

# Constitution and Bylaws of Holy Cross Lutheran Church

## Constitution

### PREAMBLE

God requires that a Christian congregation shall conform to His divine word in doctrine and practice and that all things be done decently and in order. Therefore, we, the members of The Lutheran Church of the Holy Cross, incorporated in Jenison, Michigan, accept and subscribe to the following Constitution and Bylaws, in accordance with which all spiritual and material affairs of our congregation be governed. Hereinafter the words "congregation" and "corporation" shall be synonymous.

#### 1.0 Name

The name of this congregation shall be The Lutheran Church of the Holy Cross, commonly known as Holy Cross Lutheran Church.

#### 2.0 Purpose

The purpose of this congregation shall be to give honor and glory to the Triune God, to carry out His will, to proclaim the Gospel of Jesus Christ to the entire world, to manifest the unity of our faith in Jesus Christ as God and Savior, to foster Christian fellowship and love, and to extend a helping hand to human need. This will be achieved by the preaching of the Word of God, by the administration of the sacraments, and by the religious instruction of all its members according to the confessional standard of the Evangelical Lutheran Church.

#### 3.0 Confessional Standard

##### 3.1 Holy Scripture:

This congregation accepts without reservation all the canonical books of the Old Testament and the New Testament as the revealed and inerrant Word of God, verbally inspired, and submits to them as the only infallible authority in all matters of faith and life.

##### 3.2 The Lutheran Confessions:

This congregation accepts without reservation all the confessional writings of the Evangelical Lutheran Church contained in the Book of Concord of the year 1580 as the true and genuine expositions of the doctrines of the Bible. These confessional writings are: the three ecumenical Creeds (Apostle's, Nicene, and Athanasian), The Unaltered Augsburg Confession, The Apology of the Augsburg Confession, The Smalcald Articles, Luther's Large and Small Catechisms, and the Formula of Concord.

#### 4.0 Synodical Membership

This congregation shall hold membership in the Lutheran Church—Missouri Synod as long as this Synod remains true to the Word of God and to the Lutheran Confessions. It shall send its Pastor and a Lay Delegate to each District Convention of the Synod.

#### 5.0 Membership

The membership of this congregation includes the following:

##### 5.1 Baptized Membership:

Baptized members are all members who have been baptized in the Name of the Triune God and who are under the spiritual care of the Pastors of this congregation, including children who have not yet been confirmed.

##### 5.2 Confirmed Membership:

Confirmed members are those baptized members who have been confirmed in the Lutheran faith, accept the Doctrinal standards of Article 3.0 of this Constitution and the six chief parts of Luther's Small Catechism, and are not members of organizations whose principles and conduct conflict with the Word of God.

### **5.3 Voting Membership:**

All confirmed members in good standing that have reached the age of 18 years shall be entitled to vote at Congregational Meetings.

## **6.0 The Offices of Pastor, Called Workers, and Teaching Staff**

### **6.1 Pastor and Other Called Workers:**

The Pastoral Office, as well as the office(s) of other called workers, shall be conferred only upon Pastors or Candidates who profess and adhere to the Confessional Standard set forth in this Constitution, who are qualified for the work of the ministry, and who have been endorsed by and are members of the Lutheran Church—Missouri Synod.

### **6.2 Teaching Staff:**

Holy Cross Lutheran Church staff members who engage in teaching the faith shall profess and adhere to the Confessional Standard set forth in this Constitution.

## **7.0 Powers of the Congregation**

### **7.1 General:**

The voting membership of the Congregation has the sole responsibility for:

- 7.1.1** Calling of Pastors and Other Called Workers
- 7.1.2** Purchase or sale of real property other than staff housing
- 7.1.3** Borrowing of funds greater than eight percent of the annual budget
- 7.1.4** Election of Board members
- 7.1.5** Release of elected officials, pastors, or called workers
- 7.1.6** Amending the Constitution and Bylaws

### **7.2 Decisions:**

All matters shall be decided by a majority vote at a properly called Congregational Meeting unless otherwise specified by this Constitution or Bylaws. Matters of doctrine and conscience shall be decided only on the basis of the Word of God.

