

福音使团教会
GOSPEL MISSION CHURCH

教会章程
CHURCH BYLAWS
宗教非营利法人治理

董事会、长老会及牧师治理模式

律师根据 *Articles of Incorporation*、501(c)(3) 文件及现行法律审阅。

第一章 总则

CHAPTER I — GENERAL PROVISIONS

第一条 名称 | 本教会中文名称为“福音使团教会”，英文名称为“*Gospel Mission Church*”。如州政府登记名称不同，以法人登记文件为准。

Article 1 — Name | The Chinese name of the church is “福音使团教会” and the English name is “Gospel Mission Church.” If the legal name filed with the State of Nevada differs, the legal corporate name shall control.

第三条 办公地点 | 主要办公地点、礼拜地点及注册地址由董事会依法决定并办理必要备案。

Article 3 — Principal Office | The principal office, worship location, and registered office shall be determined by the Board of Directors and maintained in compliance with applicable law.

第五条 章程效力 | 本章程规定教会治理、职权、财务、人事及资产管理。若与强制性法律或 *Articles of Incorporation* 冲突，以法律及设立文件为准。

Article 5 — Governing Documents | These Bylaws govern the Church's governance, authority, finances, personnel, and property. If a provision conflicts with mandatory law or the Articles of Incorporation, applicable law and the Articles shall control.

第二章 宗旨、使命与基本原则

CHAPTER II — PURPOSE, MISSION, AND PRINCIPLES

第六条 宗旨 | 本教会以敬拜三一真神、传扬耶稣基督福音、造就信徒、门徒训练、家庭牧养、宣教、慈惠及社区服务为宗旨。

Article 6 — Purpose | The purposes of the Church are to worship the Triune God, proclaim the Gospel of Jesus Christ, build up believers, make disciples, minister to families, support missions, provide benevolence, and serve the community.

第八条 非营利原则 | 教会收入及资产用于宗教、慈善、教育及相关免税宗旨，不得为任何私人谋取不当利益。合理工资、福利、报销及公平交易除外。

Article 8 — Nonprofit Principle | Church income and assets shall be used for religious, charitable, educational, and related exempt purposes and shall not inure to the private benefit of any individual. Reasonable compensation, benefits, reimbursements, and fair transactions are permitted when properly approved.

第三章 信仰基础

CHAPTER III — STATEMENT OF FAITH

第十条 圣经 | 本教会承认旧约与新约圣经为基督教信仰及教会生活的重要权威依据。

Article 10 — Scripture | The Church recognizes the Old and New Testaments of the Bible as the authoritative foundation for Christian faith and church life.

第十二条 耶稣基督 | 本教会相信耶稣基督为神的儿子和救主，藉其道成肉身、受死与复活成就救赎。

Article 12 — Jesus Christ | The Church believes Jesus Christ is the Son of God and Savior, whose incarnation, death, and resurrection accomplished redemption.

第十四条 大使命 | 本教会遵行基督的大使命，向万民传福音、施洗、教导门徒。

Article 14 — Great Commission | The Church follows Christ's Great Commission to proclaim the Gospel, baptize believers, and make disciples of all nations.

第四章 治理架构

CHAPTER IV — GOVERNANCE STRUCTURE

第十五条 治理模式 | 本教会采用“牧师+长老会+董事会”协同治理模式。董事会负责法人及法律层面的治理；长老会负责属灵监督；牧师负责主要牧养及日常事工执行。

Article 15 — Governance Model | The Church shall operate under a cooperative “Pastor + Elders + Board of Directors” governance model. The Board oversees corporate and legal governance; the Elders provide spiritual oversight; and the Pastor leads pastoral ministry and day-to-day ministry execution.

第十七条 长老会 | 长老会负责教义、牧养、纪律、属灵方向、祷告及领袖培养。

Article 17 — Council of Elders | The Elders shall oversee doctrine, pastoral care, discipline, spiritual direction, prayer, and leadership development.

第五章 董事会

CHAPTER V — BOARD OF DIRECTORS

第十九条 人数 | 董事会由不少于 3 名、不多于 9 名董事组成, 具体人数依 Articles、州法律及董事会决议确定。

Article 19 — Number | The Board shall consist of not fewer than three and not more than nine directors, as consistent with the Articles, Nevada law, and Board action.

