

BY-LAWS OF THE
TRINITARIAN CONGREGATIONAL CHURCH
OF WAYLAND, MASSACHUSETTS

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OF WAYLAND, MASSACHUSETTS

Article I – Name

The name of this church shall be The Trinitarian Congregational Church of Wayland (hereinafter “TCC” or “the Church”).

Article II – Mission

The Mission of the Church is to be and to make disciples of Jesus Christ.

**Article III – Church Structure,
Responsibilities and Accountabilities**

It is the purpose of these By-laws to provide a stable and effective organizational structure to aid the Church in accomplishing its Mission. The Articles that follow specify a model that keeps the roles of the Congregation, Board, Senior Minister, and Staff distinct and effective for Church health and growth. The responsibilities and accountabilities of each are:

- The Congregation shall be responsible for the ministries of the Church: first, outreach to the lost, and second, care for one another. The Congregation shall be accountable to Christ for its performance.
- The Board shall govern by establishing Guiding Principles and goals for the Church; monitoring, supporting, and encouraging the Senior Minister’s efforts to reach those goals; and holding the Senior Minister accountable for his performance. The Board shall be accountable to Christ and the Church for its performance.
- The Senior Minister shall lead the Church to accomplish its Mission, and direct the Staff. He shall be accountable to Christ and the Board for his performance.
- The Staff, Ministry Teams, and Ministry Council shall manage the ministries of the Church, and shall be accountable to Christ and the Senior Minister for their performance.

Article IV – Statements of Belief

Section 1 - Covenant. We covenant with the Lord and with one another and do bind ourselves in the presence of God to walk together in His holy ways. We will strive to be doers of the Word and not hearers only, to be firm in faith, quickened in hope, and constant in charity. We will consecrate our time, talent, substance, and influence as heirs of God and joint heirs with Christ. Amen.

Section 2 - Statement of Faith. We subscribe to the Apostles' Creed:

I believe in God, the Father Almighty, the maker of heaven and earth.

And in Jesus Christ, his only son, our Lord, who was conceived by the Holy Spirit, born of the Virgin Mary, suffered under Pontius Pilate, was crucified, dead, and buried. He descended into Hell. The third day he rose again from the dead; he ascended into Heaven and sitteth at the right hand of God the Father Almighty; from thence he shall come to judge the quick and the dead.

I believe in the Holy Spirit, the holy catholic church, the communion of saints, the forgiveness of sins, the resurrection of the body, and the life everlasting. Amen.

Section 3 – Authority of the Bible. We believe that the Bible is the divinely inspired Word of God and the only authority for faith and practice.

Article V – Church Government

TCC is congregational in its form of government and is, therefore, subject to the control of no other ecclesiastical body. Authority for affairs of TCC rests with the Congregation, as expressed by the members in a duly called meeting and in these By-laws.

Article VI – Membership

Section 1 – Qualifications. The members of TCC shall be the members at the time of adoption of these By-laws, and those persons who are thereafter accepted by vote of the Deacons after confessing Jesus as Lord, adhering to the Church's Mission, the Church Covenant, and the Apostles' Creed, and

- a. being baptized, if not previously baptized;
- b. presenting satisfactory letters of transfer from another church; or
- c. reaffirming their Christian faith, if previously a member of a church from which letters of transfer are not available.

Section 2 – Procedure. Anyone desiring to become a member of the Church shall confer with the Senior Minister or the Deacons. New members shall be publicly recognized in a regular worship service.

Section 3 – Rights of Members. Members over 18 years of age shall have the right to vote on all matters presented to a Church meeting, and to hold elected Church offices. The members alone have the right to authorize the purchase, sale, mortgage, or grant of a security interest on Church real property; authorize borrowing by the Church; accept gifts of real property; modify the articles of organization or By-laws; call or remove the Senior Minister; and elect or remove holders of any elected office. All persons elected to any office by the

Congregation shall be members of the Church. Removals from elected office may be with or without cause.