### **7.3 Removal from Office:**

**7.3.1** Any Pastor or other called church worker may be removed from office by the Voters at a duly called Congregational Meeting. Removal from office requires a two-thirds majority ballot vote for one of the following reasons: persistent adherence to false doctrine, scandalous life, or willful neglect of duties.

#### **7.3.1.1 Quorum:**

A majority of all voting members shall be required for a Quorum when voting to remove from office a pastor or called worker. In the absence of a majority, those present may fix the date for an adjourned meeting for which not less than eight days' notice shall be given, including an announcement at all regularly scheduled Sunday Services in advance of the meeting. The members who are present at such an adjourned meeting shall constitute a Quorum.

**7.3.2** Any officer, committee member, or board member may be removed by a majority vote of the Voters at a duly called Congregational Meeting for one of the following reasons: persistent adherence to false doctrine, scandalous life, or willful neglect of duties.

**7.3.3** Matthew 18 should be followed under such circumstances.

### **7.4 Delegation:**

The Congregation delegates authority to the Vestry to be the governing body of the congregation; empowered to administer and manage all other affairs.

## **8.0 Elected and Selected Positions**

### **8.1 Qualifications:**

Only such voting members in good standing who have reached the age of 21 can hold an elective office.

### **8.2 Available Positions:**

The elected and selected positions of this Congregation shall be such as the Bylaws of this Congregation may prescribe.

## **9.0 Property Rights**

If at any time a division should take place on account of doctrine, the property of the congregation and all benefits connected therewith shall remain with those communicant members who continue to adhere in confession and practice to Confessional Standard of this Constitution. If division takes place for any other reason, the property shall remain with the majority of the communicant members. In the event the congregation should totally disband, the property and all rights connected therewith shall be transferred to that District of the Lutheran Church—Missouri Synod of which the Congregation has been a member at the time of disbanding.

## **10.0 Changing the Constitution**

### **10.1 Unalterable Articles:**

Articles 3.0, 6.0, and 9.0 of the Constitution shall not be subject to change or repeal.

### **10.2 Amendments:**

Amendments to this Constitution may be adopted at a Congregational Meeting with a prescribed Quorum provided that:

**10.2.1** They do not conflict with the provisions laid down in Article 3.0, or with any other Article that pertains to Scriptural doctrine and practice.

**10.2.2** The proposed amendment is submitted in writing to the Vestry to be placed on the agenda for a Congregational Meeting, at its discretion.

**10.2.3** The proposed amendment has been published at least two Sundays prior to the meeting at which the proposed amendment will be acted upon.

**10.2.4** An affirmative vote of two-thirds of the majority of the voters present is secured at a meeting with the proper quorum.

#### **10.2.5 Quorum:**

A majority of all voting members shall be required for a Quorum when amending the Constitution. In the absence of a majority, those present may fix the date for an adjourned meeting for which not less than eight days' notice shall be given, including an announcement at all Sunday Services in advance of the meeting. The members who are present at such an adjourned meeting shall constitute a Quorum.

## **11.0 Bylaws**

This congregation may adopt and amend such Bylaws as may be required for the accomplishment of its purpose.

# BYLAWS

## 1.0 Membership

The membership of this congregation includes the following:

### 1.1 Baptized Membership:

#### 1.1.1 Definition:

Baptized members are all members who have been baptized in the Name of the Triune God and who are under the spiritual care of the Pastors of this congregation, including children who have not yet been confirmed.

#### 1.1.2 Reception:

Baptized members are received through the Sacrament of Holy Baptism or through transfer. In the case of children who have been baptized in another congregation, the consent of one or both parents or guardians is required for transfer. They shall be received by the Pastor and their membership reported to the Board of Deacons.

