

RESTATED BY-LAWS OF IMMANUEL CHURCH OF CHELMSFORD

ARTICLE I

General Provisions

Section 1. Name – The name of the corporation shall be Immanuel Church of Chelmsford, Massachusetts.

Section 2. Location – The principal office of the corporation shall be located at 301 Boston Road, Chelmsford, Massachusetts, 01824. The elders may establish other offices and places of worship in Massachusetts or elsewhere.

Section 3. Purpose – The purpose of Immanuel Church is to establish and maintain the public worship of God, to proclaim the gospel of Jesus Christ throughout a lost world, to reach and equip Christians for ministry, and to provide a meaningful, caring fellowship.

Section 4. Fiscal Year – Except as from time to time may be otherwise determined by the elders, the fiscal year of the corporation shall end on the thirtieth (30th) day of June of each year.

ARTICLE II

Members

Section 1. Requirements for Membership – Any person who desires membership must:

- a. Complete an information form;
- b. Give testimony to two or more elders of:
 1. Repentant faith in Jesus Christ and reliance on Christ for justification before God,
 2. Being baptized in obedience to the command of Christ as a believer; and
 3. Assent in writing to the Church's Articles of Faith and Bylaws.

Upon completion of these requirements to the satisfaction of the Board of Elders, the Elders will approve the applicant as a member and add them to the membership list (the "Membership List"). Voting members are those persons in the membership list that are eighteen (18) years of age or older.

Section 2. Removal from Membership List – Names may be removed from the membership list by the Board of Elders:

- a. Upon receipt of a letter, certificate or other information that a member has become a member of another Church; or
- b. By being voluntarily absent and/or failing to communicate with the Church for a period of at least six (6) months and being declared inactive by the Board of Elders; or
- c. By request or resignation sent by the member to the Board of Elders; or

- d. By death; or
- e. By removal due to discipline pursuant to Section 3 below.

Section 3. Disciplinary Removal of Members from Membership List–

- a. The Board of Elders shall have the responsibility and authority to initiate disciplinary procedure when it determines that a member is detrimentally opposed to the Doctrines, Practices or Mission of the Church.
- b. The Board of Elders shall follow the procedure and abide by the spirit of discipline as found in the New Testament (Matthew 18:15-20, Galatians 6:1-2, I Corinthians 5, II Thessalonians 3:14-15). The goal of disciplinary action shall be restoration of the member to the Lord and the Church.
- c. When all efforts toward restoration have failed a member shall be removed from the Membership List by a vote of the Board of Elders. Disciplinary removal shall be ratified by three fourths (3/4) vote of the members present at an open meeting at which the erring member's attendance shall be requested by letter. If they refuse to appear or to listen to the Church this removal from membership shall remain in effect and they are to be treated in accordance with Matthew 18:17; ii Thessalonians 3.14, 15; I Corinthians 5.11. Upon dismissal, the Board of Elders shall attempt to notify the ex-member of this action and shall remove the member from the Membership List.
- d. When a removed member gives evidence of repentance and desires to be reinstated into membership, the Board of Elders may approve reinstatement by vote and shall return the member to the Membership List.

Section 4. Meetings of Members –

- a. The Annual Business Meeting of the members of the corporation shall be held during May each year at a time and place selected by the Board of Elders. An announcement of the date of the Annual Business Meeting must be made for two (2) Sundays preceding that date. Written reports from the Senior Pastor, Officers and Ministry/Leadership teams are required at the Annual Business Meeting. Officers shall be elected and shall assume their duties immediately. The proposed budget shall be made available to the Church membership at least one week prior to the Annual Business Meeting. The budget will be voted on at the Annual Business Meeting and, upon approval, becomes effective at the beginning of the new fiscal year. If the annual meeting is not held on such date, a special meeting in lieu of an annual meeting may be held with all the force and effect of an annual meeting.
- b. The Semi-Annual Business Meeting shall be held during the month of November at a time and place to be selected by the Board of Elders.

An announcement of the date of the meeting shall be made for two (2) Sundays preceding that date. A written financial report and appropriate oral reports from the Senior Pastor, Officers, Ministry/Leadership Teams and Committees shall be presented. Five (5) members shall be elected to the Nominating Committee at this meeting.

