of powers and equal accountability provisions for the pastor, board, and membership.
- **Due Diligence.** The proposed revision is the product of nearly two years of research and legal, theological, and organizational collaboration. It also incorporates the review and suggestions of four focus groups: board, members, nonmember adherents, and parliamentarians.
- **Collaborative Input.** Over 100 district executives from around the nation were invited to give input on critical topics and identify the most regretful bylaw omissions. The review also considered the input of staff, board, and the bylaws of over ten larger churches. It received critical evaluation from five different layers (insurance, two corporate, faith-based, and denominational), district leadership, and Highpoint volunteers.

- **Large Governing Board.** The proposed bylaws prescribe a large internal governing board to accommodate modern challenges, busy schedules, and the nurturing of local ownership and consensus.
- **Freedom to Lead and Functionality.** The proposed bylaws accommodate accountability and clearly defined roles in a large church setting that limits micromanagement and fosters creativity.
- **Margin for Relevance.** The proposed bylaws do not mention specific ministries or departments but give each generation the freedom and flexibility to create relevant ministries for current needs.

This collaborative project has produced an outstandingly functional bylaws document that will serve Highpoint Church for several decades into the future.

Summary of Committee Activities

The Bylaws Revision Committee used the following methodology to prepare and recommend a comprehensive revision to the board. These methods were not conducted in the order below but occurred simultaneously throughout the entire process.

- 1. INTERNAL RESOURCE ASSESSMENT.** The committee reviewed the following internal documents and organizational structure:
 - A.** Current organizational structure with executive administrator and lead pastor (roles, responsibilities, and policy).
 - B.** Existing bylaws, making note of needed changes and items to be preserved.
 - C.** Articles of Incorporation for discrepancies and/or conflicts.
- 2. EXTERNAL RESOURCE ASSESSMENT.** The committee reviewed the following material:
 - A. Recommended bylaws by significant Assemblies of God organizations.**
 - (1)** The General Council recommended bylaws (latest version 2009) which is recommended as a guide with the understanding that it is designed for smaller churches and must be adapted for local situations
 - (2)** Northern California & Nevada District recommended bylaws for sovereign churches
 - (3)** Rocky Mountain District Assemblies of God recommended bylaws for district-affiliated and General Council churches
 - (4)** Northwest Ministry Network recommended bylaws for General Council churches
 - (5)** Ohio District Council recommended bylaws for General Council Churches
 - B. Bylaws of ten same-size or larger Assemblies of God churches.**
 - (1)** Trinity Life Center, Sacramento, CA
 - (2)** Canyon Hills Assembly of God, Bakersfield, CA
 - (3)** Capital Christian Center, Sacramento, CA
 - (4)** Harvest Church, Elk Grove, CA
 - (5)** James River Church, Springfield, MO
 - (6)** National Community Church, Washington, D.C.
 - (7)** The Oaks Fellowship, Red Oak, TX
 - (8)** Timberline Church, Fort Collins, CO
 - (9)** Aurora First Assembly of God, Aurora, CO
 - (10)** New Life Church, Fair Oaks, CA