Section 4 – Duties of Members. Members agree to participate in and support the Church’s Mission and their commitments made in the Covenant and the Apostles’ Creed. Members shall be requested to reaffirm their adherence to the Church’s Mission, the Covenant, and the Apostle’s Creed annually. Members further commit:

- to participate regularly in worship and training in order to grow in their faith;
- to serve faithfully in the ministries and outreach activities of the Church;
- to seek resolution of differences in the Church privately and graciously, as Scripture requires; and
- to give generously to the financial costs of achieving the Mission of the Church.

Section 5 – Termination of Membership. Membership in TCC is terminated by any of the following:

- a. death;
- b. a written request to the Clerk for transfer of membership to another church;
- c. a written request to the Clerk;
- d. action by the Clerk when the member is reliably known to have united with another church; or
- e. involuntary dismissal by vote of the Board for gross violations of Christian principles.

Article VII – Meetings

Section 1 – Worship Services. Worship services shall be held every Sunday and at other times at the call of the Senior Minister.

Section 2 – Annual Meetings. The Annual Meeting of the members of the Church shall be held during the month of January, on or about the fourth week, at such time and place as shall be designated by the Board. A quorum shall be eighty members. The purposes of the Annual Meeting shall be the election of Officers, members of the Board, Deacons, members of the Finance Committee, and the Missions Team Chair; to hear reports of the Senior Minister, Board, Deacons, Finance Committee, Nominating Committee, Ministry Teams, and Ministry Council; to adopt the annual budget; and any other business that may properly be brought before the meeting. Written reports of the work of the Senior Minister, Board, Deacons, Finance Committee, Nominating Committee, Ministry Teams, and Ministry Council shall be distributed before the Annual Meeting.

Section 3 – Special Meetings. Special meetings of the Congregation may be called by the Senior Minister, Moderator, Board, or eight members of the Church, setting forth in writing the purpose for which the meeting is to be called. A special meeting shall be limited to the purposes stated in the call.

Section 4. – Voting. All motions shall be approved by a majority of members present and voting, unless a different vote is required by law, the articles of organization, or these By-laws. Proxy voting shall not be allowed at any meeting of the Congregation.

Section 5. – Notices. Notices of the Annual Meeting and a Special Meeting, with a statement of the purposes thereof, shall be given by the Clerk at least fourteen days in advance of the meeting by posting in the Sunday worship bulletin, the Church’s Web site, the e-mailed newsletter, and (if feasible) the print newsletter.

Article VIII – The Board

Section 1 – Powers. The Board, except as limited by law or these By-laws, shall have charge and control of the Church. The Board, jointly with the Senior Minister, shall oversee the faithfulness to the Bible of the Church’s ministries, Mission, Statements of Belief, and By-laws.

The Board shall appoint Church members to fill vacancies in elective offices, such appointees to serve until the next Annual Meeting.

The Board may request reports from the Senior Minister and any other officer, committee, or Ministry Team at any time.

The Board may by vote exercise all or any of its powers through the Senior Minister. The Board shall also provide accountability and support for the Senior Minister by writing concise Guiding Principles in three categories:

- a. Mission Principles, which shall define the goals of the Church.
- b. Boundary Principles, which shall define what means may not be used in achieving the Church’s goals.
- c. Accountability Principles, which shall define how the Board is to monitor the Senior Minister’s compliance.

The Guiding Principles shall be made available to the Congregation.

In its first meeting following the Annual Meeting, the Board shall review the Church’s progress in meeting goals for the prior year, set goals for the coming year, and revise the Guiding Principles to the extent necessary to achieve the Mission of the Church.

The Board shall create an Executive Committee, and may create other committees, all to be elected from and by its members, and the Board may by vote delegate to any such committee or committees any of its powers.

The Board, with guidance from the Senior Minister, shall have the authority to discipline or dismiss members of the Church. Such action shall be by majority vote of the Board and concurrence of the Senior Minister.

