

The attached document, marked as Draft as of 8/18/2016, was approved by vote of Church Council on 8/18/2016 to be recommended to the Membership for approval at the next Annual Meeting, scheduled for 9/18/2016

ARTICLE 10 - AMENDMENT TO THE CONSTITUTION

The Constitution may be amended, added to, or repealed at any Annual Meeting of the Church at which a quorum is present and by a two-thirds majority vote of the members present, provided that a Notice of the proposed amendment shall be given in the Notice of the Meeting. **Such amendment shall clearly show the existing wording and the recommended changes upon which the members shall vote.** Such recommendation for amendment shall come from the Church Council to the membership.

Draft as of 8/18/2016

Draft as of 8/18/2016

EFFORT BAPTIST CHURCH

CONSTITUTION

**Approved July 1994
As Amended September 29, 2002**

**Effort Baptist Church
7820 Thomas Jefferson Parkway
Palmyra, VA 22963
Phone: (434) 589-8962 Fax: (434) 589-0799**

EFFORT BAPTIST CHURCH

BY-LAWS

**Approved July 1994
As Amended September 29, 2002
As Amended August 21, 2014
As Amended December 18, 2014
As Amended March 17, 2016**

**Effort Baptist Church
7820 Thomas Jefferson Parkway
Palmyra, VA 22963
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<p style="text-align: center;"><u>ARTICLE 1 - NAME</u></p> <p>The name is: EFFORT BAPTIST CHURCH</p> <p style="text-align: center;"><u>ARTICLE 2 - CHURCH</u></p> <p>Wherever herein the term "Church" is used, it shall be deemed to mean, unless the context clearly indicates to the contrary - Effort Baptist Church.</p> <p style="text-align: center;"><u>ARTICLE 3 – PURPOSES</u></p> <p>As delineated in the Bylaws.</p> <p>(A) — SPIRITUAL</p> <p>As a learning, inviting, loving, and giving community of Christians, our "T.E.A.M." mission is to make Christian disciples by:</p> <p style="padding-left: 40px;">Teaching — instructing people in how to be dedicated to God's purposes for their lives;</p> <p style="padding-left: 40px;">Evangelism — attracting and leading the unsaved to Jesus;</p> <p style="padding-left: 40px;">Adoration — providing a climate for worship, fellowship, and spiritual growth; and</p> <p style="padding-left: 40px;">Ministry — equipping believers for effective ministry to reach the Lake Monticello Fluvanna County area and beyond.</p> <p>(B) — BUSINESS RESPONSIBILITIES TO BE EXERCISED THROUGH THE CHURCH COUNCIL</p> <p style="padding-left: 40px;">(a) — to exercise the powers and responsibilities granted the Church under its Constitution and By-Laws to provide for the necessary operation, maintenance, administration, and governing of the Church.</p> <p style="padding-left: 40px;">(b) — to purchase, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, in furtherance of and in proclaiming the Gospel of Jesus Christ.</p> <p style="padding-left: 40px;">(c) — to do all lawful acts and things and to engage in all lawful activities necessary or desirable to carry out its purposes consistent with the provisions of the law and Section 501(e) of the Internal Revenue Code, and the regulations issued thereunder, as the same may be amended from time to time.</p> <p style="padding-left: 40px;">(d) — No part of the Church's earnings shall inure to the benefit of any member, pastor, minister,</p>		<p>Section 12.01. Responsibility 16</p> <p>Section 12.02. Execution of Contracts and Other Documents. 16</p> <p>Section 12.03. Checks, Drafts, Money Orders. 16</p> <p>Section 12.04. Deposits. 16</p> <p>Section 12.05. Annual Audit. 16</p> <p>ARTICLE 13. AMENDMENTS 17</p> <p>Section 13.01. By the Church Council. 17</p> <p>Section 13.02. By the Members of the Church..... 17</p> <p style="text-align: center;"><u>ARTICLE 1. GENERAL PROVISIONS</u></p> <p><u>Section 1.01. Purposes of the Church.</u></p> <p>(A) SPIRITUAL</p> <p>REACH THE LOST, SERVE THE LEAST, GROW DISCIPLES</p> <p>"As a learning, inviting, loving, and giving community of Christians, our "T.E.A.M." mission is to make Christian disciples by:</p> <p style="padding-left: 40px;">Teaching — instructing people in how to be dedicated to God's purposes for their lives;</p> <p style="padding-left: 40px;">Evangelism — attracting and leading the unsaved to Jesus;</p> <p style="padding-left: 40px;">Adoration — providing a climate for worship, fellowship, and spiritual growth; and</p> <p style="padding-left: 40px;">Ministry — equipping believers for effective ministry to reach the Lake Monticello Fluvanna County area and beyond.</p> <p>(B) BUSINESS RESPONSIBILITIES TO BE EXERCISED THROUGH THE CHURCH COUNCIL</p> <p style="padding-left: 40px;">(a) to exercise the powers and responsibilities granted the Church under its Constitution and By-Laws to provide for the necessary operation, maintenance, administration, and governing of the Church.</p> <p style="padding-left: 40px;">(b) to purchase, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, in furtherance of and in proclaiming the Gospel of Jesus Christ.</p> <p style="padding-left: 40px;">(c) to do all lawful acts and things and to engage in all lawful activities necessary or desirable to carry out its purposes consistent with the provisions of the Virginia law and Section 501(c) of the Internal Revenue Code, and the regulations issued thereunder, as the same may be amended from time to time.</p> <p style="padding-left: 40px;">(d) No part of the Church's offerings and earnings shall inure to the benefit of any member,</p>
	<p><<<<<</p> <p>1. Delete redundancy.</p> <p>2. Update.</p> <p>3. Move changeable information to bylaws.</p>	
	<p>>>>>></p> <p>1. Provide clarity on responsibility.</p> <p><<<<<<<</p> <p>2. Delete redundancy.</p>	

~~Council Member, deacon, trustee, or officer of the Church, or to any private individual, except reasonable compensation may be paid for approved services and goods rendered to or for the Church.~~

ARTICLE 4 - MEMBERSHIP - AND VOTING RIGHTS

Section 1. General

(A) Membership in this Church shall consist of ~~one class of members of~~ all persons who have met the qualifications for membership iaw article 4, Sections 1 and 2 and are on the membership list.

(B) The Church Council shall have the authority to establish other classes of membership ~~or association,~~ and the Council shall define in writing the rights and privileges associated with each class ~~of membership~~ so established.

Section 2. Qualifications for Membership

(A) By public profession of faith in Jesus Christ for salvation and acknowledgment of His Lordship ~~in a believer's baptism by immersion; or~~

And

(B1) - A believer's baptism by immersion; or

(B2) By receipt of a letter of recommendation from another Christian Church of like faith and order; or

>>>>>
Clarity

pastor, minister, Council member, deacon, trustee, or officer of the Church, or to any private individual, except reasonable compensation may be paid for approved services and goods rendered to or for the Church.

Section 1.02. Purposes of the By-Laws.