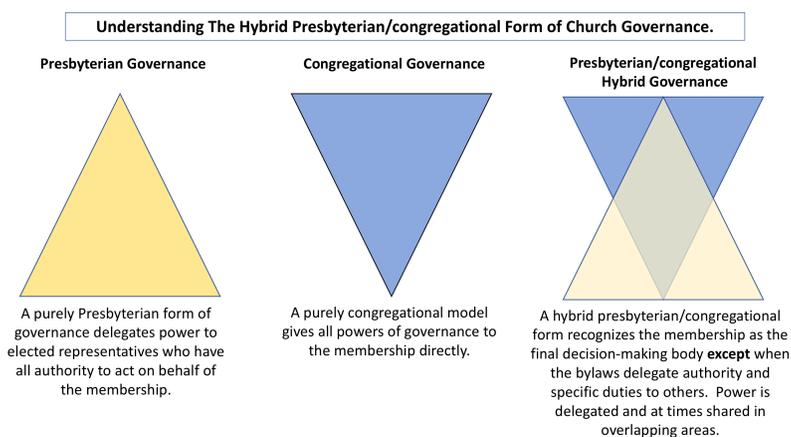
3. **CONSULTATION.** The following individuals were consulted for individual advice, clarification, and feedback on the project:
 - A. George Wood, General Superintendent of the Assemblies of God (gender-neutral language and organizational assistance provision)
 - B. James Bradford, General Secretary of the Assemblies of God (AG recommended bylaws and scripture references)
 - C. Jay Herndon, Secretary/Treasurer of the Northern California & Nevada District
 - D. George Negrete (compiling bylaws from other large Assemblies of God churches)
 - E. Jason Adams, our current auditor, (roles and responsibilities of the corporate treasurer)
 - F. Don Detrick, Secretary Treasurer of the Northwest Ministry Network
 - G. Brotherhood Mutual Insurance (indemnification)
 - H. Jim Palmer, Assistant Superintendent of the Ohio District
 - I. Richard Hammar, Legal Counsel, The General Council of the Assemblies of God
 - J. Don Steiger, District Superintendent of the Rocky Mountain District
 - K. Randy Popineau, Secretary/Treasurer of the Rocky Mountain District
4. **DRAFT MEETINGS.** In addition to the many hours of individual reading and email interactions, the committee had several review meetings. To accomplish this, the committee used review software to conduct a line-by-line review of additions, deletions, amendments, and content approval. Meetings were held in person and with the use of online meeting software. Each meeting consisted of four components:
 - A. Re-read latest draft
 - B. Add and deletion suggestions for each member
 - C. Discussion, edit, and review cycles
 - D. Group discussion over each item before approval
5. **STRUCTURAL REVIEW.** Once content was approved, the committee then reformatted the bylaws by taking it out of outline legal form and into a more “reader-friendly” presentation. This preserved content and enabled the document to read more like short paragraphs in a book.
6. **SCRIPTURAL REFERENCES.** It was important for the committee to support doctrine, responsibilities, and procedures mentioned in the bylaws with relevant scriptural references whenever possible. The committee identified scriptures, included them in the draft, and verified their references twice to ensure accuracy.
7. **UNINTENTIONAL OMISSION APPRAISAL.** To avoid any potential “blind spots,” the committee emailed over 100 district officials (district superintendents, assistant superintendents, treasurers, and secretaries in the Assemblies of God). They were asked to respond to the question: *What was the most regretful bylaw oversight you have witnessed in Assemblies of God churches within your district?* We heard back from 20 individuals, and their feedback was evaluated to address potential issues in our own proposed bylaw revision.
8. **STAGGERED TERM ASSESSMENT.** The Revision Committee felt our current two-year deacon term with alternating annual vacancies of five (5) one year and six (6) the next was not in the best interest of the church. This practice made a majority board turnover possible every other year. It requires a large amount of nominations and a very extensive annual nomination process. The new draft proposes increasing deacon terms from two (2) to three (3) years. This would necessitate a staggered term schedule every three years of four (4), four (4), and three (3). This required the committee to

come up with a temporary schedule the congregation would vote on as a one-time temporary arrangement to ensure the future staggering of terms and would need to be done through a special motion immediately after new bylaws were adopted.

9. **TOPICAL RESEARCH AND REVIEW.** Pastor Roncone assembled the following topical teams to review the draft, receive feedback, and make recommendations to the Revision Committee.
 - A. **Unintentional Omission Review.** After receiving feedback from denominational officials and identifying topics that required additional attention, the committee wrote draft clauses that were resubmitted to a smaller group of executive leaders for evaluation and feedback before insertion in our proposed revision.
 - B. **Doctrinal Summary Review.** Years ago, it was common for Assemblies of God churches to include the entire text of the General Council of the Assemblies of God's sixteen fundamental doctrines. Our current bylaws give seven and a half pages to this statement alone. The committee found that some churches are no longer including the General Council's entire Statement of Fundamental Truths due to its length and theological terminology. Other districts recommend churches not list the entire statement but include a paragraph deferring to the General Council's doctrines as authoritative. Some churches simply include a summary statement that is more reader-friendly for those without theological training. Our Bylaw Committee desired to embrace a hybrid option which would include a statement of referral and unequivocal support for the General Council's doctrinal statement but would also list a summary with scriptures. This would enable us to distribute our bylaws in membership classes with a "reader-friendly" summary of our core doctrinal beliefs. To do this, we assembled a theological review team tasked with drafting a summary of the General Council's 16 Tenets of Faith in "reader-friendly" English. The team consisted of Dr. Jay Herndon (Sacramento, CA), Dr. Charlie Self (Denver, CO), Phil Steiger (Colorado Springs, CO), and Pastor Roncone. Their work was then referred to the Bylaw Committee for consideration. The committee was pleased with the recommendation and included it in our proposed revision.
 - C. **Proposed Bylaw Article on Finance.** Pastor Roncone sought the advice of a small team to review and make suggestions concerning the draft's finance articles reference to the fund policy and budget process. The team consisted of Pastor Roncone (board chair), Mike Miratsky (board secretary), Charlie King (board treasurer), Jeff Kelderman (executive administrator), and Jason Adams (Highpoint's auditor). The team's recommendation was accepted by the Revision Committee and used in the proposed revision draft.
 - D. **Conflict of Interest Clause.** Pastor Roncone sought the advice of four attorneys, reviewed legal articles and examples, and appointed a subcommittee to draft a conflict of interest clause. The draft was then reviewed and revised by a subcommittee consisting of Everod Samuel, Pat Robinson, Frank Shinnick, Vern Lentz, Phil Nielson, and Jeff Kelderman. The revision committee approved the draft clause and inserted it in the proposed revision.
 - E. **Indemnification Clause.** The committee sought the council of Brotherhood Insurance's legal department (our current insurance provider), Jim Palmer (Ohio District Assistant Superintendent), and several relevant bylaws to write a satisfactory indemnification clause for our own proposed revision.
 - F. **Disaffiliation and Merger Clause.** Pastor Roncone was concerned about the negative impact that disaffiliations, mergers, and consolidations can have on our district fellowship and metropolitan area. He collaborated with a team of eight denominational officials from around the nation to address these potential scenarios in a way that preserves our sovereignty and still honors the sacrifice of those who have gone before us. Together the group produced two clauses that address the topics of disaffiliation, merger, consolidation, and absorption.

