

BYLAWS OF THE CHAPEL HILL BIBLE CHURCH, CHAPEL HILL, NORTH CAROLINA

AS PROPOSED JUNE 5, 2024

ARTICLE I: NAME

This organization shall be known as “The Chapel Hill Bible Church of Chapel Hill, North Carolina,” referred to herein as “the Church.”

ARTICLE II: CONSTITUTION AND BYLAWS

The Constitution of the Church declares who we are, and as such consists of our purpose, our statement of faith, our covenant of fellowship, qualifications and procedures for membership, and the ordinances we celebrate. These Bylaws prescribe the governance of the Church, under the leadership of the Holy Spirit, as vested in its members and administered by the Board of Elders, the Board of Deacons and our pastoral staff. Wherever possible, these Bylaws shall be interpreted so as to be consistent with the Constitution. Should any bylaw be found to contradict a provision of the Constitution, the Constitution shall control.

ARTICLE III: ORGANIZATION, INCORPORATION AND OFFICES

A. ORGANIZATION. The Church is organized as a nonprofit corporation under the laws of the state of North Carolina (“the Corporation”).

B. OFFICES. The registered office of the Church shall be located within North Carolina at the address of the Church’s registered agent. The Board of Elders, serving as the Board of Directors of the Corporation for business purposes, may change the registered agent and the address of the registered office from time to time upon filing the appropriate statement with the Secretary of State.

ARTICLE IV: CONGREGATIONAL AUTHORITY

The Church shall be Christ ruled, elder led, and congregationally accountable, with its governance vested in the members and administered by the Board of Elders, the Board of Deacons and the pastoral staff. As such, the members shall have the sole authority (except as may otherwise be provided by these Bylaws), to be exercised in the manner set forth in these Bylaws, to perform the following actions: 1) calling a member of the pastoral staff, 2) electing members of the Board of Elders, 3) electing members of the Board of Deacons, 4) calling ministers, 5) modifying or terminating the support of Long-Term Missionaries, 6) adopting a budget, 7) buying or selling property, 8) borrowing money in excess of 3% of the annual budget, 9) amending the Constitution, and 10) amending these Bylaws.

ARTICLE V: CONGREGATIONAL BUSINESS MEETING

A. **ANNUAL CONGREGATIONAL MEETING.** The church business (or fiscal) year shall be established by the Board of Elders and the Board of Deacons. An annual congregational meeting shall be held in conjunction with the beginning of each new business year. Election of officers and adoption of the church budget shall be included in the agenda of the annual congregational meeting.

B. **SPECIAL BUSINESS MEETINGS.** Special business meetings may be called at any time at the request of the Board of Elders or at the written request, addressed to the Board of Elders, of not less than ten percent (10%) of the members of the Church. Announcement of any special business meeting shall be given from the pulpit and through other regular means of communication with members on two (2) consecutive Sundays, and notice of the time, place, and purpose of said meeting shall be announced in like manner. No business shall be transacted at such meetings except that stated in the announcement.

C. QUORUM AND CONDUCT OF BUSINESS

1. A quorum for the transaction of business at all congregational meetings shall be twenty percent (20%) of the members. The majority of votes cast shall prevail unless the vote of a greater number is required by law or by our Constitution or Bylaws.

a) If a quorum is not met at any congregational business meeting, the Board of Elders may act as proxy for the congregation, if a majority of the Board of Elders are present, provided that in no event may the Constitution of the Church or these bylaws be amended except by vote of the congregation.

b) In the event that the Board of Elders act as proxy for the congregation pursuant to this provision, a vote of 80% of the members of the Board of Elders present shall be required to pass any motion.

2. In all congregational business meetings the Chairman of the Board of Elders or an individual appointed by the Chairman of the Board of Elders shall preside.

3. In the transaction of business, the most current edition of Robert's Rules of Order, Revised shall be used in all cases not covered by the Constitution or Bylaws.

D. VOTING. The chair of the meeting shall determine the method of voting, except in such cases as secret ballot is specified in the Constitution or Bylaws. Eligibility for voting at congregational business meetings shall be limited to members, as defined by the articles of the Constitution and these Bylaws. No proxy or absentee vote shall be permitted except by Elders as defined in Article V, C.1.a. above.