#### 1.1.3 Duties:

Baptized members shall conform their lives to their baptismal vow.

### 1.2 Confirmed Membership:

#### 1.2.1 Definition:

Confirmed members are those baptized members who have been confirmed in the Lutheran faith, accept the Doctrinal standards of Article 3.0 of the Constitution and the six chief parts of Luther's Small Catechism, and are not members of organizations whose principles and conduct conflict with the Word of God.

#### 1.2.2 Reception:

Confirmed members are received through the rite of confirmation, by transfer from a sister congregation, upon profession of faith, or by reaffirmation of faith. They shall be received by the Pastor and their membership reported to the Board of Deacons.

#### 1.2.3 Duties:

Confirmed members shall conform their entire lives to the rule of God's Word, and to that end make diligent use of the Means of Grace in regular worship and Bible study, exercise faithful stewardship of God's gifts, and impart and accept Christian admonition as the need for such becomes apparent.

### 1.3 Voting Membership:

#### 1.3.1 Definition:

Voting Members are confirmed members of this congregation who have reached the age of 18 years.

#### 1.3.2 Duties:

Voting members shall attend the Congregational Meetings when such meetings are held.

### 1.4 Termination:

1.4.1 Confirmed members may be transferred to a sister Lutheran Church—Missouri Synod congregation or a congregation in fellowship with the LCMS upon their request. The Pastor shall issue a letter of transfer and report the action to the Board of Deacons.

1.4.2 Confirmed members who join congregations outside our fellowship thereby terminate their membership. Their names shall be removed from the membership. The Pastor shall issue a letter of Peaceful Release and report the action to the Board of Deacons.

1.4.3 Confirmed members whose whereabouts are unknown and whose addresses cannot be established may have their names removed from membership by the Pastor and reported to the Board of Deacons.

1.4.4 Confirmed members who have committed a public sin and refuse to repent shall be admonished according to Matthew 18:15-20 in a process described in 7.2.2 of these Bylaws. If they remain

impenitent, they shall be excommunicated. A two-thirds vote of the Board of Deacons must be made to recommend excommunication of a member to the Vestry, of which a two-thirds vote will be required for excommunication. The Pastor will communicate the excommunication to the congregation at the next regularly scheduled Sunday service(s).

## **2.0 Congregational Meetings**

### **2.1 Meeting:**

Meetings of the congregation shall be called by the Vestry by publicly announcing the date and place at least two Sundays prior to the date of the meeting. The Vestry shall develop a schedule of at least two Congregational Meetings per year.

### **2.2 Quorum:**

Ordinarily, the voters present at a properly called meeting shall constitute a Quorum to do business. However, for amending the Constitution, or for the removal of a Pastor or other called worker, a majority of all voting members shall be required for a Quorum. In the absence of a majority, those present may fix the date for an adjourned meeting for which not less than eight days' notice shall be given, including an announcement at all Sunday Services in advance of the meeting. The members who are present at such an adjourned meeting shall constitute a Quorum.

### **2.3 Order of Business:**

The Order of Business of any Congregational Meeting shall be determined by the Vestry in keeping with the purpose of that meeting and in accord with the Constitution and Bylaws of the congregation. In questions of parliamentary procedure not covered by these Bylaws, generally accepted rules of order shall prevail.

**2.3.1** Proposed agenda items can be submitted to the Vestry at a regularly scheduled Vestry meeting prior to the Congregational meeting. The Vestry will determine if the item shall be included on the agenda.

**2.3.2** Sufficient time shall be allocated for Questions and Answers which shall be considered an Open Forum.

## **3.0 Procedures for Calls**

### **3.1 Calling a Pastor:**

In the event of calling a pastor, the Chairman of the Vestry shall appoint a Call Committee of not fewer than seven people. The Call Committee shall seek the guidance of the Circuit Counselor and with input from the congregation shall develop a list of candidates for the office of pastor to be submitted to the District President. From the list of approved candidates received from the District President, the Call Committee shall recommend one or two candidates to the congregation. At a properly called meeting of the congregation, the election shall proceed by ballot, with a two-thirds majority of all voting members present required to affirm the candidate. The affirmation shall, if possible, be made unanimous before the call is extended.