- c. Special meetings of the members may be called at any time by the chairman of the Board of Elders, the Board of Elders, or the Senior Pastor or at the written request of fifteen (15) members and shall be called by the clerk, or in the case of the death, absence, incapacity or refusal of the clerk, by any other corporate officer. Notice of any special meeting shall be given on the two (2) Sundays preceding the meeting.

Section 5. Action at Meetings – At all meetings of the members the vote of each member must be cast in person. Ten percent (10%) of the members of the church present in person shall constitute a quorum at any meeting of the members but a lesser number may without further notice adjourn the meeting to any other time. At any meeting of the members at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is specified by law, the Articles of Organization or these By-laws. Robert's Rules of Order shall govern the conduct of the meetings unless otherwise provided herein. No member shall be allowed to vote by proxy.

Section 6. Worship Meetings – Services for worship, instruction and fellowship shall be conducted each week. The Board of Elders shall determine the times and frequencies of the services. The Lord's Supper shall be served at least once a month.

ARTICLE III

Elders / Elders

Section 1. Powers – The business and property of the corporation shall be managed by a Board of Elders which shall be identical to the Board of Elders who may exercise all the powers of the corporation which are not expressly reserved to the members by law, the Articles of Organization or these By-laws. Any reference herein to the Board of Directors or to the Board of Elders shall refer to the same board. Each Director shall be an Elder and vice versa. The term "Board of Elders" will be the preferred designation for the "Board of Directors" in this document.

Section 2. Election – A Board of Elders of such number, not less than three, shall be elected annually by secret ballot by a majority vote of the members at the annual meeting or at a special meeting in lieu of an annual meeting. All elders shall hold office until the next annual meeting of the members or special meeting in lieu of an annual meeting and thereafter until their respective successors are chosen and qualified. Any vacancy in an office other than elder may be filled on an interim basis by a vote of the Board of Elders, until the next annual meeting or until such time as a special meeting is called, which ever comes first, for the purpose of voting on a new official for the position by the membership of the church. All full-time ordained ministerial staff shall be

recognized as elders, but, with the exception of the Senior Pastor, they will only be voting members of the Board of Elders if elected to the Board by the church membership.

Section 3. Tenure and Number – Elected Elders shall be commissioned by praying and publicly laying on of the hands. In order to vote, an Elder must be elected and commissioned. Re-elected Elders need not be recommissioned. Elected Elders shall actively serve on the Board of Elders for a one-year term and may serve up to seven consecutive years. There shall be a waiting period of one year before re-election to the Board. There shall be at least three elected Elders with the goal of the church to have at least two elected Elders for each full-time ordained Ministerial Staff member.

Section 4. Qualifications and Duties –

- a. Qualifications for this office shall be those stated in I Timothy 3:1-7 and Titus 1:5-9.
- b. Duties – Elders shall be responsible:
 - (1) to provide spiritual leadership of the Church;
 - (2) to establish priorities, policies, plans and courses of action for implementing the stated objectives and voted decisions of the Church;
 - (3) to interview and vote on applicants for membership;
 - (4) oversee the discipline, shepherding and teaching of the membership;
 - (5) to regularly examine the membership role and designate each member's active status: active, inactive or dismissed;
 - (6) to guard the Church from false doctrine and divisiveness;
 - (7) to meet regularly for mutual education, growth and business;
 - (8) to assist the Pastoral Staff in the administration of the ordinances;
 - (9) to minister and to pray for the sick;
 - (10) to approve all agendas presented to the congregation for a vote except meetings convened by a petition of the membership;
 - (11) to decide on issues not reserved for congregational vote;
 - (12) to approve hiring of all staff other than Senior Pastor;
 - (13) to designate which ministry/leadership teams are to function and to appoint Elders, Lead Deacons or Lead Deaconesses to chair those ministry/leadership teams;
 - (14) to transact all legal business of the Church;
 - (15) to review annual budget and oversee disbursement of funds.
 - (16) to appoint a Chairman, Vice-Chairman and Secretary of the Board within two weeks of the Annual Business Meeting.
 - a. The Chairman shall preside over the Board meetings and, as Moderator of the congregation, shall preside over the congregational business meetings.
 - b. If he is unable to preside, the Board shall appoint a substitute Moderator.

c. The Church Clerk shall provide copies of each congregational meeting's minutes to the Board members and a summary shall be posted for the information of the church members.

d. The Secretary of the Board of Elders will take and keep minutes of the Elder Board meetings and provide copies to the Board of Elders.