E. PROVISION FOR EXCEPTIONAL CIRCUMSTANCES

In unforeseen or exceptional circumstances where the Annual Congregational Meeting is scheduled or a Special Business Meeting is called and membership is not able to physically convene in one location, the following provisions shall be applied:

1. If the Board of Elders shall determine, by a majority of two thirds, that circumstances do not allow the membership to physically convene for a regular or specially called meeting, and that a web-based meeting will adequately support the purposes of the meeting in light of the circumstances, they shall charge CHBC staff to recommend an effective web-based platform for such meeting.

2. The Board of Elders will provide notice to the membership of the time, purpose, and means of any such web-based meeting consistent with relevant provisions of Article 5, A-D.

3. Every effort will be made to adhere to the most current edition of Robert's Rules of Order, Revised. If the web-based platform does not allow for this, alternative means of input from meeting participants will be provided.

ARTICLE VI: OFFICERS

Certain responsibility and authority are designated for the various church officers for the purpose of glorifying the Head of the Church, namely Christ, and to effectively lead and care for the Church. The officers of the Church shall necessarily serve together in humility, cooperation, and collaboration in order to fulfill these purposes.

The officers of the Church shall consist of members serving in the following offices: A) the pastoral staff, B) the Board of Elders, C) the Board of Deacons,

D) appointed church officers to include the Church Clerk and the Church Treasurer, and E) ministers.

A. PASTORAL STAFF

1. Pastoral Staff. Upon recommendation of the Board of Elders, the congregation may call such pastoral staff as shall be considered necessary for the most effective ministry of the Church.

a) Selection. It shall be the responsibility of the Board of Elders to choose a candidate to recommend to the congregation for the pastorate. The candidate of their choice shall be a man who meets the qualifications for an elder set out in 1 Timothy 3:1-7 and Titus 1:5-9, of satisfactory biblical training, high moral reputation, and evident spiritual discernment and gifts, who is or will become independent of any denomination, and who will subscribe without mental reservation to the Statement of Faith, Covenant of Fellowship, Constitution and Bylaws of the Church. After being interviewed by the Board of Elders and recommended to the Church by them, the pastor shall be elected by an eighty percent (80%) majority of votes cast by secret ballot at a congregational meeting duly called and constituted for the express purpose of considering a recommendation. Compensation for the Lead Pastor shall be set by the Board of Elders within the limits of the budget as adopted by the congregation.

b) Duties and Privileges. Members of the pastoral staff shall be spiritual leaders of the Church. With the Board of Elders, the pastoral staff shall oversee the spiritual welfare and the needs of the congregation. Their individual responsibilities shall be stipulated in writing by the Board of Elders, according to the manifest needs of the Church and the gifts and ministries entrusted by God to each one. Such individual job descriptions shall be made available to the Church by the Church Clerk, and shall be subject to at least annual review by the Board of Elders, to consider changes in response to the changing needs of the Church.

c) Termination.

(1) Any member of the pastoral staff may at any time dissolve his pastoral relationship, and should in good

faith give one month's notice of such intention to the congregation unless less is agreed upon by the staff member and the Board of Elders.

(2) The Board of Elders may terminate a pastoral relationship by an eighty percent (80%) majority of all of the members of the Board of Elders who are eligible to vote.

2. Lead Pastor. Upon recommendation of the Board of Elders, the congregation may call a Lead Pastor.

a) Selection. The Board of Elders may choose a candidate to recommend to the congregation for Lead Pastor. The qualifications and selection process shall be that of the selection of a member of the pastoral staff.

b) Role. The counsel and advice of the Lead Pastor shall be considered by the officers of the Church and in all the ministries of the Church. The Lead Pastor, with the Board of Elders and other pastoral staff, shall oversee the spiritual welfare of the congregation and exercise watchful care for the needs of the congregation.

c) Duties. The Lead Pastor shall have the duties and authority delegated to him by the Board of Elders in a writing made available to the Church by the Church Clerk.

