

**BYLAWS
OF
FIRST NETHERLANDS REFORMED CONGREGATION**

**ARTICLE I
WORSHIP**

SECTION 1. Principal Place of Worship. The principal place of worship of the Congregation shall be 1261 Beckwith, N.E., Grand Rapids, Michigan, 49505.

SECTION 2. Schedule of Worship. There shall be three (3) worship services each Sabbath day.

SECTION 3. Bible Used in Worship. The King James Version shall be used in all worship services.

SECTION 4. Principles of Worship. The principles of worship shall be as prescribed in Article III of our Articles of Incorporation.

**ARTICLE II
MEMBERS**

SECTION 1. Qualification for Membership. Qualification for Membership in the Congregation shall be by public confession of faith according to the rules and usages of the Netherlands Reformed Congregations ("Member"). Also, persons may become Members upon receipt of transfer letters of commendation from other congregations of the Netherlands Reformed Denomination and who have been approved by the Consistory as being in good standing for Membership.

SECTION 2. Annual Meeting. The annual meeting of the male Members of the Congregation shall be held on a day duly designated by the Consistory by August of each year, for the purpose of electing Consistory Members to succeed those whose terms shall have expired as of the date of such annual meeting, and for the transaction of other Congregational business as may come before the meeting.

SECTION 3. Special Meetings. Special meetings of the Members may be called at any time for any purpose or purposes by a majority of the Consistory. However, a meeting shall be called forthwith upon the request in writing of a majority of all the Members entitled to vote on the business to be transacted at such meetings. The request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of Members shall be confined to the purpose or purposes approved by the Consistory.

SECTION 4. Place of Holding Meetings. All meetings of Members shall be held at the principal place of worship or elsewhere in the state of Michigan as designated by the Consistory.

SECTION 5. Notice of Meetings. Written notice of all meetings of the Members shall be given to each Member by publishing a notice in the church bulletin at least two (2) consecutive Sundays prior to the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.

SECTION 6. Quorum. The presence in person of a majority of the Members of the Congregation shall constitute a quorum at all meetings of the Members except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. If less than a quorum shall be in attendance, the meeting may be rescheduled by a majority vote of the Members present, without any notice other than by announcement at the meeting.

SECTION 7. Conduct of Meetings. Meetings of the Members shall be presided over by the President of the Consistory, but if the President is not present by the Vice-President of the Consistory.

SECTION 8. Voting. At all meetings of Members, every Member entitled to vote thereat shall have one (1) vote. The vote may be either in person or by proxy appointed by an instrument in writing subscribed by the Member or his duly authorized attorney, bearing a date not more than two (2) weeks prior to the meeting. The proxy shall be dated, but need not be sealed, witnessed, or acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these Bylaws (e.g. Article V). Proxies for the specific purpose of authorizing a vote for a particular candidate are valid only for the first vote.

If the President of the meeting shall so determine, a vote by ballot may be taken upon any matter/or the vote shall be so taken upon the request of ten percent (10%) of all of the Members entitled to vote on the matter.

SECTION 9. Qualification of Voting Members. The Voting Members of the Congregation shall be those adult male Members whose Memberships have been recorded with the Congregation and are in good standing as of the date of the meeting.

ARTICLE III CONSISTORY

SECTION 1. General Powers. The property and business of the Congregation shall be managed under the direction of the Consistory of the Congregation, who shall exercise all powers permitted under the Michigan NonProfit Corporation Act.

The Consistory may, from time to time, appoint or employ such persons in such capacities as the Consistory may consider necessary to assist in the proper conduct of the activities and management of the Congregation. The terms and conditions of any such appointment shall be at the discretion of the Consistory.

SECTION 2. Number and Term of Office. The number of Consistory Members shall be four (4) or such other number as may be designated from time to time by resolution of a majority of the entire Consistory. The Consistory Members shall serve for a period of three (3) years. At each annual meeting, the successor Consistory Members shall be elected to hold office for a term of three (3) years.

SECTION 3. Elders and Deacons. Consistory Members shall be Elders (those persons assigned to carry out the responsibilities identified in Church Order Article 23) and Deacons (those persons who carry out the duties as required by Church Order Article 25). The Elders and Deacons shall regularly meet and organize to carry out their work as defined by Church Order.

SECTION 4. Nomination of Elders, Deacons and School Board Nominees. The Consistory shall select a slate of nominees to fill the expiring terms of Elders, Deacons and school board Members. It shall present a slate of at least two (2) nominees for each office. The slate of nominees shall be presented to the Congregation at least two (2) consecutive Sundays before the Annual Meeting.