- (17) to represent the Church by laying on of hands when appropriate;
- (18) to submit to Scriptural teaching on the role of Elders (Acts 20:17,28; I Timothy 5:17-20; James 5:13-17; I Peter 5:1-4; Hebrews 13:7, 17);
- (19) to oversee the distribution of the benevolence fund; and
- (20) The Board of Elders shall be the final authority on the interpretation of the Constitution and By-Laws.

Section 5. Resignation and Removal – Any elder may resign by delivering a written resignation to the corporation at its principal office or to the Chairman of the Board of Elders or clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some alter time. Any elder may be removed from office with or without cause by the affirmative vote of a majority of the members present at any meeting of the members at which a quorum of the members entitled to vote is present.

Section 6. Meetings – Regular meetings of the elders may be held without call or notice at such places and times as the elders may from time to time determine, provided that any elder who is absent when such determination is made shall be given notice thereof. A regular meeting of the elders may be held at the same place as the annual meeting of the members or the special meeting held in lieu thereof, following or as a part of such meeting of the members. Special meetings of the elders may be held at any time and place designated in a call by the chairman of the Board of Elders, or two or more elders.

Section 7. Notice of Special Meetings – Notice of all special meetings of the elders shall be given to each elder by the clerk or, in case of the death, absence, incapacity or refusal of the clerk, by the officer or one of the elders calling the meeting. Such notice shall be given to each elder in person or by telephone, telegram, e-mail or facsimile transmission sent to each such elder's business or home address at least twenty-four (24) hours in advance of the meeting or by mail addressed to the elder's business or home address and postmarked at least forty-eight (48) hours in advance if the meeting. Except as required by law, notice of a special meeting need not be given: (i) to any elder who, whether before or after the meeting, delivers a written waiver of notice, executed by such elder, which is filed with the records of the meeting; or (ii) to any elder who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any special meeting unless such purpose is the removal of an elder or an officer.

Section 8. Quorum – At any meeting of the elders a majority of the elders then in office shall constitute a quorum for the transaction of business, but a lesser number, without further notice, may adjourn the meeting to any other time.

Section 9. Action at Meetings – At any meeting of the elders at which a quorum is present, the vote of three-fourths of those present shall decide any matter, unless a different vote is specified by law, the Articles of Organization or these By-laws.

Section 10. Action by Consent – Any action by the elders or any committee may be taken without a meeting if a written consent thereto is signed by all the elders or all the members of the applicable committee and filed with the records of the meetings of the elders. Such consent shall be treated for all purposes as a vote at a meeting.

Section 11. Committees – The elders may elect from their own number an Executive Committee, and may elect such other committees as they may from time to time determine necessary or advisable, including, without limitation, committees to deal with matters affecting fund raising, planning, development, building and grounds, investments, finances and budgets and other matters affecting the state of the corporation, and may delegate such powers and duties thereto as the Board of Elders may deem advisable to the extent permitted by law. At any meeting of a committee a quorum for the transaction of all business properly before the meeting shall consist of a majority of the elected members of such committee.

ARTICLE IV

Corporate Officers

Section 1. Officers – The officers of the corporation shall consist of a Chairman of the Board of Elders, a treasurer, a clerk, and such other officers as the elders may determine. The president shall be the chairman of the Board of Elders and shall be in all references in this document the same person.

Section 2. Election – The Chairman of the Board of Elders shall be elected annually by the elders. The treasurer and clerk shall be elected annually by the membership. Any other officers determined necessary or desirable by the elders may be elected by the elders. Any two or more offices may be held by the same person. The clerk shall be a resident of the Commonwealth of Massachusetts unless the corporation shall appoint a resident agent for the service of process appointed in the manner prescribed by law. Except as otherwise provided by law, the Articles of Organization or these By-Laws, all officers shall hold office until the first regular meeting of the elders following the annual meeting of the members in the case of the Chairman of the Board of Elders and until the next Annual Business Meeting or Special Meeting in lieu of the Annual Business Meeting in the case of the Treasurer and Clerk, and thereafter until their respective successors are chosen and qualified.