The ~~initial~~ By-laws shall be approved by the Church Membership. The power to alter, amend, or repeal the By-Laws or adopt new By-Laws, subject to repeal or change by action of the Church members, shall be vested in the Church Council unless reserved to the Church members by the Constitution or the By-Laws. The By-Laws may contain any provisions for the regulation and management of the affairs of the Church not inconsistent with law or the Constitution. [Refer: [Article 12](#) 13 of these By-Laws]

The By-Laws have been established to govern the Church Council and the members of the Church within the framework of its Constitution and the laws of the Commonwealth of Virginia. Under the authority of these By-Laws, the Church Council shall establish and ensure the policies, rules and regulations, and procedures for the operation and management of the affairs of the Church.

ARTICLE 2. OFFICES - AGENT

Section 2.01. Principal Office.

The principal office of the Church shall be ~~at the Church building~~ on the campus located on 7820 Thomas Jefferson Parkway, Palmyra, Virginia 22963.

Section 2.02. Agent.

The agent shall be an appointed officer of the Church Council or an attorney representing the Church. The sole duty of the agent is to forward to the Church at its address any notice that is served on the agent.

ARTICLE 3. CHURCH MEMBERSHIP

Section 3.01. Qualifications For Membership.

As specified in the Constitution.

~~Members shall be received in any of the following ways:~~

~~(A) — By public profession of faith in Jesus Christ for salvation and acknowledgment of His Lordship in a believer's baptism by immersion; or~~

~~(B) — By receipt of a letter of recommendation from another Christian Church of like faith and order; or~~

(B3) Upon statement of faith by the candidate that he/she has previously received Christ, and a believer's baptism;

And

(C) Attendance at New Members Orientation,

And

(D) Endorsement by acclamation by the Congregation at a worship service or written approval by the Church Council

Records of endorsement/approval of membership shall be part of the public minutes of the Church Council.

Section 3. Designation of Membership

~~Notwithstanding Section 1(A), two (2) membership rolls shall be maintained on the list. One roll shall be of active/resident members and one roll shall be of inactive/nonresident members. The membership list with two rolls shall be updated annually.~~

~~(A) Active/Resident Members: All members who reside within the Church's ministry area and are~~

>>>>>>
1. Delete redundancy.

<<<<<<
2. Clarity

<<<<<<

~~(C) Upon statement of faith by the candidate that he/she has previously received Christ, and a believer's baptism; and~~

~~(D) Attendance at New Members Orientation, and~~

~~(E) Endorsement by the Church and/or approval by the Church Council~~

Section 3.02. Termination of Church Membership.

Membership in this Church shall be terminated in any of the following ways:

- 1. By letter of transfer to another Christian Church of like faith and order, or
- 2. By removal, at the request of the member, or
- 3. Upon written request from another church with consent of the member, or
- 4. By death of the member, or
- 5. By action of the Church Council by an affirmative vote of at least three-fourths (3/4) of its total members, stating in writing to the affected member the Church Council's intent. Such actions may be appealed in writing within thirty (30) calendar days. Appeals under this paragraph shall be considered and concluded by the Church Council within thirty days of receipt, and the appellant shall be promptly notified of the result. The Church Council's decision shall be final. All such decisions shall be reported in an open business meeting and be in the minutes of the meeting.

Section 3.03. Other Cases.

Where the basis of a membership, or termination thereof, is not specifically provided for in [Sections 3.01](#) or [3.02](#) of this Article, the Church Council by an affirmative vote of at least three-fourths (3/4) of its total members shall in a timely manner render a determination, by resolution. All such determinations shall be reported in an open business meeting and be in the minutes of the meeting.

Section 3.04. Membership List.

A membership list shall be kept current by the Secretary or duly appointed staff. The list shall reside in the Church files kept at its principal address. Such list shall name members of the Church, and shall designate members either as "Active/~~Resident~~ Members" or "Inactive/~~Nonresident~~ Members" in accordance with the Constitution.

~~currently active in the Church.~~

~~(B) — Inactive/Nonresident Members: Members who have moved out of the Church's ministry area and have not joined another church, and those members who are no longer active in the Church.~~

Section 4. Voting Rights of Members

(A) Every Active/~~Resident~~ Member is entitled to one vote. Each shall have the right to vote on the following matters:

- (a) The annual budget of the Church;
- (b) The election of the members of the Church Council and Trustees;
- (c) The disposition of all or substantially all of the assets of the Church;
- (d) The merger or dissolution of the Church;
- (e) The acquisition of real property and related indebtedness;
- (i) Adopting, amending or repealing the Constitution;
- (g) Adopting, amending or repealing By-Laws - if under care of Members;
- (h) The calling or removing of the Pastor;
- (i) Any other matters requiring or permitting action of members as specified in the Constitution, the By-Laws, and the law.

(B) A ~~Each~~ member's ~~shall be entitled to one vote~~, vote shall be exercisable only in person. Voting by proxy is prohibited. The voting rights of the ~~active~~ member cease effective with ~~transfer to inactive status~~ or the termination of membership, as provided for in the By-Laws.

(C) No member may transfer or otherwise assign his/her membership. A member's status of membership may be altered only as provided for in the By-Laws.

ARTICLE 5 - CHURCH MEMBERS MEETINGS

Section 1: Place

Meetings of the members shall be held at the principal ~~office of the~~ Church campus or at such other place or places within ~~the town of Palmyra (Fluvanna County)~~, Virginia as may be designated from ~~time to time~~ by the Church Council. ~~The use of an unusual venue for Members Meetings shall be well publicized prior to the event and may be protested by the congregation to the Church Council.~~

Section 2: Annual Meeting

An Annual Meeting of the Members shall be held in ~~September~~ of each year at such time as determined by the Church Council. The purpose of this meeting shall be to adopt an annual budget, to elect members to the Church Council ~~and Trustees~~, and to transact such other business as may properly come before the

1. Get rid of the Active/Resident and Inactive/Non-resident classes. Simply have Member with Active or Inactive status.

>>>>>>>>

Define Active and Inactive.

>>>>>>>>

Give members a chance to assess and challenge their status.

>>>>

For discusson.

<<<<<<

Clarity.

Section 3.05. Membership List Maintenance

Membership list shall be maintained with a list of Active and a list of Inactive Members. Active Member is defined as faithfully attending, serving, and contributing financially in fellowship with the church body and leadership. An Inactive Member demonstrates none of the characteristics defining an Active Member.

Section 3.06. Membership List Validation

Each year, 30 days prior to the Annual Meeting (or 14 days prior to a Special Called Membership Meeting), the list of Active Members shall be made reasonably available before, during and after the regularly scheduled worship services and in the church office during the week. Those who consider themselves to be active members shall be encouraged to check the list and verify their presence. A process for appeal of status to the Church Council will be made available.

ARTICLE 4. RIGHTS AND PRIVILEGES OF MEMBERS

Section 4.01. Voting Rights.

Only Active/~~Resident~~ members of the Church shall have the right to vote on Church matters. To change the status of membership, has to be in accordance with Section 5.05 in these By-Laws.

Section 4.02. Use of Church Buildings by Members.