The Executive Committee shall negotiate the compensation and benefits of the Senior Minister and Associate Ministers. In the event of the resignation or removal of the Senior Minister or an Associate Minister, appropriate severance terms shall be negotiated by the Executive Committee.

The Board may suspend the Senior Minister with full pay and benefits for any reason. Such suspension shall not exceed thirty days unless, within such thirty day period, a meeting of the members is called to remove the Senior Minister, in which case the suspension shall continue until the removal vote is taken.

In the event of a vacancy in the office of Senior Minister, the Board shall name a committee from its own members plus such other members of the Church as the Board shall think appropriate to nominate a candidate to fill the office. The Executive Committee of the Board shall arrange for substitute ministerial services during the vacancy.

The Executive Committee shall review and approve the Senior Minister's recommendations for the compensation and benefits of the Church Staff.

Section 2 – Number and Election. The Board shall have at least eight members: the Moderator, the Senior Minister, and at least six elected members. The number of elected members shall be fixed by the Congregation at the Annual Meeting.

Section 3 – Qualifications. Each Board member must accept and confirm the Church's Mission, Covenant, and the Apostles' Creed; be a person of mature judgment, of good Christian character, worthy of respect, and committed to the well-being of the Church; and be a member of the Church for at least two years before election or appointment. No member of the paid staff of the Church, other than the Senior Minister, shall serve as a member of the Board.

Section 4 – Term of Office. Board members shall be elected by the Congregation at the Annual Meeting for staggered terms of three years. Completion of an entire elected three-year term shall be followed by a minimum one-year lapse in holding that office before re-election or appointment to another term. Completion of a partial term under an appointment to fill a vacancy shall not require a one-year lapse in holding that office prior to election to a full three-year term. Board members shall serve until their successor is elected and qualified.

Section 5 – Regular Meetings. Regular meetings of the Board shall be held at times and places fixed by vote of the Board, or at other times and places fixed by the Moderator.

Section 6 – Special Meetings. Special meetings of the Board may be called by the Moderator, the Senior Minister, or any two Board members, and shall be held at the time and place designated in the call. The business of the meeting shall be limited to the subject of the call. Notice of any special meeting of the Board shall be given by the Moderator, Senior Minister, or Clerk to each Board member by telephone, e-mail, or letter addressed to the member

at his or her home. Such notice shall be given at least 48 hours before the meeting. Such notice may be a copy of the call of the meeting.

Section 7 – Quorum. At any meeting of the Board a majority of the full Board shall constitute a quorum for the transaction of business.

Section 8 – Action at Meeting. At any meeting of the Board at which a quorum is present, the action of the Board on any matter shall be decided by a vote of a majority of those present and voting, unless a different vote is required by law, the articles of organization, or these By-laws. Proxy voting shall not be allowed. The Board shall keep minutes of its meetings.

Article IX – Senior Minister

Section 1 – Qualifications. The Senior Minister shall,

- be a Spirit-led Christian of mature faith;
- affirm the authority of the Bible as the divinely inspired Word of God and the only authority for faith and practice;
- be formally educated in and adhere to the tenets of historically orthodox Protestant theology; and
- adhere to the Church’s Mission, Covenant, and the Apostles’ Creed.

Section 2 – Duties. The Senior Minister shall lead the Church to accomplish its Mission, and shall be the spiritual and administrative leader of the Church, reporting to the Board. The duties of the Senior Minister shall include proclaiming the Gospel, administering Communion and Baptism, leading worship services, hiring and removing Church staff with approval of the Board, staffing the Ministry Teams and Ministry Council, and, in general, administering the activities and ministries of the Church.

The Senior Minister shall be a member of the Board, all Ministry Teams, and all Committees.

The Senior Minister shall be called by a vote of the Congregation, and shall serve without limitation of term.