Section 3. Resignation and Removal – Any officer may resign by delivering a written resignation to the corporation at its principal office or to the Chairman of the Board of Elders or clerk, and such resignations shall be effective upon receipt unless it is specified to be effective at some later time. The elders may remove any officer with or without cause by a vote of a majority of the elders then in office present at any meeting of the elders at which a quorum of the elders entitled to vote is present.

Section 4. Chairman of the Board of Elders – The Chairman of the Board of Elders (Chairman) shall be the chief executive officer of the corporation and as such shall have charge of the affairs of the corporation subject to the supervision of the Board of Elders. The Chairman of the Board of Elders shall, subject to the direction and control of the Board of Elders, preside, when present, at all meeting of the members and elders. The Chairman of the Board of Elders shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-Laws or by the elders.

Section 5. Treasurer – The treasurer shall, subject to the direction and control of the Board of Elders, have general charge of the financial affairs of the corporation and shall keep full and accurate books of account. The treasurer shall maintain custody of all funds, securities and valuable documents of the corporation, except as the Board of Elders may otherwise provide. The treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-Laws or as the elders may designate for such office from time to time.

Section 6. Clerk – The clerk shall give such notices of meetings of members as are required by these By-Laws and shall keep a record of all the meetings of members and elders. The clerk shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-Laws or by the elders. In the absence of the clerk from any meeting or members, a temporary clerk designated by the person presiding at the meeting shall perform the duties of the clerk.

ARTICLE V

Miscellaneous Provisions

Section 1. Execution of Instruments – All contracts, deeds, leases, bonds, notes, checks and other instruments authorized to be executed by an officer of the corporation on its behalf shall be signed by the Chairman of the Board of Elders and the treasurer except as the elders may generally or in particular cases otherwise determine.

Section 2. Voting of Securities – Except as the Board of Elders may otherwise designate, the Chairman of the Board of Elders and treasurer may waive notice of, and appoint any person or persons, (with or without power of substitution) to act as proxy or attorney in fact for this corporation at any meeting of stockholders of any other corporation, the securities of which may be held by this corporation.

Section 3. Corporate Records – The original or attested copies of the Articles of Organization, By-Laws and records of all meetings of incorporators and members shall be kept in Massachusetts at the principal office of the corporation or of the clerk, but such corporate records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any purpose in the proper interest of the member relative to the affairs of the corporation.

Section 4. Definitions – All references in these By-Laws to the Articles of Organization and these By-laws shall be deemed to refer, respectively, to the Articles of Organization and the By-Laws of the corporation as amended and in effect from time to time.

Section 5. Licensing and Ordaining – The Elders shall have authority to license any of the church members who give evidence of a divine call to the ministry. Such evidence shall include an exemplary Christian life and faith, a zeal and aptness to teach, and demonstration of preaching skill in hearing of the church. Licensing shall be for one year any may be renewed annually.

Immanuel Church of Chelmsford shall have authority to ordain any of its members who give evidence of a divine call to the ministry. Such members shall in most cases have been licensed for at least one year or have completed successfully a seminary education or its equivalent. The decision to begin the ordination process shall be approved by the Board of Elders. The Board will then invite a council of ministers and lay members from like-minded churches to examine the beliefs and qualifications of the candidate. If the council recommends ordination, a special business meeting will be called to vote upon their recommendation. A candidate receiving at least three-fourths (3/4ths) vote shall be considered ordained. The Board of Elders shall then plan an ordination service.

Section 6. Auxiliaries and Affiliations – All auxiliaries shall be subordinate to the church and to the Board of Elders in matters pertaining to fellowship, spiritual life and the qualification of their elected officers. Any proposed organizational affiliation with local, regional or national church groups must be approved by a three-fourths (3/4ths) vote of the active membership present at the business meeting.