Members are entitled to full use of all facilities in accordance with the provisions of these By-Laws and such policies, rules and regulations as may be adopted by the Church Council.

Section 4.03. Contract Use of Church Building/Properties.

Contract users ~~shall be members or friends~~ of the Church facilities is subject to Council approval. ~~to be eligible for a contract. Such~~ The contract shall specify the fee and the designated facilities and amenities in accordance with these By-Laws and such policies, rules, regulations, terms and conditions of use as may be adopted by the Church Council. ~~Under no circumstances shall companies, groups, or individuals be eligible for commercial use of the buildings or grounds.~~

Section 4.04. Charges.

The Church Council may, from time to time, establish user fees or charges for various facilities, amenities, and programs provided by the Church.

Meeting or any adjournment or adjournments thereof and subject to [Section 4](#) of this Article.

Section 3. Special Meetings

Special meetings may be called at any time by the Church Council, the Pastor or Active/~~Resident~~ Members in accordance with [Section 4](#) of this Article. The call of such meetings shall be done on an individual and personal basis by the ~~President~~ Chair or by a majority of the Church Council or by a petition signed by 25 Active/~~Resident~~ Members of the Church. A petition call for a special meeting shall state the purpose, and requested location/date. The Church Council shall set the actual date, within a reasonable time, for the special meeting and send out the Notice to the membership subject to [Section 4](#) of this article.

Section 4. Notice Requirements for Membership Meetings

(A) General Requirements

Whenever members are legally required or permitted to take any action at a meeting, proper notice shall be given to members no less than 14 days prior to a meeting nor more than 60 days before the meeting. Notification of membership meetings shall be given in any of the following manners which shall be deemed to be a reasonable method of calling a membership meeting:

- a. Distribution of written material to the congregation in attendance at Sunday services; or
- b. Announcement of the meeting in the Church newsletter/[official church communications](#); or
- c. Oral announcements to the congregation at Sunday services; or
- d. Delivery by United States mail to each [active](#) member identified on the voting membership roll.

[The above list shall not be interpreted as limiting such communications to those methods. All reasonable and normal methods of communication to the membership shall be used to provide such notice.](#)

(B) Notice of Certain Agenda Items

Approval by the members of any of the following proposals is valid only if the notice specifies the general nature of the proposal: [Article 4, Section 4](#) Voting Rights of Members, (A) (a) through (i).

[\(C\) The Church is required to give notice only to each member entitled to vote at such meeting.](#)

Section 5. Quorum

A minimum of ~~2~~ 10% of the Active/~~Resident~~ members ~~present and voting at a meeting duly noticed and called~~ shall constitute a quorum of the membership for the transaction of business. In the absence of a quorum at the Annual Meeting or a regularly scheduled Members' Meeting, a majority of the members present in person and entitled to vote may adjourn the meeting from time to time and place to place until a quorum is obtained.

Special Meetings shall not be adjourned from time to time.

ARTICLE 6 - REGULATION OF INTERNAL AFFAIRS

ARTICLE 5. MEETINGS OF CHURCH MEMBERS

Section 5.01. Annual Meeting.

[As specified in the Constitution](#)

~~An Annual Meeting of the Members shall be held in [September](#) of each year at such time as determined by the Church Council. The purpose of this meeting shall be to adopt an annual budget, to elect members to the Church Council and Trustees, and to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof and subject to the Notice Requirements as stated in the Constitution.~~

Section 5.02. Special Meetings.

[As specified in the Constitution](#)

~~Special meetings may be called at any time by the Church Council, the Pastor or Active/Resident Members in accordance with Notice Requirements. The call of such meetings shall be done on an individual and personal basis by the President or by a majority of the Church Council or by a petition signed by 25 Active/Resident Members of the Church. A petition call for a special meeting shall state the purpose, and requested location/date. The Church Council shall set the actual date for the special meeting and send out the Notice to the membership subject to Notice Requirements for Church Membership Meetings.~~

Section 5.03. Notice of Meetings.

[As specified in the Constitution.](#)

~~(A) The Church shall give members written notice of the date, time and place of each Annual and Special Members' Meeting as stated in the Constitution. Such notice shall be given, either personally or by mail, no less than 14 days prior to a meeting except that notice of a members' meeting to act on an amendment of the Constitution, a plan of merger, a proposed sale of major assets or the dissolution of the Church shall be given not less than twenty-five nor more than sixty days before the meeting.~~

>>>>>>
Delete redundancy

<<<<<<<<

>>>>>
Delete redundancy

>>>>>
Delete redundancy

<<<<<<
From Bylaws.

<<<<<<<
Reduce quorum to 10%.

>>>>>>

The following provisions are included for the management of the business, and affairs of the Church, and for the further definition, limitation, and regulation of the powers of the Church and of its members and Church Council.

Section 1. By-Laws: Adoption, Alteration, Amendment or Repeal

(a) The By-Laws shall contain the definitions, rules and regulations necessary or proper for the implementation of the purposes of the Church and the provisions of the Constitution, especially as they relate to membership and the interpretation and administration of the rules for governance in keeping with the Church's purposes, as stated in [Article 3](#).

(b) The ~~initial~~ By-Laws shall be adopted by the Church membership, which may alter, amend, or repeal the By-Laws or adopt new By-Laws; provided, however, that all By-Laws shall be subject to alteration, amendment or repeal by the members.

(c) The Church's Church Council may amend or repeal the Church's By-Laws except to the extent that:
a. The Constitution or the By-Laws reserve this power exclusively to the members; or
b. The members in adopting or amending particular By-Laws provide expressly that the Church Council may not amend or repeal that By-Law.

(d) A By-Law adopted or amended by the members that fixes a greater quorum or voting requirement for the Church Council may provide that it may be amended or repealed only by a specified vote of either the members or the Church Council.

Section 2. Nominations

There shall be appointed by the Church Council a Nominating Committee whose duties it shall be to provide nominations for all offices to be filled for the Church Council, Committees, and other leadership roles. The duties and requirements for such Nominating Committee shall be a part of the By-Laws.

Delete redundancy,.

>>>>>>>>
Not both.

~~(B) Notification of membership meetings shall be given in any of the manners listed in the Constitution.~~
~~(C) The Church is required to give notice only to each member entitled to vote at such meeting.~~

Section 5.04. Quorum.

As specified in the Constitution.

~~A minimum of 20% of the Active/Resident members present and voting at a meeting duly noticed and called shall constitute a quorum of the membership for the transaction of business. In the absence of a quorum at the Annual Meeting or a regularly scheduled Members' Meeting, a majority of the members present in person and entitled to vote may adjourn the meeting from time to time and place to place until a quorum is obtained.~~

~~Special Meetings shall not be adjourned from time to time.~~

Section 5.05. Membership List.

(B) The Membership List for a quorum shall include only members designated as "Active/~~Resident~~ Members."

(C) To change from inactive/~~nonresident~~ membership status to active/~~resident~~ membership, requires the member to request the reinstatement of Active/~~Resident~~ membership in writing to the Church Council ~~and or~~ to make a public request for endorsement from the Church at a worship service and receive such endorsement. The Church Council ~~grants records~~ final approval of status changes in compliance with these By-Laws.