SECTION 5. Filling of Vacancies. In the case of any vacancy in the Consistory or school board through death, resignation, disqualification, removal, or other cause, the remaining Consistory Members shall select a slate of two (2) nominees for each vacancy. It shall present the slate of nominees to the Congregation on at least two (2) consecutive Sundays prior to a meeting called for the purpose of electing a person to fill the vacancy.

Similarly, and in the event of the number of Consistory Members being increased as provided in these Bylaws, the additional Consistory Members shall be elected under the same procedure.

SECTION 6. Regular Consistory Meetings. Regular meetings of the Consistory may be held without notice at such time and place as shall from time to time be determined by resolution of the Consistory, provided that notice of every resolution of the Consistory fixing or changing the time or place for the holding of regular meetings of the Consistory shall be communicated to each Member. Separate meetings of the Elders and Deacons may be held as necessary to carry out their separate duties.

SECTION 7. Quorum. A majority of the Consistory Members then holding office shall constitute a quorum for the transaction of business at all meetings of the Consistory, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the Consistory Members present at any meeting at which there is a quorum shall be the act of the Consistory except as may be otherwise specifically provided by law, the Articles of Incorporation or these Bylaws.

SECTION 8. Required Vote. An affirmative vote of a majority of those present at all meetings of the Consistory shall be necessary for the passage of any resolution.

SECTION 9. Compensation of Consistory Members. Consistory Members shall not receive any stated salary for their services as such, but each Consistory Member shall be entitled to receive from the Congregation reimbursement of the expenses incurred upon resolution of the Consistory

Members. Nothing herein contained shall be construed to preclude any Consistory Member from serving the Congregation in any other capacity and receiving compensation therefor.

SECTION 10. Committees. The Consistory may, by resolution passed by a majority designate one or more committees, each committee to consist of one or more of the Consistory Members of the Congregation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Consistory. The committee or committees shall have the names and duties as may be determined from time to time by resolution adopted by the Consistory.

SECTION 11. Delegates to Ecclesiastical Assemblies. Selection of Elders (or Deacons if necessary) shall be by rotation unless otherwise unanimously agreed upon by the Consistory.

ARTICLE IV OFFICERS

SECTION 1. Election. Officers of the Consistory shall be elected by a majority vote of the Consistory Members, at the first meeting of the Consistory following the installation of office bearers.

SECTION 2. President. The President shall be the chief executive officer of the Congregation. The President of the Consistory shall preside at all meetings of the Consistory. He may sign and execute all authorized bonds, contracts or other obligations in the name of the Congregation.

SECTION 3. Vice President. The Vice President of the Consistory shall assist the President. In the absence President the Vice President shall preside at meetings Consistory.

SECTION 4. Clerk. The Clerk of the Consistory shall receive and send all correspondence of the Consistory and shall record the proceedings of all meetings.

SECTION 5. Treasurer. The Treasurer of the Consistory shall supervise the finances of the Congregation and shall report regularly on the status of the Congregation finances to the Consistory.

ARTICLE V MANAGEMENT

SECTION 1. The Consistory shall manage the business affairs of the Congregation. The Consistory shall be the custodian of the real and personal property belonging to the Congregation and shall have power to make all needed repairs to the church building and/or and property. Any expenditure greater than \$25,000 must be approved in advance by an affirmative vote of two-thirds (2/3) of the Congregation. Any purchases or conveyances of real estate shall first be authorized by a majority of the Congregation in accordance with Article IX.

ARTICLE VI AMENDMENTS

SECTION 1. Amendment of Bylaws. The Consistory and Congregation shall have the power and authority to amend, alter, or repeal these laws or any provisions thereof, and may from

time to time make additional Bylaws. These Bylaws may be amended by an affirmative vote of two-thirds (2/3) of the Consistory Members then holding office at any duly constituted meeting of the Consistory. After the amendment has been approved by the Consistory, it must be ratified by the Congregation before becoming effective. The amendment must be ratified by an affirmative vote of two-thirds (2/3) of the Members at a Congregational meeting, provided that written notice of the intention to ratify an amendment to the Bylaws is given on at least two (2) consecutive Sundays prior to the meeting. No amendment, alteration or repeal of Article VIII shall be effective unless the amendment is made consistent with the provisions of Article VIII.