Section 7. Finances – All methods of raising money other than free-will offering shall be approved by the Board of Elders. Money may not be borrowed from individuals or institutions without approval of the majority of the members voting at a business meeting. Should this corporation (church) legally dissolve, all its remaining assets will be given to another non-profit organization or organizations, selected by the Board of Elders, which subscribe to the same purposes and beliefs as are contained in Article X. The Board of Elders may request an audit of the financial records of the church at any time.

ARTICLE VI

Other Officers

Section 1. Senior Pastor –

- a. The Senior Pastor shall be an ordained minister called by the congregation and must subscribe without reservation to the Articles of Faith and the objectives of this Church.
- b. The Senior Pastor shall, unless the Elders direct otherwise, arrange for and conduct all public and regular worship services of the Church. Guest speakers must have the approval of the Elders.
- c. The Senior Pastor shall perform all the Scriptural and necessary duties of his office, preach the Word, administer the ordinances, tenderly care for the membership and the spiritual interest of the Church, and organize and develop its membership for the best possible service (Ephesians 4:11-13; I Peter 5:1-4, Acts 20:28, II Timothy 4:1-5).
- d. The Senior Pastor shall be a voting member of the Board of Elders. He may call the Board or any committee or ministry/leadership team

together for the transaction of business and may call the church together for special business meetings.

- e. Whenever a vacancy shall occur, the Church shall without undue delay seek to fill the position as set forth in Article VII, Section 3(b) of the By-Laws. No minister shall be considered unless recommended by the Pulpit Committee; such recommendation shall be presented at a special meeting called for that purpose, public notice of the meeting having been given the previous Sunday. Approval of three-fourths (3/4ths) of the voting members (quorum of 50 or fifty percent of active voting members, whichever is less) present and voting at the special meeting is needed to extend the call.
- f. A Senior Pastor may terminate his term of service by giving a notice of at least thirty (30) days. The Church may terminate his term of service by a three-fourths (3/4ths) vote at a special business meeting. The Senior Pastor shall likewise be given a notice of at least thirty days. Once notice is given by the Senior Pastor or the Church, the Board of Elders shall determine the roles and procedures until termination occurs.

Section 2. Ministerial / Church Staff –

- a. A Pastor(s) and Associate Pastor(s) shall perform all duties of office in accordance with written job descriptions prepared by the Senior Pastor and approved by the Board of Elders. They shall be directly responsible to the Senior Pastor and through him to the Board of Elders.
- b. Prior to the selection of a new Senior Pastor, the other Pastors shall confer with the Board of Elders, the Pulpit Committee and the prospective Senior Pastor regarding their future ministry.
- c. Hiring of Pastor(s) and Associate Pastor(s) shall be recommended by the Senior Pastor, approved by the Board of Elders, and supported by a three-fourths (3/4ths) vote of the membership at a special business meeting.
- d. A Pastor(s) or Associate Pastor(s) may terminate his term of service with at least a thirty day notice. Dismissal may occur by action of the Board of Elders and a majority vote of the congregation at a special business meeting. At least a thirty day notice shall be given to the dismissed Pastor(s) or Associate Pastor(s). Once notice is given by the Pastor(s) or Associates Pastor(s) of the Church, the Board of Elders shall determine the roles and procedures until termination occurs.
- e. Paid ministry staff, such as Youth Elder, whether a full or part-time position, shall be hired or appointed and dismissed by the Elders or by an appropriate church official designated by a vote of the Board of Elders. They shall perform all duties of office in accordance with a written job description prepared by the Senior Pastor and approved by the Board of Elders. They shall be directly responsible to the Senior Pastor and through him to the Elders. Paid ministry staff who, as part of their duties of office provide leadership of ministry/leadership teams shall meet the qualifications stated in I Timothy 3:8-13 and shall be ratified in that particular office by a church vote each year.

- f. Support Staff: Support staff, such as bookkeeper, secretary, sexton, whether paid or voluntary, shall be hired or appointed and dismissed by the Elders or by an appropriate church official designated by a vote of the Board of Elders. They shall perform all duties of office in accordance with written job descriptions prepared by the Senior Pastor and approved by the Board of Elders. They shall be directly responsible to the Senior Pastor and through him to the Board of Elders.
- g. Bookkeeper: The bookkeeper shall, subject to the direction of the Treasurer, faithfully disburse funds in accordance with the church budget, and shall keep records of the funds of the church. The bookkeeper shall present a written report at the Annual Business Meeting and Semi-Annual Business Meeting and, upon the request of the Church, at any other business meeting. The bookkeeper shall provide a monthly financial report for the various ministry/leadership teams to fulfill their respective tasks. This report shall show all receipts and disbursements. The bookkeeper shall also furnish the Elders and Senior Pastor with such financial statements as may be deemed by them necessary to their work.