Section 5.06. Record Date.

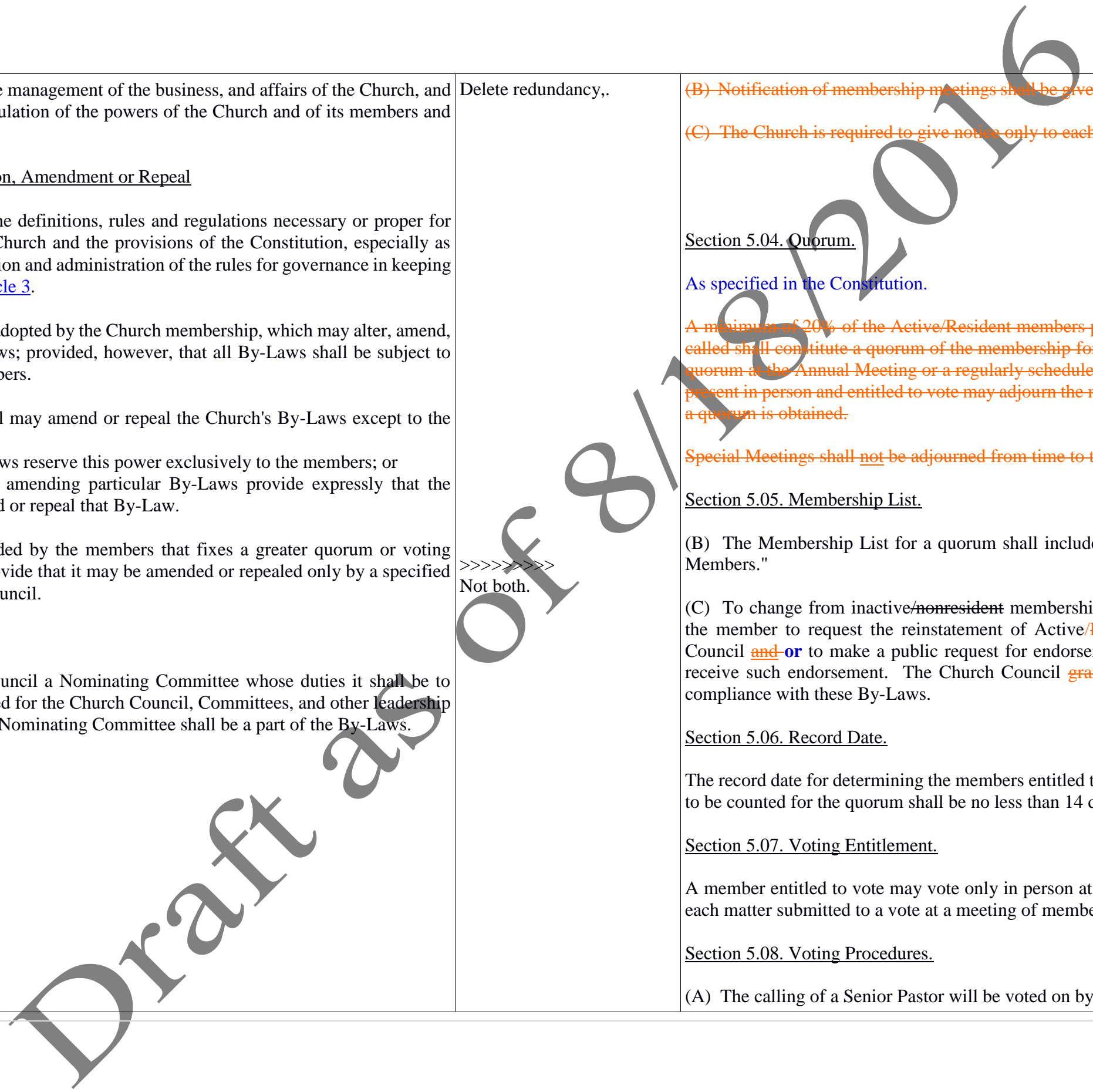
The record date for determining the members entitled to notice of or to vote at a Members' Meeting and to be counted for the quorum shall be no less than 14 days before the meeting.

Section 5.07. Voting Entitlement.

A member entitled to vote may vote only in person at the meeting and shall be entitled to one vote on each matter submitted to a vote at a meeting of members.

Section 5.08. Voting Procedures.

(A) The calling of a Senior Pastor will be voted on by Written Ballot.



ARTICLE 7 - THE CHURCH COUNCIL

Section 1. Election of Council Members

(A) Council Members shall be elected at the Annual Meeting by Church members eligible to vote. Council Members shall be of legal age, and **active** members of the Church. It is further provided that no member of the Church shall be qualified to be a candidate for or to serve on the Church Council if the member, or the father, mother, brother, sister, spouse, son, daughter, son-in-law or daughter-in-law, sister-in-law or brother-in-law of such member is a full time employee of the Church, or is under any contract with, or regularly provides supplies or services to the Church for pay in excess of \$3,000 per year during his/her term of office on the Church Council.

(B) At each Annual Meeting of the members, a quorum being present, those persons duly nominated shall be designated as candidates for each respective term or office to be filled and receiving the greatest number of votes for the respective term shall be the new Council Members. If the election of Council Members shall not be held on the day designated for any Annual Members Meeting or at any adjournment of such meeting, the Church Council shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

>>>>>>>>>>>
Delete redundancy

(B) Unless requested by a member, voting will be by voice vote or show of hands. If a member requests a ballot vote, such vote must be approved by the majority of those members present at the meeting. Ballot votes shall be counted by no less than three (3) tellers appointed by the Chairman of the meeting.

(C) No proxy (appointed individual) may vote for a member and written proxies will not be accepted.

(D) Cumulative Voting is not recognized.

Section 5.09. Church's Acceptance of Votes.

The Church will accept votes from all Active/**Resident** Members recorded on the Membership List as individuals eligible to vote.

Section 5.10. Place of Meetings.

IAW Constitution Article 5, Section 1.

~~Meetings of the members shall be held at the principal office of the Church (Church building campus), or at such other place in the County of Fluvanna as may be designated by the Church Council in the notice of such meetings.~~

Section 5.11. Organization.

(A) At every meeting of the members, the **President Chair**, or in the absence of the **President Chair**, a person chosen by a majority vote of the members present in person and entitled to vote, shall act as chairman (moderator) of the meeting.

(B) At every meeting of the members, the Secretary, or in the absence of the Secretary, a person chosen by a majority vote of the members present in person and entitled to vote, shall act as secretary of the meeting.

(C) Parliamentary Authority is Robert's Rules of Order., **latest edition**

Section 5.12. Business and Order of Business.

(A) A duly noticed and called meeting of the members shall have as its purpose to transact such business as may properly come before the Meeting or any adjournment or adjournments thereof.

(B) The order of business of all regular scheduled and special members' meeting shall be determined by the Chairman. However, such order of business may be changed by vote of a majority of the members present in person and entitled to vote at the meetings.