B. BOARD OF ELDERS

1. The responsibility of the Board of Elders is that of the spiritual oversight and health of this local body of Christ, and governance of the Corporation. As such, the Board of Elders shall have the power and authority to act on behalf of the Church except as limited within these Bylaws. Members of the Board of Elders shall perform all of their duties with humble dependence on the Lord, through regular individual and corporate prayer.

a) Spiritual Oversight. It shall be the primary duty of the Board of Elders to care for the Church in its spiritual condition, to guard the purity of doctrine and life of the Church, and to discipline the Church in accordance with the Word of God. The Board of Elders shall be responsible for examining all who seek membership in the Church. They shall act for the Church in the acceptance and dismissal of members, and shall maintain an active membership roll in conjunction with the Church Clerk. They shall participate in counseling the erring and needy, comforting the sick and afflicted, and sharing in the responsibility of supplying the pulpit. They shall be responsible for the regular services of the Church and the administration of the ordinances. The Board of Elders has the responsibility to ordain, commission, and/or license a minister, according to the needs of the Church and requirements of law.

b) Direction of the Nonprofit Corporation. The Board of Elders shall act as directors for the Corporation, holding title to the properties of the Church, and representing the Church in all matters pertaining to civil law as directed by the Church. The chair, vice-chair, and secretary of the Board of Elders, and the Church Treasurer appointed by the Board of Elders, shall be the officers of the Corporation for corporate matters.

c) Direction for Use of Resources. It shall be the duty of the Board of Elders to provide guidance for the Budget Committee for its use in the development of the church budget to be presented to the members. The Board of Elders shall provide for the Budget Committee direction for the Church and priorities for the use of resources to the extent resources are available, including recommendations, if any, for the creation of pastoral or ministerial positions. They shall meet promptly all obligations incurred by the Church. The Board of Elders is authorized to

spend up to, but no more than 6% in excess of the total annual budget on unbudgeted supplies, materials, equipment, or building repairs should such be deemed necessary during a fiscal year, without vote of the members. The Board of Elders is authorized to borrow without vote of the members, provided that the total cumulative amount of debt not voted on by the members does not exceed 3% of the then-current annual budget.

d) Funds Oversight. The Board of Elders shall have direct oversight of church funds designated for benevolence and for missions pursuant to Article VII below. Both for benevolence funds and mission funds, the Board of Elders may delegate authority where desirable. Should the Board of Elders delegate authority over funds, however, they shall do so in a written policy which shall be made available to the Church by the Church Clerk.

e) Budget. The Board of Elders shall present for adoption at the annual congregational meeting a budget of prospective operating expenses for the coming year.

f) Appointment of Treasurer. The Board of Elders shall appoint a Church Treasurer who must be a member of the Church.

g) Committee Oversight and Delegation. The Board of Elders may delegate authority to a committee or team as the Board of Elders deems necessary for the effectual oversight of the activities of the Church. For any such committee or team there shall be a written policy or resolution including a clear description of the committee's makeup, responsibilities and authority. Such policies and resolutions shall be made available to the Church by the Church Clerk. Decisions made by appointed committees and teams are subject to review and approval by the Board of Elders at its discretion.

2. Limitations. The Board of Elders shall not assume any of the prerogatives, as given in Article IV above, reserved to the members unless otherwise provided by the Constitution or these Bylaws.

3. Structure of the Board of Elders.

- a) The Board of Elders shall consist of lay and staff men who are members of the Church and who are qualified and selected as specified herein.
- b) There shall be no more than 12 members of the Board of Elders at any time. No more than one third of the members of the Board of Elders may be paid staff of the Church. The Board of Elders shall make diligent efforts to ensure that there are never fewer than seven (7) lay members of the Board of Elders, and shall act promptly to fill any vacancy pursuant to Article VI, B.4.b.4 below.