第二十一条 任期 | 董事任期原则上三年, 可连任。董事会应尽可能错峰换届。

Article 21 — Terms | Directors shall generally serve three-year terms and may be reappointed. Staggered terms are encouraged for continuity.

第二十三条 董事职责 | 董事应诚信、谨慎、忠实地为教会宗旨服务, 并避免个人利益影响教会决策。

Article 23 — Duties | Directors shall act honestly, prudently, and loyally for the Church's purposes and shall avoid allowing personal interests to influence Church decisions.

第六章 董事会会议与决策

CHAPTER VI — BOARD MEETINGS AND DECISION-MAKING

第二十四条 会议 | 董事会原则上每季度至少召开一次, 可依法采用实体、电话或电子会议。

Article 24 — Meetings | The Board should meet at least quarterly and may meet in person, by telephone, or by lawful electronic means.

第二十六条 法定人数 | 除法律或设立文件另有规定, 董事过半数构成法定人数, 出席董事过半数通过普通决议。

Article 26 — Quorum and Voting | Unless otherwise required by law or the Articles, a majority of directors constitutes a quorum, and ordinary resolutions pass by a majority of directors present and entitled to vote.

第七章 牧师与教牧同工

CHAPTER VII — PASTOR AND MINISTRY STAFF

第二十八条 牧师聘任 | 主任牧师由董事会在听取长老会意见后聘任，聘任应形成书面协议。

Article 28 — Appointment | The Senior/Lead Pastor shall be appointed by the Board after consultation with the Elders and shall serve under a written agreement.

第三十条 牧师薪酬 | 牧师可获得合理工资及福利。不得由牧师自行决定自己的薪酬；应由不存在利益冲突的适当治理机构审议并记录。

Article 30 — Compensation | The Pastor may receive reasonable compensation and benefits. The Pastor shall not determine his or her own compensation; it shall be reviewed and documented by an appropriate disinterested governing body.

第八章 长老会

CHAPTER VIII — COUNCIL OF ELDERS

第三十二条 组成 | 长老会原则上由 3 至 9 名长老组成。

Article 32 — Composition | The Council of Elders shall generally consist of three to nine Elders.

第三十四条 职责 | 负责教义监督、牧养、纪律、祷告、领袖培养及属灵方向。

Article 34 — Duties | The Elders oversee doctrine, pastoral care, discipline, prayer, leadership development, and spiritual direction.

第九章 会员制度

CHAPTER IX — MEMBERSHIP

第三十六条 会员资格 | 会员资格由认信基督、接受本教会基本信仰并完成教会规定程序者取得。

Article 36 — Membership | Membership may be granted to persons who profess faith in Christ, accept the Church's basic beliefs, and complete the Church's membership process.

第三十八条 会员大会 | 如本教会设有有投票权会员，会员大会可依法律、Articles 及本章程处理重大事项。

Article 38 — Members' Meetings | If the Church has voting members, members' meetings may address major matters as permitted by law, the Articles, and these Bylaws.

第十章 财务管理

CHAPTER X — FINANCIAL MANAGEMENT

第四十条 财政年度 | 财政年度由董事会确定。

Article 40 — Fiscal Year | The fiscal year shall be established by the Board.

第四十二条 双重审批 | 超过董事会设定金额的付款、转账、支票或合同应至少由两名授权人员审批。

Article 42 — Dual Approval | Payments, transfers, checks, or contracts above thresholds established by the Board should require approval by at least two authorized persons.

第四十四条 财务报告 | 财务负责人应定期向董事会报告收入、支出、资产、负债及预算执行。

Article 44 — Financial Reports | The Treasurer or finance officer shall periodically report income, expenses, assets, liabilities, and budget performance to the Board.

第十一章 资产、投资与关联交易

CHAPTER XI — PROPERTY, INVESTMENTS, AND RELATED-PARTY TRANSACTIONS

第四十六条 教会资产所有权 | 教会资产属于法人, 不属于任何牧师、长老、董事、会员或个人。

Article 46 — Ownership | Church property belongs to the corporate entity and not to any Pastor, Elder, Director, member, or individual.