Section 2. Number of Council Members

There shall be six (6) Council Members.

Section 3. Term of Office for Council Members

One-third of the Church Council shall be elected annually only in the manner provided for in the Constitution and By-Laws. Each Council Member shall hold office for a term of three (3) years following his/her election, or until his/her death, resignation or removal. ~~Notwithstanding this, the first election following this change will have two members elected for a three-year term and one member elected for a two-year term. In addition in 2003, two members will receive a three-year term and one will receive a one-year term, then in 2004, two members will receive three-year terms.~~

Section 4. Vacancies

Any vacancy on the Church Council, caused by death, resignation, removal, disqualification, or any other cause other than an increase in the number of directors, may be filled until the next annual election by the affirmative vote of a majority of the remaining directors then in office at any regular or special meeting of the Church Council. Vacancies shall be publicized to the membership as they occur. Vacancies shall be filled within two regular sessions of their occurrence.

Section 5. Church Council To Make Regulations for Voting at Annual Members Meeting

The Church Council may make such regulations as they deem advisable for any meeting of members, in regard to proof of membership in the Church, evidence of the right to vote, the appointment and duties of inspectors of votes, and such other matters concerning the conduct of the meeting as they shall deem fit. Such regulations shall be specified in the announcement of the meeting.

Section 6. The Church Council May Contract for Service

The Church Council may contract with any other qualified person for the performance, as its agent, to fulfill the powers, duties, or functions of the Church.

Section 7. Property - Real Estate

(A) Neither the Church Council, Deacons, Trustees, Staff, Church officers, Committees or a Church member shall obligate the Church to purchase any real estate, incur any debt for the purchase of real estate, sell any real estate of the Church, obligate the Church to sell any real estate, nor encumber any real estate of the Church without the majority approval of the Active/Resident membership given in a duly noticed and called regular scheduled or special called business meeting with a quorum present.

(B) All property of the Church shall be held in the name of the Church.

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ARTICLE 6. CHURCH COUNCIL

Section 6.01. General Powers.

(A) The affairs of the Church shall be governed by the Church Council, who shall serve without compensation, and shall be answerable to the Church membership. The management shall be exercised by the Church Council as outlined in the Constitution, these By-Laws, and as expressly required by law.

(B) The Church Council shall have the authority to establish, adopt, and enforce policies, rules and regulations with respect to use of Church property and with respect to such other areas of responsibilities assigned to the Church Council, by the Church's documents, by the Church membership and by law. The Church Council shall have the authority to establish, adopt, enforce, and reasonably publish committee Charters as specified in these By-Laws.

(C) Adopted policies, rules and regulations by the Church Council shall be reasonably published or distributed to the members.

(D) The Church members may call a special meeting and with a majority of votes cast at such meeting convened in accordance with the provisions of the Church's by-laws and called for that purpose, shall repeal or amend any policy, rule or regulation adopted by the Church Council.

Section 6.02. Number, Term of Office and Qualifications.

(A) As specified in the Constitution.

~~There shall be six (6) Council members. One-third of the Church Council shall be elected annually only in the manner provided for in the Constitution and By-Laws. Each Council member shall hold office for a term of three (3) years following his/her election, or until his/her death, resignation or removal. Qualification to serve are listed in the Constitution.~~

(B) A council member elected by the membership to fill a vacancy created by death, removal, resignation or disqualification shall serve for the unexpired term created by the vacancy.

(C) A council member appointed by the Church Council to fill a vacancy created by death, removal, resignation or disqualification shall serve until the next Annual Meeting.

(D) A council member shall perform his duties as a Council member, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Church, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In

(C) The Cemetery located on the Church property shall be under the care of the Trustees and governed by written policy.

Section 8. Church Council Meetings

(A) All meetings of the Church Council at which a quorum of council members are present shall be held in sessions open to the Church membership except for executive or closed meetings which may be held only for the following purposes and on the following conditions:

- a. Personnel Matters: Personnel are defined as employees of the church whose pay is issued through the church bookkeeping system. Issues regarding employees are taken up in these sessions. These matters might include, but are not limited to: hiring, firing, raises, discipline and performance reviews.
- b. Communications with legal counsel: Matters such as attorney-client privilege, pending litigation and settlement strategies may be discussed in this session. The legal counsel does not have to be present in any way during the meeting.
- c. Pending or possible litigation: Strategy sessions or negotiations with respect to prospective litigation, litigation, or issuance of a detrimental effect on the litigating position of the Council.
- ed. Discussions which would result in Disclosure of information in violation of law.
- e. **To discuss the deployment of physical security strategies for the Church campus..**
- f. **To discuss the reputation, character, physical condition or mental health, rather than professional competence, of an individual, or to discuss the discipline or dismissal of, or complaints or charges brought against an employee, staff member or individual.**

(The individual to be discussed in such executive session shall be notified in writing by the public body at least 48 hours prior to the proposed executive session; provided, however, that notification may be waived upon written agreement of the parties. This purpose is designed to protect the rights and reputation of individuals. An executive session called for this purpose triggers certain rights for the individual who is the subject of the discussion. The individual has the right to be present, though he or she may choose not to attend.)

(B) The Church Council shall meet at least once each quarter and at such other times as established by the Church Council. Minutes shall be taken at all meetings and kept in a file available for members to read upon request. All dates of meetings shall be posted at the Church's principal office with the planned agenda for the meeting.

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performing his duties, a Council member shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of the Church whom the Council member reasonably believes to be reliable and competent in the matters presented,
- (b) counsel, public accountants or other persons as to matters which the Council member reasonably believes to be within such person's professional or expert competence, or
- (c) a committee of the Council upon which he does not serve, duly designated in accordance with a provision of the Constitution or the By-Laws, as to matters within its designated authority, which committee the Council member reasonably believes to merit confidence,

A person who so performs his duties shall have no liability by reason of being or having been a Council member but shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

A Council member who is present at a meeting of the Church Council at which action on any Church matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall filed his/her written dissent to such action with the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Church immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Council member who voted in favor of such action.

Section 6.03. Nominations.

Council members shall be nominated by the Church's Nominating Committee and presented to the Church for election at the Annual Meeting.

Section 6.04. Election.

(A) Council members shall be elected annually at the Annual Meeting.

(B) In any election of Council members, a quorum being present, the members among the candidates for each respective term of office who receive the greatest number(s) of votes shall be elected to that term of office.

Section 6.05. Resignation.

Any Council member may resign at any time orally or in writing, by notifying the **President Chair** of the Church Council or the Secretary. Such resignation shall take effect at the time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it

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effective.

Section 6.06. Removal.

Any Church Council member may be removed at any time, either with or without cause, by such vote as would suffice for his/her election given in person at a special meeting of the members called expressly for that purpose, at which a quorum shall be present.

Section 6.07. Vacancy.

As specified in the Constitution.