10. GOVERNANCE MATTERS. The committee’s process revealed two serendipitous discoveries. First, it was discovered that our Articles of Incorporation which were adopted and filed with the State of Colorado in 1958 are outdated and at times in conflict with our existing bylaws and practices. Since the law considers the Articles of Incorporation to be the highest and most authoritative document, they must be updated. Second, our bylaws, those of ten large churches we reviewed, and those recommended by the General Council and various District Councils failed to adequately recognize the authority and duties of membership. They also did not offer a clear explanation of the separation of powers between the membership and the board. As a result, the committee has invested a significant amount of time considering this inconsistency, possible solutions, and the benefits of finding a resolution.

A. **Observation.** The Assemblies of God in general has long embraced a hybrid Presbyterian/congregational form of government. A purely Presbyterian form of governance delegates power to elected representatives who have all authority to act on behalf of the membership. A purely congregational model gives all powers of governance to the membership directly. A hybrid Presbyterian/congregational form recognizes the membership as the final decision-making body *except* when the bylaws delegate authority and specific duties to others (board, officers, pastor, denomination) to act on their behalf.



B. **Inconsistencies.** The committee identified the following two inconsistencies:

(1) Incongruity of legal documents. Historically, structurally (current bylaws), and practically, we function under a hybrid Presbyterian/congregational model of governance. However, our Articles seem to embrace a purely Presbyterian model. The Articles make no mention of powers reserved for the membership and imply that a “board of trustees” has sole authority in all matters of governance (purchase of land, election of a pastor, election of deacons, and more). Apparently, this was overlooked in the 1976 bylaw review. It is the option of our consulting attorneys and the committee that the Articles of Incorporation must be amended to correct these inconsistencies and protect the church from potential litigation that may produce unfavorable outcomes.

(2) Role and responsibilities of membership. Of all the bylaws the committee reviewed from the traditional Assemblies of God hybrid model, not one reflected this philosophical model of governance clearly. Although loosely implied, not one featured a specific list of membership responsibilities or powers as they did with other participants of governance (board, officers, president, pastor, and committees). When outlining roles and responsibilities, all seemed to skip right over the membership and imply that the board, not the congregation, possessed the final authority to govern. Although they all included a list of qualifications for members, not one provided a centrally located list of duties or responsibilities.

C. **Resolution.** The committee desired to rectify these inconsistencies in two ways:

- (1) **Amend the Articles of Incorporation.** Since the existing Articles of Incorporation give the board full authority, the board amended them to compliment the proposed revision and clarify the membership's role in decision making.
- (2) **Add two governance clauses to the bylaw revision.** The first would clearly articulate the role and authority of the membership community while also recognizing they have voluntarily delegated duties and powers to others through the bylaws. This clause would be Section 1 under Article VII. Government. The second clause was added in Article VI. Membership, Section B listing specific duties of membership.
- D. Rational.** After seeking the advice and review of over twenty Professional Registered Parliamentarians, the committee feels these clarifications are both needed and valuable for the following reasons:
- (1) **Philosophical consistency.** If indeed we and most Assemblies of God churches embrace a Presbyterian/congregational model of governance, it is preferable that our bylaws simply state it rather than imply meaning or be silent on the issue.
- (2) **Culturally appealing.** Church membership is on a national decline because most constituents are content just being regular attenders rather than becoming members. A clause empowering membership may be more appealing to constituents who are considering upgrading their commitment to the level of official membership.
- (3) **Parliamentary uniformity.** The proposed governance clause is consistent with how our parliamentary authority, *Robert's Rules of Order Newly Revised*, describes the membership/board relationship as well as its understanding of the separation of powers. The bottom line is the board must follow the direction of the Assembly unless that power has been given exclusively to the board in the bylaws.
- In any event, no action of the board can alter or conflict with any decision made by the assembly of the society, and any such action of the board is null and void (see p. 577, ll. 23–33). Except in matters placed by the bylaws exclusively under the control of the board, the society's assembly can give the board instructions, which it must carry out, and can rescind or amend any action of the board if it is not too late (see 35). It should be noted, however, that exactly the opposite condition prevails in connection with boards of business corporations, in which the board has exclusive power and authority to operate the business (RONR 11th ed., p. 483).*
- (4) **Organizationally healthy.** It is healthy for the board and officers to be reminded that their powers and duties are entrusted to them by the membership. It breeds humility, earnestness, and respect for the deliberative process, separation of powers, and mutual accountability.
- (5) **Encourages collaboration.** When governance is shared between the members and the board, it fosters local ownership, commitment, and collaboration.
- E. Clarification.** A valid concern regarding this hybrid model is a fear that the membership may overrule the board and make regretful, uninformed, and inexperienced decisions. However, it is important to recognize that *Robert's Rules of Order* clearly states that once the bylaws delegate authority to another body, the members cannot overrule that entity without first amending the bylaws. Furthermore, the rules of parliamentary interpretation instruct that when the bylaws may seem to have two meanings, a specific statement is greater authority than a general statement. The following citations support this premise:
- The bylaws includes all rules that the society considers so important that they (a) cannot be changed without previous notice to the members and the vote of a specified large majority (such as two-thirds vote), and (b) cannot be suspended (with the exception of clauses that provide for their own suspension under specified conditions, or clauses in the nature*