Article X – Executive Director

The Senior Minister may appoint an Executive Director with the approval of the Board, and delegate to such person any of the Senior Minister’s administrative duties, including directing the activities of the Ministry Council. The Executive Director shall be a member of the Church and a non-voting member of the Board.

Article XI – Deacons

Section 1 – Duties. The Deacons, in cooperation with the Senior Minister, shall,

- a. coordinate and perform the ministry of visitation, especially to the sick, the elderly, and the needy;
- b. assist in serving Communion;
- c. serve the Church and the Kingdom of God through public and private prayer;
- d. act on applications for baptism and Church membership;
- e. make grants from the Deacons' Fund in accordance with guidelines established by the Deacons;
- f. perform other functions at the request of the Board or the Senior Minister.

Section 2 – Number and Election. There shall be six male and six female Deacons, elected by the members at the Annual Meeting for staggered terms of three years. Completion of an entire elected three-year term shall be followed by a minimum one-year lapse in holding that office before re-election or appointment to another term. Completion of a partial term under an appointment to fill a vacancy shall not require a one-year lapse in office prior to election to a full three-year term. Deacons shall serve until their successor is elected and qualified.

Section 3 – Qualifications. Each Deacon must accept and confirm the Church's Mission, Covenant, and the Apostles' Creed; be a person of mature judgment, of good Christian character, worthy of respect, and committed to the well-being of the Church; be at least 21 years of age; and be a member of the Church for at least two years prior to election or appointment.

Article XII - Officers

Section 1 – Officers. The Officers of the Church are the Moderator, Treasurer, Assistant Treasurer, and Clerk. All Officers are elected by the members at the Annual Meeting for terms of one year. Completion by one person of three successive elected one-year terms to one office shall be followed by a minimum one-year lapse in holding that office before reelection or appointment to another term. A partial term as a result of an appointment by the Board to fill a vacancy may be followed by three successive elected terms. Officers shall serve until their successor is elected and qualified.

In carrying out their duties, the Officers may delegate portions of their duties, but not their responsibilities, to members of the Church staff or Ministry Teams.

Section 2 – Moderator. The Moderator shall preside over the Annual Meeting and special meetings of the Congregation, and shall be a member of the Board and of the Nominating Committee, both of which the Moderator shall chair.

Section 3 – Treasurer. The Treasurer shall be the Chief Financial Officer of the Church and shall,

- a. receive all donations to the Church after approval of the Congregation or Finance Committee, if required;
- b. see that all lawful obligations of the Church are paid on a timely basis;
- c. maintain accurate records of all of the Church’s financial transactions;
- d. have custody of all funds of the Church, restricted and unrestricted, and of all securities, deeds, notes, insurance policies, and valuable papers, and keep them in a manner satisfactory to the Finance Committee;
- e. enlist assistance in the collection and counting of offerings to the Church, and provide necessary supervision for this activity;
- f. keep a record of all financial pledges to the Church and payments made in consideration of such pledges;
- g. provide monthly financial reports to the Board; and
- h. have the authority to,
 - i. sign and endorse checks made by or payable to the Church, except that any check made by the Church in the amount of \$10,000.00 or more shall require the additional signature of the Assistant Treasurer or another authorized signatory designated by the Board;
 - ii. execute and deliver documents required to open and maintain bank and other depository accounts in the name of the Church, including specially designated accounts;
 - iii. purchase, trade, sell, and transfer stocks, bonds, and other securities now or hereafter registered in the name of the Church;
 - iv. invest monies of the Church in the manner prescribed by the Finance Committee.

The Treasurer shall be a member of the Finance Committee, and shall serve as its Chair.

Section 4 – Assistant Treasurer. The Assistant Treasurer shall perform the duties of the Treasurer in the absence or disability of the Treasurer, and such other duties as shall be assigned by the Treasurer. The Assistant Treasurer shall be a member of the Finance Committee.