Section 3. Lead Deacons and Deaconesses – The ministry team leaders are deacons and deaconesses of the church.

- a. Qualifications for this office shall be those stated in I Timothy 3:8-13
- b. Duties: Lead Deacons and Deaconesses shall be appointed by the Board of Elders to chair and provide active leadership of the ministry/leadership teams.
- c. Lead Deacons and Deaconesses shall be appointed by the Board of Elders and ratified by a church vote to one-year terms. The number of Lead Deacons and Deaconesses shall be determined by the Board of Elders.

Section 4. Moderator – The Chairman of the Board of Elders shall serve as Moderator of the Church. He shall officiate at all business meetings of the Church, opening each meeting with prayer and an appropriate emphasis on the spiritual import of the Church business. The Board of Elders shall appoint a substitute in his absence.

Section 5. Collector and Assistant Collector(s) – The Collector shall be elected by the Church for a term of one year. He shall be responsible for counting the funds received and making an appropriate record of these receipts. He shall give a report of the deposit to the Treasurer within seventy-two hours and shall make a deposit to the bank within forty-eight hours. The Collector shall always have at least one witness (other than family) counting and recording offerings. The witness shall be an assistant collector or, if an assistant collector is not available, an elder, a church pastor or the treasurer. He shall keep all individual contributions and gifts confidential. The Assistance Collector shall be elected by the Church for a term of one year and shall assist the Collector in the duties of that office. The number of Assistance Collectors shall be determined by the Board of Elders.

ARTICLE VII

Ministry / Leadership Teams

Section 1. Ministry / Leadership Teams Activation –

- a. The following ministry/leadership teams may be activated by the Board of Elders, according to the needs of the congregation such as:
 - (1) BUILDING AND GROUNDS shall oversee all the matters pertaining to the maintenance, repair, and development of the church buildings, grounds and equipment.
 - (2) CHRISTIAN EDUCATION shall direct and oversee the Sunday School, Library and children's ministries. All regular teachers and leaders in the Sunday School program, who are not members of the Church must be approved by the Elders.
 - (3) MISSIONS shall oversee the education, promotion and support of home and foreign missionary endeavors.
 - (4) WOMEN'S shall develop, promote and oversee ministry to women.
 - (5) MEN'S shall develop, promote and oversee ministry to men.
 - (6) SMALL GROUP shall develop, promote and oversee ministry to small groups of members of the church and others who may join them.
 - (7) VISITATION AND SPONSORSHIP shall develop, promote and oversee the ministry of greeting persons before worship services, identifying and contacting visitors to the Church and integrating new members into the Church.
 - (8) OPEN CUPBOARD shall develop, promote and oversee the ministry of providing food to families in need, especially to families associated with the Church.
 - (9) YOUTH shall develop, promote and oversee ministry to young persons of junior and senior high school age.
 - (10) WORSHIP COMMITTEE shall oversee all the activities related to the worship services which take place in the sanctuary including the music ministry of the Church, ushering and audio visual projection.
 - (11) SOCIAL AND FELLOWSHIP shall develop, promote and oversee church wide socials, retreats, banquets, recreation and fellowship activities.
 - (12) STEWARDSHIP AND FINANCE shall include the Treasurer, bookkeeper and collectors along with the other members of the team and shall be responsible to prepare an annual budget for Elder and congregational action. They shall monitor church income and expenses and secure adequate insurance coverage.
 - (13) SHEPHERDING shall be responsible to augment the ministry of visitation, caring and outreach to church members.
 - (14) NURSERY shall oversee the ministry to infants and the facilities therefore.
- b. Other ministry/leadership teams may be activated as deemed necessary by the Board of Elders.

Section 2. Ministry / Leadership Teams Procedure –

- a. Each ministry/leadership team shall normally meet monthly and shall be responsible for planning and conducting the program areas within

the limits of the approved budget and within the policies and procedures of the Board of Elders and the Church.