### **3.2 Calling Other Church Workers:**

For calling persons other than to the office of pastor, the Chairman of the Vestry shall appoint a Call Committee of no less than seven people. The Call Committee with input from the congregation shall develop a list of candidates to be submitted to the District President. From the list of approved candidates received from the District President, the Call Committee shall recommend one or two candidates to the congregation. At a properly called meeting of the congregation, the election shall proceed by ballot, with a two-thirds majority of all voting members present required to affirm the candidate. The affirmation shall, if possible, be made unanimous before the Call is extended.

## **4.0 Nomination, Election, and Selection of Board Members**

### **4.1 The Nominating Committee**

The Nominating Committee shall be formed by the Chairman of the Vestry and shall consist of eight members and the senior pastor. The Nominating Committee will be chaired by a member of the Vestry, ordinarily the Vice-Chairperson. The Nominating Committee is charged with presenting a slate of candidates to the congregation for two boards of the congregation and two ministry partner boards. Each board shall be represented on the Nominating Committee by two members who will ask those who meet the qualifications for service on their particular board to prayerfully consider accepting nomination. Nominating Committee members seek names for potential board candidates from those currently serving on that board, church staff, the congregation at large, and fellow Nominating Committee members. The Nominating Committee members work together until each board has a full slate of qualified candidates.

#### **4.2 Procedure in Nominating Board Members:**

The Nominating Committee shall present to the congregation a slate of candidates for two boards of the congregation: Vestry and The Board of Deacons; two ministry partner boards: The Holy Cross Foundation Board and The Daily Shepherd Child Care Center Board; and every third year, a Treasurer to serve on Vestry. Ordinarily, there shall be one-third of each of the Boards' membership elected or selected annually. One of the board members shall be selected by lot from the list of those who were nominated but not elected by vote. The election shall ordinarily be the first Sunday in May, with selection on the following Sunday. All elected and selected board members shall assume their respective duties on the first Sunday in June. They shall be inducted into office at a regularly scheduled Sunday worship service of the congregation.

#### **4.3 Service requirements and limitations:**

**4.3.1** No candidate for the Vestry shall be on staff or have an immediate family member on the Holy Cross paid staff. Immediate family members are defined as spouse, parent, child, or child's spouse.

**4.3.2** No more than one member of an immediate family may serve on the same church board at any one time.

**4.3.3** Board candidates must be voting members of Holy Cross who have attained the age of 21.

**4.3.4** All board candidates should be active in worship and Bible study.

#### **4.4 Procedure for Filling a Board Vacancy:**

In the case of a vacancy, the Board involved shall nominate a successor to be approved by the Vestry. Once approved by the Vestry, the board member shall begin their service immediately. No person is to be nominated without their consent.

#### **4.5 Term of Service:**

Board Members may not succeed themselves on the same board more than one time without a period of at least one year between such terms. Board Members are elected or selected for a term of three years. However, the total combined terms can exceed six years by up to six months for a candidate who was appointed to fill a vacancy of up to six months.

### **5.0 Officers**

The Officers of the Congregation are the officers of the Vestry and shall consist of a Chairman, Vice-Chairperson, Secretary, and Treasurer. Any Vestry member may hold these offices; however, a male member shall hold the office of Vestry Chair. The Officers of the Congregation shall be the legal representatives of the congregation, empowered to sign documents and make contracts relating to Vestry business not specified in the adopted budget. Two signatures are required.