4. Qualifications, Selection and Service of Lay Members of the Board of Elders.

- a) Eligibility. Lay members of the Board of Elders shall be men who are members of the Church, who are twenty-five (25) years of age or older and who are affirmed by the existing Board of Elders as qualified to serve as elders under the stipulations of I Timothy 3:1-7 and Titus 1:5-9.
- b) Selection. Any member of the Church may at any time submit to the Chairman of the Board of Elders the name of a man for consideration as an elder development candidate. At least six weeks before the annual congregational meeting, a request for recommendations of men to be candidates for service as lay members of the Board of Elders shall be made from the pulpit and through other regular means of communicating to members. The scriptural passages dealing with the qualifications for an elder shall be read out and explained during this period. From the names submitted, the Board of Elders shall select candidates who possess the qualifications of an elder and who are willing to enter the elder development process, which is typically 1 year. The number of candidates selected shall depend upon the needs of the Board of Elders.
 - (1) Upon completion of the elder candidate development process, those men may be nominated by the Board of Elders as candidates to serve on the Board of Elders. Each nomination shall be announced to the

congregation at least three weeks before the annual congregational meeting at which affirmation of that nomination will be requested. From that time until one week before the annual congregational meeting, the Chair of the Board of Elders shall receive any submitted objections to the nominations and questions may be put to the Board of Elders privately. The Board of Elders may withdraw any nomination at any time prior to the congregational meeting.

(2) An eighty percent (80%) majority of votes of members present at the annual congregational meeting, cast by secret ballot, shall be required to affirm a nominee to serve on the Board of Elders. Those affirmed shall take office at the first meeting of the Board of Elders after the annual congregational meeting.

(3) Should a vacancy on the Board of Elders occur during the church year, the Board of Elders may appoint a man who is eligible under the terms of Article VI, B.4.a above to serve until the next annual congregational meeting.

c) Term of Office.

(1) Laymen shall serve on the Board of Elders for a term of three years or such shorter term as may be specified at the time of affirmation.

(2) A man who has served or is serving as a member of the Board of Elders may serve an additional term if nominated and affirmed in accordance with the provisions of Article VI, B.4.b(2-3) above. However, a man who is serving or has served as a member of the Board of Elders shall not be required to undergo the candidate development process prior to his nomination by the Board of Elders to serve a new term.

(3) Laymen may serve a maximum of two successive terms. After completion of two successive terms, a layman must take a break of not less than one year before being eligible to serve again on the Board of Elders.

5. Qualifications, Selection and Service of Pastoral Staff Members of the Board of Elders.

- a) The Lead Pastor shall serve on the Board of Elders.
- b) The Board of Elders, after consultation with the Lead Pastor, may select additional members of the pastoral staff to serve on the Board of Elders, subject to the numeric limitation of Section VI.B.3 above. Staff members of the Board of Elders other than the Lead Pastor shall be recused from deliberation and voting on the question of selection of members of the pastoral staff to serve on the Board of Elders.
- c) Staff members of the Board of Elders other than the Lead Pastor shall serve three year terms, and may be selected to serve successive terms according to the mechanism described in Section VI.B.5.b above.

6. Avoidance of Conflict of Interest. In order to avoid actual or potential conflict of interest, or the appearance of conflict of interest, staff members of the Board of Elders other than the Lead Pastor shall be recused from voting and deliberation on resolutions that concern the following subjects:

- a) Hiring or termination of members of the pastoral staff;
- b) salaries and performance reviews of pastoral staff;
- c) approval of the budget.

The Lead Pastor shall be recused from voting and deliberation on resolutions that concern the employment or salary of the Lead Pastor. In addition, each member of the Board of Elders shall recuse himself from voting and deliberation on any topic as to which he could reasonably be perceived to have a personal conflict of interest. However, the Chairman of the Board of Elders may at his discretion permit any member of the Board of Elders to participate in any discussion or deliberation (but not voting) on any topic, notwithstanding the above.

7. Termination. The Board of Elders may remove a member from the Board of Elders by an eighty percent (80%) majority vote of all of the other members of the Board of Elders who are eligible to vote.