- b. Each ministry/leadership team shall conduct its business and keep records in an orderly manner, choosing such officers, standing rules and sub-ministry/leadership teams as necessary.
- c. Each ministry/leadership team shall prepare and submit an annual budget request to the Stewardship and Finance Ministry/leadership teams.
- d. All ministry team leaders must concur with the "Articles of Faith" of the church.
- e. A written report shall be submitted for the Annual Business Meeting.

Section 3. Special Committees

a. **NOMINATING COMMITTEE**

(1) This committee shall consist of the Senior Pastor, one Elder, and five members who are not elders elected at the Semi-Annual Business Meeting of the Church. The Elder shall serve as Chairman of the committee.

(2) This committee shall begin the nomination process three months prior to the Annual Business Meeting. It shall be the duty of this committee to present to the congregation nominations of qualified persons for the office of Elder, Clerk, Collector and Assistant Collector and Treasurer.

(3) The membership shall be polled to secure suggestions for nominations. Members desiring to serve may present their own names. The nominees must be interviewed to acquaint them with the qualifications and duties of the office and to secure their consent.

(4) Nominations must be approved by the Elders, after which they shall be presented at the Annual Business Meeting of the Church. There shall be no nominations from the floor.

(5) Should an elected office vacancy occur during the year, the Board of Elders shall direct the committee to present a nomination to the church to fill the unexpired term. The elders may appoint an interim officer in accordance with Article III of these by-laws.

(6) Should a Senior Pastor vacancy occur, the Board of Elders shall direct the Committee to present a list of nominees for four positions of the Pulpit Committee.

b. **PULPIT COMMITTEE**

(1) When the Senior Pastor's office is vacant a Pulpit Committee of seven members shall be formed. Three of these shall be selected by the Board of Elders from its own ranks, subject to congregational approval. The four remaining members shall be elected from a list of nominees prepared by the Nominating Committee. Suggestions by church members will be received by the Nominating Committee provided they are in writing and are presented at least one week before the business meeting when the Pulpit Committee is formed. All nominees must be contacted to secure their consent for nomination. No two members of the

same family shall serve on the committee. Within one week of their election, the committee members shall meet to elect a chairman and a corresponding secretary.

(2) This Committee shall take the necessary steps to secure a candidate for the vacant office. The Committee shall evaluate the potential candidate's spiritual gifts, doctrinal beliefs, education, ministerial abilities and experience, and family and personal life. All deliberations prior to recommending a candidate shall be completely confidential. When a suitable candidate has been agreed upon by the Committee, he shall be invited to visit the church for preaching and interaction with the congregation. At least two Sundays before his arrival, the Committee shall announce the date and other details of his visit.

(3) Within one week after the candidate's visit, the Pulpit Committee shall call a special business meeting to present its written recommendation to the church. Following discussion by the membership, a vote of the church shall be taken by secret ballot; support of at least 75% of the active voting members present shall justify a call. If the vote is less than 75%, the candidate shall be so informed and another candidate will then be sought by the Committee.

(4) Following the positive vote of the congregation, the Pulpit Committee shall send the candidate two copies of a letter, in which the terms of the call are clearly defined. The letter shall be signed by the chairman of the Pulpit Committee and the Board of Elders.

(5) The Committee shall be dissolved only after receiving the candidate's signature on one copy of the letter of call.

ARTICLE VIII

Amendment of By-Laws

Section 1. Amendment – These By-Laws may be amended at any annual, semi-annual or special business meeting provided the following procedure is followed:

The proposed amendment must be submitted in writing to the Board of Elders and approved by them, or may be presented to the church by written request of fifteen (15) voting members. The proposed amendment must be given to the membership and announced from the pulpit for two consecutive Sundays preceding the business meeting in which it is to be voted upon. Final approval shall require a three-fourths (3/4) affirmative vote of the qualified voting members present, provided there is a quorum of 20% of the membership present at that meeting.

Section 2. Adoption of Restated By-Laws – The adoption of these restated By-Laws will supercede and render null and void any previous By-Laws of the church.