of rules of order as described on p 17, ll (22-25; see also pp. 263-65, 580-82) (RONR, p. 13, lines 2-9).

Except in matters placed by the bylaws exclusively under the control of the board, the society's assembly can give the board instruction which it must carry out and can rescind or amend any action of the board if it is not too late (RONR, p. 483, lines 9-13).

Except as the rules of a society may provide otherwise, its assembly (that is, the members attending one of its regular or properly called meetings) has full and sole power to act for the entire organization and does so by majority vote. Any limitations or standing delegation of the assembly's power with respect to the society as a whole can only be by provision in the bylaws – or in the corporate charter or separate constitution, if either of these exists (RONR, p. 556, lines 9-16).

A general statement or rule is always of less authority than a specific statement or rule and yields to it. (RONR, p. 589, lines 17-18).

It is also important to remember that both the vetting process and qualifications for board members are more extensive than those for membership. By nature of their task, the board also has greater situational experience dealing with organization-wide issues; and it is therefore wise for the membership to trust them.

- 11. LEGAL REVIEW.** The committee submitted the draft revision to the following attorneys and asked for their review and list of recommendations in prioritized order:
 - A. Faith-based attorney: Preston J. Branaugh, Esq., *Branaugh Law Offices, P.C.*
 - B. Corporate attorney: John R. Valentine, *Davis Graham & Stubbs LLP*
 - C. Colorado nonprofit attorney: Carl Lancing, *Lancing Law*
 - D. Insurance attorney: Kyle M. Johnson, JD, Legal Assist Attorney, *Brotherhood Mutual Ins. Co.*
- 12. FOCUS GROUP REVIEW.** The committee presented a current draft to three focus groups on December 20, 2017. Those groups consisted of twelve (12) board members, nine (9) nonmembers, and ten (10) current members. The focused groups were asked to review the document for ten (10) days and give written feedback before December 29, 2017, in the form of an email to the entire committee. The committee reviewed suggestions and updated the draft.
- 13. PARLIAMENTARY REVIEW.** Although over twenty Professional Registered Parliamentarians assisted in the creation of individual clauses, the committee wanted to employ a team of three (3) parliamentarians to review the final draft as a whole and then make further recommendations. Tim Wynn, Jason Abellada, and Frank Pestana, all Professional Registered Parliamentarians with the National Association of Parliamentarians, submitted their individual reviews with several recommendations that the committee added to the final draft.
- 14. PROOFREADING AND TECHNICAL EDITING.** A professional proofreader was engaged to repeatedly proof drafts, align writing style, and check references two times during the process. Review software was used to guarantee the stewardship of content and approve all changes.
- 15. FINAL READ REVIEW.** The committee reviewed the final proposed revision independently and then met for final amendments and proofreading before submitting it to the board.

Formal Committee Recommendation to the Board

The Bylaw Revision Committee unanimously recommends, without hesitation, that the Board of Highpoint Church, through an official, motion at its January 2018 board meeting, recommend the proposed Bylaws revision for adoption by the membership of Highpoint Church without amendment.

Respectfully Submitted,

Bylaw Revision Committee

Gene Roncone, *Pastor/Chair*

Mike Miratsky, *Secretary/Member*

Chris Whitehill, *Deacon/Member*

Jeff Kelderman, *Administrator/Staff Resource*

* This report was forwarded to the membership on February 28, 2018 and the proposed bylaw revision was adopted by the membership by a unanimous vote.