### **6.0 The Vestry**

#### **6.1 Duties:**

The Congregation delegates authority to the Vestry to be the governing body of the congregation, empowered to administer and to manage all its affairs except those solely reserved for the congregation in Article 7.1 of the Constitution. As such, the Vestry shall:

- 6.1.1 concern itself with the theology and mission of the church as outlined in Articles 2.0 and 3.0 of the Constitution, seeing to it that all activities of the church reflect the theology and mission of the church and the Gospel of Jesus Christ;
- 6.1.2 review the activities and reports of the pastor and Vestry Committees;
- 6.1.3 concern itself with making all policy governing the activities of the church;
- 6.1.4 concern itself with planning and vision for the future;
- 6.1.5 have authority over the Board of Deacons and all committees of the congregation; and
- 6.1.6 appoint such teams and committees as needed to carry out its duties.

## 6.2 Membership:

The Vestry shall consist of nine members. The Chairman, Vice-Chairperson, and the Secretary shall be elected annually by the Vestry. The Treasurer shall be elected directly by the congregation to serve for a three-year term. The Chairman and the Secretary shall also serve as the Chairman and Secretary of the congregation. Since the Vestry Chairman is assigned certain responsibilities related to the oversight of the Senior Pastor's conduct in the pastoral office and may be called upon to read a sermon during worship in case of an emergency absence of the pastor(s), this position must be filled by a male Vestry member.

## 6.3 Meetings:

The Vestry shall ordinarily meet in regular sessions monthly, except in July, December, and one month during lent. The senior pastor, the Chairman, or any three members of the Vestry may call special meetings by personally informing each member of the Vestry of the time and place of such meetings at least twenty-four hours in advance.

## 6.4 Quorum and Decisions:

A majority of voting members of the Vestry shall constitute a quorum. Decisions of the Vestry will be made by a simple majority of those present. The presiding Chairman shall only vote in the case of a tied vote.

## 7.0 The Board of Deacons

### 7.1 Duties:

The Deacons, in support of the Pastoral Office, shall concern themselves with:

- 7.1.1 the Christian care of all members, staff, and pastors; and
- 7.1.2 supporting the worship life of Holy Cross. If problems arise in these areas, the Deacon Chair shall report them to the senior pastor for resolution. If resolution is not reached, then the Deacon Chair shall report them to the Vestry Chair for appropriate action.

### 7.2 Membership:

The Board of Deacons shall consist of fifteen members. The Chairperson, Vice-Chairperson, and Secretary shall be elected annually by the Board.

- 7.2.1 The Board may appoint such teams and committees as needed to carry out its duties.
- 7.2.2 The "Care Committee" is a standing committee of the Deacons that assists the Pastor(s) with the spiritual care of those who have committed a public sin and refuse to repent. Such attempts to restore an erring brother or sister in Christ will be conducted according to Jesus' model of restorative care described in Matthew 18 and Galatians 6:1-2. The Deacon Officers will serve as the Care Committee. In the case that both genders are not represented among the Deacon Officers and are needed on the Care Committee, the Pastor shall appoint deacons as needed to this committee.

### 7.3 Meetings:

The Board of Deacons shall meet with the pastor(s) in regular sessions. The Board ordinarily meets monthly, except in July, December, and one month during lent.

### 7.4 Quorum and Decisions:

A majority of voting members of the Deacons shall constitute a quorum. Decisions of the deacons will be made by a simple majority of those present. The presiding Chairperson shall only vote in the case of a tied vote.

## **8.0 The Holy Cross Foundation Board**

Holy Cross Foundation is a valuable ministry partner of Holy Cross Lutheran Church. It was established as a separate, incorporated entity to accept gifts to be held in an endowed fund. The property and business of the Holy Cross Foundation shall be managed according to the Bylaws of the Holy Cross Foundation.

### **8.1 Relationship to Holy Cross**

While not responsible to the Vestry, the Holy Cross Foundation Board shall annually report the financial activity and grant portfolio of the Holy Cross Foundation to the Vestry. The Holy Cross Foundation Board shall also annually report the financial activity and grant portfolio of the Holy Cross Foundation to the congregation.