ARTICLE IX

Indemnification of Elders and Corporate Officers

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an elder, Chairman of the Board of Elders, vice president, treasurer, assistant treasurer, clerk, assistant clerk or other corporate officer of the corporation or who at the request of the corporation may serve or at any time has served as a fiduciary or trustee of an employee benefit plan of the corporation (collectively, "Indemnified Officers" or individually, "Indemnified Officer"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such Indemnified Officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding") in which an Indemnified Officer may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such Indemnified Officer unless the proceeding was authorized by a majority of the full board of elders); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Officer's action was in the best interests of the corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of which employee benefit plan; and further provided that any compromise or settlement payment shall be approved by the corporation in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the board of elders of the corporation, include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if such Indemnified Officer shall be not entitled to indemnification under this paragraph, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the corporation under this Article, and each elder and officer of the corporation approving such payment shall be wholly protected, if:

- (1) the payment has been approved or ratified (i) by a majority vote of a quorum of either (a) the members who are not at that time parties to the proceeding or (b) the elders who are not at that time parties to the proceeding or (ii) by a majority vote of a committee of two or more elders who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection elders who are parties may participate); or
- (2) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the elders in the manner specified in clauses (i) or (ii) of subparagraph (1) or, if that manner is not possible, appointed by a majority of the full board of elders then in office; or

- (3) the elders have otherwise acted in accordance with the standard of conduct applied to elders under Chapter 180 of the Massachusetts General Laws, as amended; or
- (4) a court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.

The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporation employees, agents, elders, officers and other persons may be entitled by contract or otherwise under law.

No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply with respect to such Indemnified Officer's acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was vote for by or was made with written consent of such Indemnified Officer.

Articles of Faith

– The doctrines which we require the assent of all members are contained in the following statements.

1. We believe in the verbal and plenary inspiration of the Scriptures of the Old and New Testaments, inerrant in their original writings, and the final authority in all matters of doctrine and conduct.

2. We believe in one triune God eternally existing in three persons: Father, Son, and Holy Spirit.

3. We believe in God the Father, almighty Creator of heaven and earth, eternal in His being, perfect in holiness, omniscient, and omnipotent. We rejoice that He concerns Himself mercifully in the affairs of men, hearing and answering prayer, and that He saves those men from sin and death who come to Him through Jesus Christ.

4. We believe in Jesus Christ, the eternal and only Son of God, conceived by the Holy Spirit, of virgin birth, sinless in His life, making atonement by His death for the sin of the world. We believe in His bodily resurrection, His ascension, and His promise to visibly return to this world.

5. We believe in the Holy Spirit who came forth from God to convict the world of sin, righteousness, and judgment. The Holy Spirit regenerates, indwells, sanctifies, teaches, empowers for service, and comforts those who believe in Jesus Christ. We believe that spiritual baptism occurs at conversion, resulting in union with Christ and placement into His body.

6. We believe that all people by nature and by choice are sinners, but that "God so loved the world that He gave His one and only Son, that whoever believes in Him shall not

perish but have eternal life.” We believe in the resurrection of the dead and that those who refuse to accept Christ as Lord and Savior will be forever separated from God. We believe that every human being is ultimately responsible to God alone in all matters of faith and practice.

7. "We believe in the existence of Satan, the adversary of God and His people. We believe that he is the god of this present world but that Christians, properly armed through the power of the Holy Spirit may successfully resist him by the blood of the Lamb.

8. We believe in the church as a living spiritual body of which Christ is the head, and of which all regenerate people are members. We believe that the Church is a company of believers in Jesus Christ, baptized as a credible confession of faith, and they associate for the purpose of worship, teaching and equipping Christians for the work of ministry and fellowship all to the glory of God. Our church is committed to the observance of the ordinances of baptism by immersion and the Lord's Supper, and we believe that God laid upon His church the task of proclaiming to the lost world the need for repentance from sin, the acceptance of Jesus Christ as Savior from sin, and the enthroning of Him as Lord. We recognize no spiritual distinction or social preference of persons from differing national origins, race, or economic status.

9. We hold this church to be independent and autonomous; free from any interference by external ecclesiastical or political authority. We believe the church and state have different functions and must be separate to fulfill their respective duties free from the dictation or patronage of the other.