Section 5 – Clerk. The Clerk shall,

- a. attend and keep minutes of all annual and special meetings of the Congregation;
- b. keep a register of all members of the Church, the dates of their becoming members and termination of membership, and all correspondence relating thereto;
- c. when requested, certify that,
 - i. a particular Board member, Officer, or committee member has been duly elected and legally holds a certain office or position;
 - ii. a particular Board member, Officer, committee member, or other person has a specified power or authority; and
 - iii. the members, the Board, or other committees of the Church have duly voted a particular resolution.

In the absence or disability of the Clerk at the Annual Meeting or a special meeting of the Congregation, a clerk pro tem shall be elected by the Congregation to perform the Clerk’s duties. At other times the Board may appoint a clerk pro tem in the absence or disability of the Clerk.

Article XIII – Committees

Section 1 – Finance Committee. The Finance Committee is a standing committee accountable to the Board. It shall be comprised of the Treasurer, Assistant Treasurer, and at least three other members of the Church. The Treasurer shall be the Chair of the Committee and the Assistant Treasurer shall be the Vice Chair. Members other than the Treasurer and Assistant Treasurer shall be elected for staggered terms of three years. Completion of an entire three-year term shall be followed by a minimum one-year lapse in holding that office before election or appointment to another term. Completion of a partial term under an appointment to fill a vacancy shall not require a one-year lapse in holding that office prior to commencement or election to a full three-year term. Members shall serve until their successor is elected and qualifies.

The Finance Committee shall administer all Church assets, real and personal property, and shall authorize disbursements for all operations of the Church, except as those functions are delegated to any other committee or individuals by the Board.

The Finance Committee shall make a recommendation to the Congregation for action on proposed gifts, purchases, or sales of real property.

The Finance Committee shall cause the financial records of the Church to be reviewed by an independent accountant at least once a year.

The Finance Committee shall have no power to buy, sell, lease, mortgage, or grant security interests in real property of the Church; borrow money in the name of the Church; or to accept gifts of real property.

The Finance Committee shall,

- a. determine whether the Church will accept gifts of money or personal property, and upon what terms;
- b. prepare an annual budget to be approved by the Board and by the Congregation at the annual meeting of the Church and make necessary adjustments to the budget during the year. It shall receive substantial guidance from the Board and the Senior Minister regarding the uses and allocations of funds available for Church ministries. It shall make financial forecasts and plans for future years to provide guidance for operational plans and commitments;
- c. review all proposed capital projects and borrowing, and make a recommendation to the Congregation whether they should be approved, and on what terms;
- d. purchase liability, property, and other forms of insurance as may be prudent;
- e. keep the Church in compliance with local, state, and federal laws and regulations that apply to the Church's operations;
- f. in consultation with the Senior Minister, establish, maintain, and administer appropriate policies covering relationships with Church personnel. It may provide, as appropriate, insurance and/or other forms of employee benefits.

Section 2 – Nominating Committee. The Nominating Committee shall have seven members: the Moderator (who shall act as the Chair), the Senior Minister, one member of the Board appointed by the Board, and four other Church members appointed by the Board after consultation with the Senior Minister. The Committee will be re-formed every year, and members may succeed themselves indefinitely.

The Nominating Committee shall prepare slates of candidates for all open elective positions.

Section 3 – Conduct of Committees.

- a. A majority of the committee members shall constitute a quorum.
- b. All actions of the committee shall be by vote of a simple majority of members present and voting, unless a different vote is required by law, the

articles of organization, or these By-laws. Proxy voting shall not be allowed.

- c. Meetings may be called by the Chair, the Senior Minister, or by any two members on seven days written notice.
- d. Notices of meetings may be by mail, e-mail, or publication in the weekly Church worship program.
- e. Each committee shall keep minutes of its meetings, and provide copies to the Board and to the Clerk promptly after their approval.
- f. Committees may appoint subcommittees, as required. The creation of subcommittees, and their members, shall be promptly reported to the Board. All subcommittees established under this section shall terminate their existence at the time of the next Annual Meeting following their establishment, unless re-created and re-appointed.