~~Any vacancy on the Church Council caused by death, resignation, removal, disqualification, or any other cause other than an increase in the number of Council members, may be filled until the next annual election by the affirmative vote of a majority of the remaining Council members then in office, at any regular or special meeting of the Church Council.~~

Section 6.08. Organization.

(A) At each meeting of the Church Council, the Chairman, or his/her absence the Vice Chairman, or in his/her absence the Council member chosen by the majority vote of the Council members present, shall preside. The Secretary shall act as Secretary of the meeting. In the Secretary's absence, or in the discretion of the chairman, any person appointed by him/her, shall act as Secretary of the meeting.

(B) The Parliamentary Authority is Robert's Rules of Order, [latest edition](#).

(C) Proxy voting is not permitted.

Section 6.09. Place and Notice of Meeting.

Regularly scheduled meetings require no notice. Special called meetings require notice be provided to all Council members. The method of notification may be any means of normal communications with reasonable expectation the Council member shall receive it prior to the meeting date. Notice of any adjourned or recessed meeting of the Council members need not be given.

Section 6.10. Action Without a Meeting.

(A) Unless the Constitution or By-Laws provide otherwise, action required or permitted to be taken at a Council meeting may be taken without a meeting if the action is taken by all members of the Council. The action shall be evidenced by one or more written consents stating the action taken, signed by each Council member either before or after the action taken, and included in the minutes or filed with the Church records reflecting the action taken.

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(B) Action taken under this section becomes effective when the last Council member signs the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each Council member.

(C) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 6.11. Organizational Meeting.

(A) The Church Council may meet, without notice of such meeting, for the purpose of organization, the election of officers and the transaction of other business, on the same day as, at the place which, and as soon as practical after each annual election of Council members is held.

(B) Such meeting may be held at any other time or place specified in a notice given as hereinafter provided for special meetings of the Church Council, or in a waiver of notice thereof. [Note Section - [Section 6.13](#) Special Meetings]

Section 6.12. Regular Meetings.

Regular meetings of the Church Council may be held at such times and places as may be fixed from time to time by action of the Church Council. ~~Unless required by resolution of the Church Council, notice of any such meeting need not be given.~~ Notice of regular meetings shall be published as part of the church calendar and advertised by the methods normally used for periodic church meetings.

Section 6.13. Special Meetings.

(A) Special meetings of the Church Council shall be held whenever called by the ~~President~~ [Chair](#) of the Church Council, or by any two or more Council members. Notice of each such meeting shall be mailed to each Council member addressed to him at his residence or usual place of business, at least five (5) days before the date on which the meeting is to be held; or such notice shall be delivered to him personally or by telephone not later than twentyfour (24) hours before the time at which the meeting is to be held.

(B) Each such notice shall state: the purpose, time, and place of the meeting. Notice of any adjourned or recessed meeting of the Church Council need not be given.

(C) Notice of special meetings of the Council and agenda shall be publicized to the membership by the methods normally used for periodic church meetings.

Section 6.14. Quorum and Manner of Acting.

(A) A majority of the total number of Council members, as fixed by these By-laws, shall constitute a

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quorum for the transaction of business.

(B) Unless otherwise provided for in these By-Laws, the act of a majority of the Council members present at any meeting at which a quorum is present shall be the act of the Church Council.

(C) In the absence of a quorum, a majority of the Council members present may adjourn the meeting from time to time until a quorum be had.

(D) The Council members shall act only as a Council and the individual members shall have no power as such.

(E) The Council members shall vote in person; proxy voting by the members is not permitted.

ARTICLE 7. DEACONS

Section 7.01. General Powers.

(A) The Deacons shall be appointed by the Church Council and are responsible for assisting the pastor in the spiritual ministry of the Church and the care of the congregation.

(B) The office of a deacon demands a high level of commitment, a mature knowledge of the faith, and dedication to fellowship and service. I Timothy 3:13 summarizes it best, "For those who have served well as Deacons obtain for themselves a high standing and great confidence in the faith that is in Christ Jesus." That high standing does not mean a qualification for promotion in the church. Rather, it is the ability to speak with boldness from a faith and a testimony grounded in loyal and humble service to Christ and to His bride, the church. That great confidence does not give one the right to look down on any man, but the ability, borne out of a Christ-centered life, to look anyone in the eye and tell of Christ's love in an appeal to their decision to trust Christ as you have trusted Him and live for Him.

(C) Charge to the deacons:

As a deacon, you will study the Scriptures, pray without ceasing, serve the needy, and model your life after the life of Christ. To symbolize your acceptance of this call, you will answer the following charge before God and these witnesses by saying, "I will."

- God calls us to salvation and Christian living. Will you commit yourself to that kind of life?
(response)

- God calls us to spread the good news of his love. Will you promise to tell others about the faith?
(response)

- God calls us to teach the unsearchable riches of his Word. Will you consecrate your mind to study the Bible? (response)

- God calls us to minister to people wherever we find them in need. Will you dedicate yourself to helping the needy? (response)

- Will you pray for the direction of the Holy Spirit? (response)

- Will you be present and active in the Church? (response)
- Will you work with Church leaders to build up the congregation? (response)
- Will you strive to be an example to Christians and a bridge to non-Christians? (response)
- Will you promise to live in a way that will honor Christ, and, in the presence of this congregation, to accept the office of deacon, and to fulfill the duties of this office? (response)

Section 7.02. Number, Term of Office and Qualifications.

(A) By July of each year, the Deacon Chair will confer with the Senior Pastor and recommend to Church Council the number of Deacon positions which should be approved for the following church year. The number approved shall be recorded in the Council minutes.

(B) There shall be 3 repeating Deacon tracks, each being a 3 year term. Each Deacon shall be assigned to a position within a specific track. Track A shall be considered to have started October 1, 2013. Track B shall be considered to have started October 1, 2014. Track C shall be considered to have started October 1, 2015. In the first year after approval of these amendments the Deacon Chair and the Pastor, with the concurrence of the Council, will designate which Deacons are in which positions/tracks in order to achieve a balanced rotation of approximately 1/3 of the Deacon positions each year.

	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023
A	A		A			A		A		A	
B	B			B		B			B		B
C	C			C		C			C		

Prior to appointment, each Deacon candidate shall be notified as to which Deacon track they are to be assigned. Record of each assignment shall be kept in the Deacon minutes and shall be reported to Church Council on a regular basis. Deacon positions are not tied to specific offices. .

(C) After serving a full term as appointed, Deacons shall take a minimum one year sabbatical. After one year out of active Deacon service, a Deacon shall be eligible for nomination for reappointment to a Deacon position.

D. Qualifications

Individuals seeking appointment as a Deacon shall be a member of Effort Baptist Church, be an Active/~~Resident~~ Member, be full of faith and wisdom, and be willing to assume the obligations of leadership and welfare of the membership. All Deacons must have been called at a Service of Ordination, or be presented at and participate in a scheduled ordination service.

Section 7.03. Nominations.