8. Officers, Meetings, and Quorum.

a) Annually, the members of the Board of Elders shall elect from their number a chair and such other officers as they require.

b) Meetings of the Board of Elders shall be held at least monthly at such time and place as the board may determine. The Chairman of the Board of Elders or his designee shall chair meetings of the Board of Elders.

c) A majority of all the board members shall constitute a quorum of the board, and the acts of the majority of the board present and voting shall be acts of the entire board, unless otherwise specifically required by law or by the Constitution or Bylaws.

d) The Chairman may invite staff members, Elder Development Candidates, and other invited guests to audit meetings of the Board of Elders as non-voting attendees. The Chairman may convene Executive Sessions of the Board of Elders, asking some or all of the pastoral staff members of the Board of Elders to absent themselves from such session. Any member of the Board of Elders may request that the Chairman convene an Executive Session.

e) Special meetings of the Board of Elders may be called at the request of the Chair of the Board of Elders, or a majority of the elders. Notice of a regular or special meeting of the Board shall be given in person, by telephone, or by customary and effective electronic means at least one day prior to the meeting. Notice may be waived if waived by all members of the Board of Elders in writing, including by electronic means.

9. Meetings of the Board of Directors.

a) The members of the Board of Elders, acting in their capacities as Directors of the Corporation, shall convene a meeting of the Board of Directors at least once a year or as required by law and more often as they deem necessary or appropriate, to:

- (1) consider resolutions directly affecting the finances of the Church;
- (2) consider resolutions relating to amendments to the Articles of Incorporation, the Constitution, or these Bylaws;
- (3) conduct such other business and conduct such oversight as may be the responsibility of the Board of Directors pursuant to law or these Bylaws.

b) Meetings of the Board of Directors shall be clearly delineated, convened, and adjourned. The Board of Directors shall keep records of their meetings and decisions, and shall make such minutes available to the Church Clerk to be retained by the Church Clerk as corporate records.

c) The Board of Elders shall keep records of their meetings and decisions during meetings of the Board of Elders that are not meetings of the Board of Directors, but these records shall not be corporate records.

C. BOARD OF DEACONS

The responsibility of the Board of Deacons is that of physical oversight of the Church and member and congregational care.

1. Qualifications and Election. The Board of Deacons shall consist of men and women who are members of the Church who are twenty-one (21) years of age or older, and who are elected at the annual congregational meeting. This board should normally number not less than three (3) persons and should be increased as the needs of the Church demand. Deacons shall be elected in accordance with I Timothy 3:8-10.

a) Term of Office. Deacons shall be elected for terms of three years unless otherwise specified at the time of election. Deacons may serve a maximum of two successive terms (pending reelection), after which they must take a break of not less than one year before they are eligible for election.

b) Selection. At least six weeks before the annual congregational meeting, a request for recommendations of men and women for service on the Board of Deacons shall be made from the pulpit or published in the bulletin. Any member of the Church may submit the name of a man or woman for consideration as a nominee. From the names submitted, the Board of Elders shall select nominees who, in the opinion of the Board of Elders, possess the qualifications of a deacon and who have agreed to serve willingly. The number of nominees selected shall depend upon the needs of the Board of Deacons. At least three weeks before the annual congregational meeting, the Board of Elders shall announce the names of the nominees. From that time until one week before the annual congregational meeting, the chair of the Board of Elders shall receive any submitted objections to the nominations and questions may be put to the Board of Elders privately. The Board of Elders may withdraw any nomination at any time prior to the congregational meeting. There shall be no nominations from the floor. An eighty percent (80%) majority of votes cast by secret ballot shall be required to confirm each nominee. Those selected shall take office at the first meeting of the board after the annual congregational meeting. Should a vacancy occur during the church year, the Board of Deacons may, if desirable for the

functioning of the Board of Deacons, appoint a temporary officer to serve until the annual congregational meeting.

2. Organization, Meetings, Quorum. The Board of Deacons shall elect from their number a chair, vice-chair, and a secretary annually. They may also appoint any committees considered to be essential to the adequate discharge of their duties. The Board of Deacons shall keep minutes of their meetings and make such minutes available to the Church Clerk to be retained by the Church Clerk. Meetings of the Board of Deacons shall be held at such time and place as the board may determine. Special meetings may be called at the request of the Board of Elders, the chair of the Board of Deacons, or a majority of the deacons. Notice of a regular or special meeting of the board shall be given personally, in the bulletin, by telephone, or by electronic means at least one day prior to the meeting. Notice may be waived if waived by all members of the Board of Deacons in writing, including by electronic means. A majority of all the board members shall constitute a quorum for the board, and the acts of the majority of the board present and voting shall be acts of the entire board.