### **8.2 Duties:**

The purpose of the Holy Cross Foundation is to encourage and expand the mission and ministry of Holy Cross Lutheran Church, and to support special missions of the Christian Church in the community, region, and world.

### **8.3 Membership:**

The Holy Cross Foundation Board consists of the senior pastor and nine Holy Cross members elected and selected by the Holy Cross Lutheran Church congregation.

## **9.0 The Daily Shepherd Child Care Center Board**

Daily Shepherd Child Care Center is a valuable ministry partner of Holy Cross Lutheran Church. It operates as a separate, incorporated entity, intended to support the mission of Holy Cross Lutheran Church. The property and business of Daily Shepherd shall be managed according to the Bylaws of Daily Shepherd Child Care Center.

### **9.1 Relationship to Holy Cross**

While not responsible to the Vestry, the Daily Shepherd Child Care Center Board shall annually report the financial activity, enrollment and ministry updates of the Center to the Vestry as a ministry partner. The Daily Shepherd Child Care Center Board shall annually report the financial activity, enrollment, and ministry updates of the Center to the congregation.

### **9.2 Duties:**

The Daily Shepherd Board is responsible to see that the Center provides experiences which promote the intellectual, social, physical, and Christian growth of each child in its care.

### **9.3 Membership:**

The Daily Shepherd Child Care Center Board consists of not less than six Directors and not more than ten Directors. These directors shall include the following persons:

- 9.3.1** at least two parents and not more than three parents of the children enrolled in the Daily Shepherd Child Care Center, with at least one parent that is not a member of Holy Cross Lutheran Church;
- 9.3.2** six members of Holy Cross Lutheran Church, who shall be elected or selected by the members of the Church for a three-year term; and
- 9.3.3** the Senior Pastor of Holy Cross Lutheran Church.

## **10.0 Amendments**

Amendments to these Bylaws may be adopted at a properly convened Congregational Meeting provided that:

- 10.1** They do not conflict with the provisions of the Constitution laid down in Article 3.0, or with any other Article that pertains to Scriptural doctrine and practice;



- 10.2** The proposed amendment is submitted in writing to the Vestry to be placed on the agenda for a Congregational Meeting, at its discretion;
- 10.3** The proposed amendment has been published at least two Sundays prior to the meeting at which the proposed amendment will be acted upon; and
- 10.4** An affirmative vote of two-thirds of the majority of the voters present is secured.

## **11.0 Indemnification**

The words "congregation" and "corporation" shall be synonymous in these Bylaws.

### **11.1 Nonderivative Actions:**

Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

### **11.2 Derivative Actions:**

Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because the person was or is a director or officer of the corporation. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

### **11.3 Expenses of Successful Defense:**

To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 11.1 or 11.2 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

### **11.4 Contract Right; Limitation on Indemnity:**

The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a

director or officer. Except as provided in section 11.3 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Vestry.

**11.5 Determination That Indemnification Is Proper:**

Any indemnification under sections 11.1 or 11.2 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 11.1 or 11.2, whichever is applicable. Such determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Vestry consisting of directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- (c) By independent legal counsel in a written opinion.
- (d) By the members.

**11.6 Proportionate Indemnity:**

If a person is entitled to indemnification under sections 11.1 or 11.2 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall 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.

**11.7 Expense Advance:**

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 11.1 or 11.2 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

**11.8 Nonexclusivity of Rights:**

The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

**11.9 Indemnification of Employees and Agents of the Corporation:**

The corporation may, to the extent authorized from time to time by the Vestry, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

**11.10 Former Directors and Officers:**

The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

**11.11 Insurance:**

The corporation shall purchase and maintain insurance on behalf of any person who was or is a director, officer, employee, or agent of the corporation. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such,

whether or not the corporation would have power to indemnify against such liability under this article or the laws of the state of Michigan.

**11.12 Changes in Michigan Law:**

If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.