Article XIV – Ministry Teams and Ministry Council

Section 1 – Missions Team. In order for TCC to fulfill the Great Commission, the Missions Team shall,

- a. recruit and support foreign and domestic missionaries prayerfully and financially from the budget approved for that purpose by the Congregation;
- b. provide opportunities for short term missions; and
- c. educate the Congregation on the requirements of fulfilling the Great Commission.

Distribution of monies designated by the Church shall be determined by a majority vote of the Missions Team, and distributed by the Treasurer.

The Chair of the Missions Team shall be a member of the Church elected by the Congregation at the Annual Meeting for a term of three years. Completion of an entire three year term shall be followed by a minimum one-year lapse in holding that office before re-election or appointment to another term. The team shall consist of at least four other persons selected by the Chair and the Senior Minister. Their terms shall be staggered to insure continuity.

Section 2 – Facilities Management Team. The Senior Minister shall create and staff a Facilities Management Team to maintain, repair, and clean the Church facilities. The Finance Committee will set the budget for such work. The Senior Minister will prepare a policy for use of Church facilities.

Section 3 – Creation of Other Ministry Teams. The Senior Minister shall create and staff with paid or volunteer members such other Ministry Teams as shall be appropriate and necessary for the conduct of the activities and ministries of the Church. The Board shall approve the creation and dissolution of all Ministry Teams.

Section 4 – Ministry Council. The Senior Minister shall create a Ministry Council of Ministry Team members selected by the Senior Minister, who shall call and chair its meetings and direct its activities. Council members shall be members of the Church. The Ministry Council shall assist the Senior Minister to coordinate the activities of the Ministry Teams consistent with the Church’s direction and priorities, as established by the Board.

Section 5. – Management of Ministry Teams and Ministry Council. The Senior Minister may hire and remove paid members of the Ministry Teams and Ministry Council on such terms as the Senior Minister shall think appropriate after approval of the Board; and remove unpaid Ministry Team and Ministry Council members other than elected Chairs after approval of the Board. Ministry Team members other than elected Chairs need not be members of the Church. However, no person shall serve as an employee of the Church or as a paid or unpaid member of a Ministry Team whose conduct or openly stated beliefs are inconsistent with Biblical teachings and harmful to the ministry of the Church, as interpreted by the Senior Minister.

Article XV – Indemnification

The Church shall exonerate, indemnify, and defend, to the fullest extent permitted by law, to the extent of available insurance, 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, by reason of the fact that he or she is or was, or has agreed to become, a Senior Minister, Associate Minister, paid or unpaid staff member, Board member, Officer, Committee member, Ministry Team member, or member of the Church, or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement incurred by him or her on his or her behalf in connection with such action, suit, or proceeding, and any appeal therefrom, unless such person shall be finally adjudicated in such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Church.

The Church shall not indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person unless the initiation thereof was approved by the Board and the Church’s insurer.

The indemnification rights provided in this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement, or vote of members or the Board or Congregation or otherwise; and shall inure to the benefit of the heirs, executors, and administrators of such persons. The Church may grant indemnification rights to other employees or agents of the Church or other persons serving the Church to the extent authorized from time to time by the Board; and such rights may be equivalent to, or greater or less than, those set forth in this Article.

Article XVI - Amendments

These By-laws may be amended by a two-thirds vote of the members present and voting at any regular or special Church meeting, provided a written copy of the proposed amendment is included with the notice of the meeting.

Article XVII - Transition

These By-laws shall become effective upon the election and qualification of all elected Board members, Officers, committee members, and Ministry Team chairs at the next Annual Meeting of the Church after adoption of these By-laws, whereupon all elected positions that existed under the previous By-laws shall be abolished. All lawful acts performed pursuant to authority granted in the previous By-laws are ratified and confirmed. Adoption of these By-laws shall not affect any contractual obligation of the Church that existed at their effective date.

* * *

These by-laws were adopted at a special church meeting on January 10, 2010.