第四十八条 利益冲突 | 董事、牧师、长老及其关联人士与教会交易时必须披露利益关系; 涉利益人员不得参与最终审批。

Article 48 — Conflicts of Interest | Directors, Pastors, Elders, and related persons must disclose conflicts in transactions with the Church; conflicted persons shall not participate in final approval.

第五十条 禁止私人分配 | 不得向内部人员分配利润、股息或剩余资产; 合理薪酬及公平交易除外。

Article 50 — No Private Distribution | No profits, dividends, or residual assets shall be distributed to insiders, except reasonable compensation and fair transactions.

第十二章 薪酬、福利与报销

CHAPTER XII — COMPENSATION, BENEFITS, AND REIMBURSEMENTS

第五十一条 合理薪酬 | 教会可支付合理工资、福利及专业服务费用。

Article 51 — Reasonable Compensation | The Church may pay reasonable wages, benefits, and professional service fees.

第五十三条 费用报销 | 与教会业务有关且合理的费用可依政策报销，并提供收据及用途说明。

Article 53 — Reimbursement | Reasonable Church-related expenses may be reimbursed under policy with receipts and a statement of business purpose.

第十三章 501(c)(3) 合规

CHAPTER XIII — SECTION 501(c)(3) COMPLIANCE

第五十五条 免税宗旨 | 教会应持续以符合 501(c)(3) 的宗教及相关公益活动为主要活动。

Article 55 — Exempt Purposes | The Church shall continue to operate primarily for religious and related exempt purposes consistent with Section 501(c)(3).

第五十七条 游说 | 如参与公共政策议题, 应控制在适用免税规则允许的范围内。

Article 57 — Lobbying | If the Church engages in public-policy advocacy, it shall remain within the limits applicable to its tax-exempt status.

第五十九条 记录 | 应保存税务、工资、捐献、银行、会议及公司治理记录。

Article 59 — Records | The Church shall maintain tax, payroll, contribution, banking, meeting, and corporate governance records.

第十四章 儿童、青少年及弱势群体保护

CHAPTER XIV — CHILD, YOUTH, AND VULNERABLE PERSON PROTECTION

第六十条 保护政策 | 教会应制定儿童及弱势群体保护政策, 包括背景调查、培训、双成人原则、接送及事件报告。

Article 60 — Protection Policy | The Church shall maintain safeguarding policies addressing background checks, training, two-adult practices, transportation, and incident reporting.

第十五章 保险与风险管理

CHAPTER XV — INSURANCE AND RISK MANAGEMENT

第六十二条 保险 | 董事会应根据风险购买适当的一般责任、财产、雇佣、儿童保护及董事/高管责任保险等。

Article 62 — Insurance | The Board shall obtain appropriate insurance based on risk, which may include general liability, property, employment, safeguarding, and directors/officers coverage.

第十六章 文件、隐私与记录

CHAPTER XVI — RECORDS, PRIVACY, AND DOCUMENTS

第六十四条 公司记录 | 应保存 Articles、章程、董事名单、会议记录及重大合同。

Article 64 — Corporate Records | The Church shall maintain its Articles, Bylaws, director records, meeting minutes, and major contracts.

第六十六条 隐私 | 捐献者资料、牧养记录、人事及儿童资料应按政策及法律保护。

Article 66 — Privacy | Donor information, pastoral records, personnel records, and child-related information shall be protected according to policy and law.

第十七章 争议解决

CHAPTER XVII — DISPUTE RESOLUTION

第六十七条 内部调解 | 内部争议应尽可能通过祷告、沟通、调解及恢复性程序解决。

Article 67 — Internal Mediation | Internal disputes should, where appropriate, be addressed through prayer, communication, mediation, and restorative processes.

第十八章 章程修改

CHAPTER XVIII — AMENDMENTS

第六十九条 提案 | 董事会、长老会或符合会员制度规定的会员可提出修改建议。

Article 69 — Proposal | The Board, the Elders, or members meeting applicable requirements may propose amendments.

第七十一条 备案 | 需要州政府或税务机关更新的信息应依法办理。

Article 71 — Filings | Any required updates with state or tax authorities shall be made as required by law.