3. Duties. It shall be the duty of the Board of Deacons to assist the Board of Elders in the administration of the Church, in member and congregational care, and to have the care of all matters pertaining to the physical properties of the Church. They shall hold themselves in readiness to assist in guiding the spiritual life of the Church and in performing any other necessary duties.

a) Physical Church Care. The Board of Deacons shall take all necessary measures for the protection and maintenance of the church buildings and property and shall supervise the use of same. The Board of Deacons shall be responsible for providing for ushering at the services of the Church, and for providing every material thing for proper worship.

4. Limitations. The Board of Deacons shall not assume any of the prerogatives, as given in Article IV above, reserved to the congregation unless otherwise provided by the Constitution or these Bylaws.

5. Termination. The office of deacon shall be considered vacant upon the death or resignation of a deacon, or upon removal from office by the Board of Deacons. The Board of Deacons may remove a deacon from office by an eighty percent (80%) majority vote of all of the other members of the Board of Deacons.

D. APPOINTED OFFICERS

1. Church Clerk. The Church Clerk shall be appointed by the Board of Elders, or by the Lead Pastor, if so delegated. The Church Clerk must be a member of the Church, may be a member of the staff, and is responsible for keeping and publishing church records. The Church Clerk shall keep the current list of members as determined by the Board of Elders. The Church Clerk shall record or have recorded the minutes of all congregational meetings and keep records of all official correspondence for the Church. He or she shall provide for the safekeeping of all papers and documents of the Church. The Church Clerk shall ensure that the members have access to all church governing documents, including the Constitution and the Bylaws and all policies, resolutions and other governing documents adopted by the congregation, the Board of Elders, the Board of Deacons, or any committee, team, officer or individual who has or has been delegated any form of governing authority.

2. Church Treasurer. The Church Treasurer shall be a church member appointed by the Board of Elders for a one-year term, and may serve successive terms. The Church Treasurer shall ensure that all authorized bills are paid and that a full account is kept of all monies received and paid out. He or she shall submit regular reports to the Board of Elders of the financial condition of the Church, and shall prepare a written annual report reflecting the financial activities of the Church at the close of each fiscal year. The Church Treasurer shall ensure that the financial records of the Church are reconciled annually, whether by audit or other satisfactory means, and shall make the financial records of the Church available for examination at any time upon request by the Board of Deacons or the Board of Elders. Termination or removal of an individual from the office of Church Treasurer shall be by the same process as termination or removal of a member of the Board of Elders from the board, as given above in the paragraphs governing the Board of Elders.

E. MINISTERS

1. Selection. Upon recommendation of the Board of Elders, the congregation may call individuals as ministers in the Church, in response to specific manifest needs and the special gifts entrusted by God to those individuals. Where appropriate, members expected to be involved in the candidate's ministry shall be invited to offer their input. A minister shall be called by an eighty percent (80%) majority of votes

cast by secret ballot at a duly called and constituted congregational meeting.

2. Duties. The responsibilities of ministers shall be stipulated in writing and reviewed at least annually by the individual ministers and the Board of Elders, or by the Lead Pastor if so delegated by the Board of Elders, to consider changes in response to the changing needs of the Church.

3. Termination. A minister may dissolve the ministerial relationship with the Church and should in good faith give one month's notice of such intention to the Board of Elders, or less if mutually agreed upon. The Board of Elders may terminate a ministerial relationship by a two-thirds majority vote of the Board of Elders who are eligible to vote.