ARTICLE VII
INDEMNIFICATION OF OFFICERS, CONSISTORY MEMBERS
AND VOLUNTEERS

SECTION I. Indemnification: Third Party Actions. This Congregation has the power to indemnify a person who was or is a party, or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of this Congregation) by reason of fact that the person is or was a Consistory Member, officer, employee, agent or non-Consistory volunteer of this Congregation, or is or was serving at the request of this Congregation against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually reasonably incurred by that person in connection with the action, suit or proceeding if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of this Congregation or its Members, and with respect to a criminal action or proceeding, that person had no reasonable cause to believe that the conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of this Congregation or its Members and, with respect to a criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

SECTION 2. Indemnification; Actions in the Right of This Congregation. This Congregation has the power to indemnify a person who was or is a party to, or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of this Congregation to procure a judgment in its favor by reason of the fact that the person is or was a Consistory Member, officer, employee, agent or non-Consistory volunteer of this Congregation, or is or was serving at the request of this Congregation against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by that person in connection with the action or suit if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of this Congregation or its Members. However, no indemnification shall be made for a claim, issue or matter in which such person shall have been found to be liable to the Congregation unless and only to the extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, that person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

SECTION 3. Indemnification: Mandatory and Permissive Payments.

SECTION 5. Limited Liability: Volunteer Consistory Member. A volunteer Consistory Member of the Congregation shall not be personally liable to the Congregation or its Members for monetary damages for a breach of the volunteer Consistory Member's fiduciary duty, except for liability for any of the following:

- A. A breach of the volunteer Consistory Member's duty of loyalty to the Congregation or its Members;
- B. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- C. A violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- D. A transaction from which the volunteer Consistory Member derived an improper personal benefit;
- E. An act or omission occurring before date of filing; or
- F. An act or omission that is grossly negligent.

For purposes of this Section 5, "Volunteer Consistory Member" means a Consistory Member who does not receive anything of value from the Congregation for serving as a Consistory Member other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by a Consistory Member in his capacity as a Consistory Member.

The Congregation shall assume all liability to any person other than the Congregation or its Members for claims for monetary damages for a breach of a volunteer Consistory Member's duty in his capacity and a volunteer Consistory Member and the volunteer Consistory Member shall not be personally liable to such persons for monetary damages, except for liability for any of the following:

- A. A breach of the volunteer Consistory Member's duty of loyalty to the Congregation or its Members;
- B. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- C. A violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- D. A transaction from which the volunteer Consistory Member derived an improper personal benefit;
- E. An act or omission occurring before date of filing; or
- F. An act or omission that is grossly negligent.

A. To the extent that a Consistory Member, officer, employee, agent or non-Consistory volunteer of this Congregation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Section 1 or Section 2 of this Article VIII, or in defense of a claim, issue or matter in the action, suit, or proceeding, that person shall be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by that person in connection with the action, suit or proceeding as well as in connection with the action, suit or proceeding brought to enforce the mandatory indemnification provided in this subsection.

B. An indemnification under Section 1 or Section 2 of this Article VIII, unless ordered by a court, shall be made by this Congregation only as authorized in a specific case upon a determination that indemnification of the Consistory Member, officer, employee, agent or non-Consistory volunteer is proper in the circumstances because that person has met the applicable standard of conduct as set forth in either Section 1 or Section 2. That determination shall be made in any of the following ways:

1. A majority vote of a quorum of the Consistory consisting of Consistory Members who were not parties to the action, suit or proceeding.
2. If that quorum is not obtainable, then by a majority vote of a committee of Consistory Members who were not parties to the action, suit or proceeding. The committee shall consist of not less than two disinterested Consistory Members.
3. By independent legal counsel in a written opinion.
4. By the Members.

C. If a person is entitled to indemnification under Section 1 or Section 2 of this Article VIII for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for this total amount thereof, the Congregation may indemnify the person for the portion of the expenses, judgments, penalties, fines or amounts paid in settlement for which the person is entitled to be indemnified.

SECTION 4. Indemnification: Expense Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 or Section 2 of this Article VIII may be paid by this Congregation in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the Consistory, officer, employee, agent or non-Consistory volunteer to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by this Congregation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured. The indemnification provisions of Sections 1 through 4 of this Article VIII shall continue as to a person who ceases to be a Consistory Member, officer, employee, agent or non-Consistory volunteer and shall inure to the benefit of the heirs, executors and administrators of that person.

If the Michigan Nonprofit Corporation Act is amended after this Article has been adopted to authorize corporate action to further eliminate or limit the personal liability of volunteer Consistory Members, then the liability of a volunteer Consistory Member for the Congregation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as amended.

Any repeal, modification or adoption of any provision in the Articles of Incorporation inconsistent with this Section 5 shall not adversely affect any right or protection of a volunteer Consistory Member of the Congregation existing at the time of such repeal, modification or adoption.