第十九章 解散与剩余资产

CHAPTER XIX — DISSOLUTION AND DISTRIBUTION OF ASSETS

第七十二条 解散 | 本教会可依 Articles、州法律及本章程解散。

Article 72 — Dissolution | The Church may be dissolved in accordance with the Articles, and these Bylaws.

第七十四条 剩余资产 | 剩余资产不得分配给董事、牧师、长老、会员或其他私人个人，应转给符合 501(c)(3)要求的宗教、慈善或其他合格组织，或依法用于免税宗旨。

Article 74 — Remaining Assets | Remaining assets shall not be distributed to directors, Pastors, Elders, members, or private individuals, but shall be transferred to one or more organizations qualifying under Section 501(c)(3), or otherwise used for exempt purposes as required by law.

第二十章 附则

CHAPTER XX — MISCELLANEOUS

第七十五条 解释 | 董事会负责一般治理解释;涉及核心信仰及属灵纪律, 应征询长老会意见。

Article 75 — Interpretation | The Board shall interpret these Bylaws for governance matters; matters involving core faith and spiritual discipline should be considered with the Elders.

第七十七条 可分割性 | 任何条款无效, 不影响其他条款继续有效。

Article 77 — Severability | If any provision is held invalid, the remaining provisions shall remain in effect.

附录 A 治理权限矩阵

APPENDIX A — GOVERNANCE AUTHORITY MATRIX

事项 / Matter	牧师 Pastor	长老会 Elders	董事会 Board
日常牧养 / Pastoral Ministry	主责 / Lead	监督 / Oversight	知悉 / Informed
教义 / Doctrine	执行 / Implement	主责 / Lead	合规监督 / Compliance
人员聘任 / Hiring	提名 / Recommend	品格审查 / Review	批准 / Approve
牧师薪酬 / Pastor Compensation	不得自行决定 / No self-approval	建议 / Recommend	批准 / Approve
年度预算 / Annual Budget	提出 / Propose	建议 / Recommend	批准 / Approve
重大资产 / Major Property	建议 / Recommend	建议 / Recommend	批准 / Approve
投资政策 / Investment Policy	执行 / Implement	建议 / Recommend	批准 / Approve
纪律 / Discipline	参与 / Participate	主责 / Lead	法人事项监督 / Corporate Oversight

附录 B 首次组织会议建议议程

APPENDIX B — INITIAL ORGANIZATIONAL MEETING AGENDA

- 确认 *Articles of Incorporation* 及法人状态 / *Confirm Articles of Incorporation and corporate status*
- 采用本章程 / *Adopt these Bylaws*
- 确认董事及高管 / *Confirm directors and officers*
- 确认牧师及长老会 / *Confirm Pastor and Elders*
- 通过银行授权 / *Approve banking authority*
- 通过利益冲突政策 / *Adopt conflict-of-interest policy*
- 通过财务及儿童保护政策 / *Adopt financial and safeguarding policies*
- 确定财政年度及年度预算 / *Establish fiscal year and annual budget*
- 审查保险及风险管理 / *Review insurance and risk management*
- 授权必要的州及联邦备案 / *Authorize required state and federal filings*

附录 C 签署与批准页

APPENDIX C — SIGNATURE AND APPROVAL PAGE

教会名称 / Church Name:福音使团教会 / Gospel Mission Church

州法人名称(如不同)/ Corporate Name (if different):_____

生效日期 / Effective Date:_____

董事会主席 / Board Chair:_____ 日期 / Date:_____

董事会秘书 / Board Secretary:_____ 日期 / Date:_____

主任牧师 / Lead Pastor:_____ 日期 / Date:_____

长老代表 / Elder Representative:_____ 日期 / Date:_____

会员大会/其他批准机关(如适用)/ Members or Other Approving Body (if applicable):_____

日期 / Date:_____

律师审阅(如适用)/ Attorney Review (if applicable):_____ 日期 / Date:_____

本文件为治理章程草案。正式采用前, 应与州现行法律、Articles of Incorporation、IRS 免税文件及教会实际会员制度核对。

This document is a governance draft. Before adoption, it should be reviewed against current, the Articles of Incorporation, IRS exemption documents, and the Church's actual membership structure.