ARTICLE VII: THE BUDGET, MISSIONS, AND FUNDS

A. THE BUDGET

1. Budget Committee. The Budget Committee shall consist of the Church Treasurer, one or more deacons appointed by the chair of the Board of Deacons, one or more elders appointed by the chair of the Board of Elders, one or more staff members appointed by the Lead Pastor, and such other members, if any, as may be appointed by the Church Treasurer. The Church Treasurer shall serve as chair of the Budget Committee. The Budget Committee is an advisory committee charged with presenting budget proposals and recommendations on financial matters for consideration by the Board of Elders. In advising the Board of Elders in the creation of the annual operating budget, it is the duty of the Budget Committee to consider the directions and priorities given to them by the Board of Elders, as well as the physical needs of the Church, and to honor the direction and priorities to the extent resources are available.

2. Budget Proposal. After receiving the recommendation of the Budget Committee and the Staff, the Board of Elders shall propose a budget for vote at the annual congregational meeting as provided in these bylaws. Any member of the Church may request a meeting with the Church Treasurer or his or her delegate to discuss the finances of the Church or any detail within the budget proposed by the Board of Elders. Any member wishing to propose an amendment to the proposed budget must do so in writing to the Church Treasurer at least one week prior to the date of the annual congregational meeting.

B. MISSIONS

Disbursements made from the church budget for Missions shall be directly overseen by the Board of Elders.

1. Missions Committee. The Missions Committee shall consist of four (4) or more members, including at least one elder, at least one deacon, and at least two representatives at large from the members of the Church, all appointed by the Board of Elders. The committee shall elect its own chair. The duties of the Missions Committee shall be 1) to promote knowledge about and interest in missions throughout the Church, 2) to review supported missionaries and ministries at least every three years, 3) to recommend to the Board of Elders the adoption of new missionaries and mission ministries, and the amount of their support, 4) to recommend to the Board of Elders changes in the financial support of missionaries and mission ministries, 5) to submit a proposed missionary budget for the coming year in a timely manner, and 6) to perform such other duties and have such other authority as the Board of Elders shall delegate to them.

2. Long-Term Missionaries. The Board of Elders shall maintain a list of the names of Long-Term Missionaries, and that list shall be made available to the Church by the Church Clerk. All missionaries who have received regular financial support for the ten years immediately preceding the end of fiscal year 2011-2012 shall be included on the initial list of Long-Term Missionaries. A missionary may be designated as a Long-Term Missionary by an eighty percent (80%) majority vote at a duly called and constituted meeting of the Board of Elders. Any action modifying the amount of support of a Long-Term Missionary must be approved by a majority vote at a duly called and constituted congregational meeting. Such vote may be part of a vote on the general budget.

C. FUNDS

1. Benevolence Fund. The Church shall maintain a Benevolence Fund to be directly overseen by the Board of Elders. The Board of Elders may delegate authority for this fund to a committee or team provided the delegation is in writing and made available to the Church by the Church Clerk.

2. Other Funds. The Board of Elders may create such other accounting funds as are appropriate for the physical care and for the

mission of the Church. Policies for funds created must be in writing, and must be made available to the Church by the Church Clerk.

ARTICLE VIII: INDEMNIFICATION

A. The Board of Elders may, in its discretion, indemnify and advance all or part of the church-related expenses of an employee or agent of the Church.

B. Subject to the provisions of this Article, the Board of Elders may indemnify any member who serves or has served as an officer of the Church against claims, liabilities, expenses and costs necessarily incurred by him or her in connection with the defense, compromise, or settlement of an action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been an officer, to the extent not otherwise compensated, indemnified or reimbursed by insurance, if 1) the conduct of the person was in good faith, 2) the person reasonably believed that his or her conduct was in the best interests of the Church, or at least was not opposed to its best interests, and 3) in the case of any criminal proceeding, the person had no reasonable cause to believe that his conduct was unlawful.

C. The Church may not indemnify an officer, former or current, in connection with a proceeding brought against him or her by or in the right of the Church, in which he or she was adjudged liable to the Church, or where the officer is charged with receiving an improper personal benefit and he or she is adjudged liable on that basis.

ARTICLE IX: AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) majority of those members present and voting by secret ballot at a duly called and constituted congregational meeting, provided the proposed amendment has been approved by the Board of Elders, or has been submitted by a petition signed by not less than twenty percent (20%) of the members, and provided the proposed amendment has been conspicuously posted in written form for two consecutive Sundays.