In July of each year the Deacon body shall publicize that they are seeking new Deacon candidates for

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the coming term. The congregation will be invited to submit names to the Deacon body. The Deacon Chair shall combine the names of prospective Deacons submitted by the Deacon Body with those submitted by the Congregation for presentation to the Church Council for approval. Once approved by Church Council, the Deacons will approach prospective members to obtain agreement to serve. The Deacon Body shall then submit names of those agreeing to serve to Church Council for appointment.

Section 7.04. Resignation.

Any Deacon may resign at any time orally or in writing, by notifying the **President Chair** or the Secretary. Such resignation shall take effect at the time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.05. Removal.

Any Deacon may be removed at any time, either with or without cause, by unanimous vote by those Council members present at a special meeting called expressly for that purpose, at which a quorum shall be present.

Section 7.06. Vacancy.

Any vacancy of a Deacon position caused by death, resignation, removal, disqualification, or any other cause, may be filled to serve the remainder of the position's term by the affirmative vote of a majority of the Council members at a duly called meeting. Deacons filling a position for less than 1.5 years would not be subject to the sabbatical requirement of 7.02(C).

Section 7.07. Quorum and Manner of Acting.

(A) A majority of the total number of Deacons, as fixed by these By-Laws, shall constitute a quorum for the transaction of business.

(B) Unless otherwise provided for in these By-Laws, the act of a majority of the Deacons present at any meeting at which a quorum is present shall be the act of the Deacons.

(C) In the absence of a quorum, a majority of the Deacons present may adjourn the meeting from time to time until a quorum be had.

(D) The Deacons shall act only as a group and the individual Deacons shall have no power as such.

(E) The Deacons shall vote in person; proxy voting by the Deacons is not permitted.

(F) At the beginning of each year, the Deacons shall elect from among their number a Chair and a Secretary to serve a term of one year. Such election shall be reported to the Church Council.

Section 7.08. Compensation of Deacons.

No person serving as a Deacon shall receive compensation for such service.

ARTICLE 8. TRUSTEES

Section 8.01. General Powers.

(A) The Trustees shall be allowed whatever powers are allowed to Trustees under the Code of Virginia.

(B) They shall be the legal representatives of the Church in matters concerning the Church property; and title to the Church property shall be vested in them for the benefit of the Church, subject to the direction of the Church.

(C) Nothing herein shall be deemed to charge any Trustee with any personal financial liability for acts done on behalf of the Church. Any liability for such acts, over and beyond that provided by insurance, will be assumed by the Church and the Trustee will be saved harmless.

(D) Signatures of Trustees on any legal document shall require a majority of the number of Trustees at the time fixed by these By-Laws.

Section 8.02. Number, Term of Office and Qualifications.

(A) Number of Trustees

The Trustees shall be not less than three and not more than five persons.

(B) Term of Office

The term of office is for one year which shall be from October 1 to September 30.

(C) Qualifications

Trustees must be of legal age and an Active/~~Resident~~ Member of the Church and may not serve concurrently on the Church Council.

Section 8.03. Resignation.

(A) Any Trustee may resign at any time, orally, or in writing, by notifying the Chairman of the Committee or the Church Clerk.

(B) Such resignation shall take effect at the time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

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Section 8.04. Removal.

Any Trustee may be removed at any time, either with or without cause, by the Church.

Section 8.05. Vacancy.

Any vacancy on the Trustees, caused by death, resignation, removal, disqualification, or any other cause, may be filled until the next annual election by the affirmative vote of a majority of the Church Council, at any regular or special meeting of the Church Council.

Section 8.06. Quorum and Manner of Acting.

(A) A majority of the number of Trustees at the time fixed by these By-Laws shall constitute a quorum for the transaction of business.

(B) The act of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Trustees.

(C) In the absence of a quorum, a majority of the Trustees present may adjourn the meeting from time to time until a quorum be had.

(D) The Trustees shall act only as a group and the individual Trustees shall have no power as such.

Section 8.07. Compensation of Trustees.

No person serving as a Trustee shall receive compensation for such services.

ARTICLE 9. TREASURER

Section 9.01. Treasurer.

(A) The Treasurer shall be elected by the Church Council for a term of one calendar year and may be elected to successive terms. The Treasurer shall be ex-officio member of the Finance Committee.

(B) Except as may otherwise be specifically provided by the Church Council, the Treasurer shall be responsible for, all funds and securities which will include the adequacy of procedures used to receive money and receipt for money paid to the Church from any source whatsoever. See that deposits of all such monies in the name of the Church be made in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws. Against proper vouchers cause such funds to be disbursed pursuant to guidelines or special directions from the Finance Committee, or as authorized by the Church budget on the authorized depositories of the Church. Regularly cause to be entered in books to be kept by him/her or under his/her direction, full and adequate accounts of all money received and paid by him/her for accounts of the Church; in general perform all the duties

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incident to the office of Treasurer.

(C) The administrative duties will meet the standard of generally accepted accounting principles.

ARTICLE 10. COMMITTEES

Section 10.01. Committees.

(A) Two types of committees shall be appointed by the Church Council: These are "standing committees" and "special committees." Members of committees shall be appointed annually by the Church Council. Church officers and all committee members shall be expected to exhibit Christian moral behavior and conduct.

(B) Standing Committees shall be: Building and Grounds, Finance, Nominating, Personnel, and Missions.

(C) The composition, specific powers and duties of each standing committee shall be delineated in a charter approved by the Church Council and kept in the Church Policies Manual.

(D) Special committees may be appointed by the Church Council to perform some special task, secure more information, investigate a situation, and bring back a report or a recommendation to the Church or the Church Council. These shall be considered temporary committees whose term is completed when they have completed their mission, as determined by the Church Council.

(E) Neither the designation of any such committee, the delegation thereto of authority, nor action by such committee pursuant to such authority shall alone constitute compliance by any member of the Church Council, not a member of the committee in question, with his/her responsibility to act in good faith, in a manner he/she reasonably believes to be in the best interests of the Church, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

(F) Each committee must have a majority of its membership composed of members of the Church.

(G) A majority of the total number of committee members for each committee fixed by these By-Laws, or the Committee's respective charter, shall constitute a quorum for the conduct of committee business. Members of any such committee shall act only as a committee and the individual members shall have no power as such.

(H) All committees shall keep meeting minutes showing all votes or actions by members with copies provided to the Church Council.

(I) The Church Council shall have the authority at any time to fill vacancies.

(J) Each committee shall elect its own chairperson and secretary. Each chairman shall be a member of

ARTICLE 8 - ACCESS TO CHURCH RECORDS

(A) The Church shall keep as permanent records minutes of all meetings of its Members Meetings and Church Council, a record of all actions taken by the Church Council without a meeting, and a record of all actions taken by a committee of the Church Council in place of the Church Council on behalf of the Church.

(B) The Church shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

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the Church.

(K) No person serving on a committee receives compensation for such service.

ARTICLE 11. RECORDS AND REPORTS

Section 11.01. Church Records.

The Church shall keep detailed records of its operation and administration including income received and expenses incurred; and including as permanent records: (1) minutes of all meetings of its members, (2) a permanent record of all actions taken by the Church members or Church Council in the Church's behalf or as the agent of the Church, (3) annual financial reports, and (4) a policy manual.