SECTION 6. Limited Liability: Non-Consistory Volunteer. The Congregation shall assume the liability for all acts or omissions of a Non-Consistory Volunteer of the Congregation (a "Non-Consistory Volunteer") occurring on or after the effective date of this Article if all of the following are met:

- A. The Non-Consistory Volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- B. The Non-Consistory Volunteer was acting in good faith;
- C. The Non-Consistory Volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- D. The Non-Consistory Volunteer's conduct was not an intentional tort; and
- E. The Non-Consistory Volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle for which tort liability may be imposed as provided in MCLA 5500.3135.

For purposes of this Section 6, a "Non-Consistory Volunteer" means an individual, other than a Consistory Volunteer, performing services for a nonprofit Congregation who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred.

If the Michigan Nonprofit Corporation Act is amended after this Article VII has been adopted by the Members to authorize corporate action to further eliminate or limit the personal liability of Non-Consistory Volunteers, then the liability of a Non-Consistory Volunteer for the Congregation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as amended.

Any repeal, modification or adoption of any provision in these Bylaws inconsistent with this Article VIII shall not adversely affect any right or protection of a Non-Consistory Volunteer existing at the time of such repeal, modification or adoption.

ARTICLE VIII PROPERTY

SECTION 1. Property. All real and personal property shall be held exclusively in furtherance of the purposes of this church as a member church of the Netherlands Reformed Congregations of North America and in furtherance of the principles of doctrine and ecclesiastical government outlined under the Articles of Incorporation and interpreted by the Classis of the Netherlands Reformed Congregations of North America (the "Classis") to which this Congregation belongs, subject to review on appeal by the Synod of the Netherlands Reformed Congregations of North America (the "Synod") consistent with the Church Order.

SECTION 2. Property in Event of Schism. In the event that the Classis (or Synod on appeal) determines that a schism has occurred in this church, the confessing Members of this church who, according to the exclusive determination of the Classis (or Synod on appeal) remain true to the purposes of this church as a member church of the Netherlands Reformed Congregations of North America and the principles of doctrine and ecclesiastical government outlined under the Articles of Incorporation shall be the lawful congregation of this church and shall have the exclusive right to hold and enjoy the real and personal property of this church.

SECTION 3. Property in Event of Dissolution. In the event of corporate dissolution the property of the corporation shall be distributed in accordance with the law and the Articles of Incorporation only to other non-profit organizations of or affiliated with the Netherlands Reformed Congregations of North America. The Consistory shall prepare a plan of dissolution. The plan must be approved by an affirmative vote of two-thirds (2/3) of the Members at a Congregational meeting. Written notice of the meeting and the plan shall be given on at least two (2) consecutive Sundays prior to the meeting.

ARTICLE IX SALES OF PROPERTY

Except as provided in the following two (2) paragraphs of this Article IX and as provided under Article VIII, the Consistory shall have the authority to bargain, sell, convey, mortgage, lease, or release any real estate belonging to the church; to erect and repair churches, parsonages, schoolhouses and other buildings for the direct and legitimate use of the church; and to fix the salary of anyone in its employment.

No purchase, sale or conveyance, mortgage or lease shall occur unless an affirmative vote of two-thirds (2/3) of the Congregation shall be first obtained at a meeting of the Members present and entitled to vote. This meeting shall be specially called for that purpose by publishing a notice in the church bulletin at least two (2) consecutive Sundays prior to the congregational meeting. In the event of schism, the provisions of Article VIII shall control the disposition of any real or personal property, and this Article IX shall not be effective.

No sale, mortgage or conveyance shall be made of any gift, grant, donation, conveyance or bequest which would be inconsistent with the express terms or plain intent of the grant, donation, gift, conveyance or bequest.

ARTICLE X
MISCELLANEOUS PROVISIONS

SECTION 1. Fiscal Year. The fiscal year of the Congregation shall end on the last day of April.

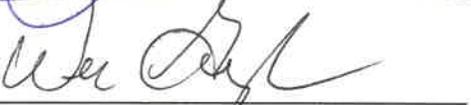
SECTION 2. Church Order. All church government, including these bylaws shall be subject to the Church Order of Dordt where applicable. Final interpretation of Church Order shall be established by the Classis of the Netherlands Reformed Congregations of the United States and Canada to which this Congregation belongs, subject to review on appeal to the Synod of the Netherlands Reformed Congregations of the United States and Canada.

DATED: 9-2-2025

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President



Clerk