Section 11.02. Access to Church Records.

As specified in the Constitution.

~~(A) Subject to the provisions of subsection (B) of this section, all books and records kept by or on behalf of the Church shall be available for examination and copying by a member.~~

~~(B) Books and records kept by or on behalf of the Church may be withheld from inspection to the extent that they concern: (1) Personnel records; (2) An individual's medical records; and (3) any legal documents identified as privileged by the Church's attorney.~~

~~(C) The Church may impose and collect a charge, reflecting the actual costs of materials and labor, prior to providing copies of any books and records to a member under this section.~~

~~(D) Non members of the Church have no authority or right to access Church records unless expressly provided for by these By Laws or by law.~~

Section 11.03. Annual Report.

An annual report shall be provided at the Annual Meeting. Copies shall be made available to the members.

Section 11.04. Definition of Year.

(A) Fiscal Year:
The fiscal year of the Church shall commence the first day of October and shall end on the last day of September in each year.

(B) Church Year:
The Church year shall commence the first day of September and shall end on the last day of August in each year.

<p>(C) The Church shall keep detailed records of receipts and expenditures affecting the operation and administration of the Church.</p> <p>(D) All books and records kept by or on behalf of the Church, including, but not limited to the Church's membership list and addresses, which shall not be used for the purposes of commercial solicitation, shall be available for examination and copying by a member or his/her authorized agent. This right of examination shall exist without reference to the duration of membership and may be exercised only during reasonable business hours or at a mutually convenient time and location and upon no less than five days' written notice.</p> <p>(E) Books and records kept by or on behalf of the Church may be withheld from inspection and copying to the extent that they concern:</p> <ol style="list-style-type: none"> 1. Personnel matters or a person's medical records; 2. Communications with legal counsel or attorney work product or pending litigation; 3. Transactions currently in negotiation and agreements containing confidentiality requirements; 4. Pastor's or ministers' confidential counseling notes and confidential working papers; 5. Contribution Statements for Contributors with only the individual contributor being provided his/her record; 6. Disclosure of information in violation of law; or 7. Meeting minutes or other records of an executive session of the Church Council held in accordance with the Church By-Laws. <p>(F) The Church may impose and collect a charge, reflecting the actual costs of materials and labor, prior to providing copies of any books and records to a member under this section.</p>	<p><<<<<<</p> <p>Members are entitled to members names but not addresses, phone numbers, etc. Other identifying information can be published only with agreement of the member..</p>	<p style="text-align: center;"><u>ARTICLE 12. CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, AND FINANCIAL STATEMENTS</u></p> <p><u>Section 12.01. Responsibility.</u></p> <p>The Church Council shall insure the proper preparation and integrity of the consolidated financial statements of the Church. The financial statements shall be prepared in accordance with generally accepted accounting standards.</p> <p><u>Section 12.02. Execution of Contracts and Other Documents.</u></p> <p>The Church Council, except as law or these By-Laws otherwise require, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Church to enter into any contract or execute any deed or other instrument. Such authority may be general or confined to specific instances.</p> <p><u>Section 12.03. Checks, Drafts, Money Orders.</u></p> <p>All checks, drafts, and other orders for payment of money out of funds of the Church shall be signed on behalf of the Church in such manner as shall from time to time be determined by resolution of the Church Council and reflected in minutes of the meeting.</p> <p><u>Section 12.04. Deposits.</u></p> <p>The funds of the Church not otherwise employed shall be deposited from time to time to the order of the Church in such banks, trust companies or other depositories as the Church Council may from time to time select.</p> <p><u>Section 12.05. Annual Audit.</u></p> <p>The Church Council shall cause an annual audit of the accounts of the Church to be performed by a Certified Public Accountant.</p>
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ARTICLE 9 - INDEMNIFICATION

(A) Except as and to the extent hereinafter provided, the Church shall indemnify each 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, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Church), by reason of the fact that he is or was a Council Member or officer of the Church or duly authorized agent of the Church, or is or was serving at the request of the Church against the following: expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding.

(B) Except as and to the extent hereinafter provided, the Church shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Church to procure a judgment in its favor by reason of the fact that he is or was a Council Member or officer of the Church, or is or was serving at the request of the Church as an agent against the following: expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with defense or settlement of such action or suit.

(C) No such person shall be entitled to be thus indemnified: (i) in relation to any such action, suit or proceeding referred to in paragraphs (a) and (b) above, unless he acted in good faith and in the manner he reasonably believed to be in or not opposed to the best interests of the Church or (ii) as to any action, suit or proceeding referred to in paragraph (b) above, if he shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duties to the Church, unless and only to the extent that the court in which such action or suit was brought shall determine that despite the adjudication of liability such person is reasonably entitled to indemnity.

(D) Any indemnification under the paragraphs above (unless ordered by a court) shall be made by the Church only as authorized in each specific case, upon a determination that indemnification of the Council Member, officer, employee or agent, as the case may be, is proper in the circumstances because such person has met the applicable standard of conduct set forth above. Such determination is made by (i) the Church Council, by a majority vote of a quorum of disinterested Council Members, or (ii) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Council Members so directs, by independent legal counsel which may be counsel customarily retained by the Church in a written opinion, or (iii) by the members. In making any such determination, the Council Members shall be entitled to, and

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shall be fully protected if they rely as to all questions of law upon, and cause the Church to act in accordance with, the written opinion of independent counsel selected for such purpose by, or in a manner designated by the Church Council (which may be counsel customarily retained by the Church), stating whether such settlement is in the best interests of the Church and whether such indemnification is lawful and is authorized by this Constitution.

(F) Every reference in this Article to a Council Member or officer or agent shall include his/her heirs and personal representatives. The right to indemnification provided by this Article is in addition to, and is not exclusive of; any other rights of reimbursement or indemnification to which the persons indemnified hereby may be entitled.

ARTICLE 10 - AMENDMENT TO THE CONSTITUTION

The Constitution may be amended, added to, or repealed at any Annual Meeting of the Church at which a quorum is present and by a two-thirds majority vote of the members present, provided that a Notice of the proposed amendment shall be given in the Notice of the Meeting. **Such amendment shall clearly show the existing wording and the recommended changes upon which the members shall vote.** Such recommendation for amendment shall come from the Church Council to the membership.

ARTICLE 13. AMENDMENTS

Section 13.01. By the Church Council.

~~The initial By-Laws shall be approved by the Church membership.~~ The Church Council may alter, amend, or repeal the By-Laws or adopt new By-Laws; provided however, that all By-Laws shall be subject to alteration, amendment or repeal by the Church members.

Section 13.02. By the Members of the Church.

At any regular or special business meeting of the Church, wherein a quorum is present, the Church By-Laws may be amended, altered, or repealed by a two-thirds affirmative vote of the members present and entitled to vote.

The members may reserve the power exclusively to amend, alter, or repeal certain By-Laws or to fix a greater quorum or voting requirements for the Church Council to amend or repeal a By-Law under the Council's care. [Refer: Section 10.05 of these By-Laws]

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