

# The Congregation at Duke University Chapel

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# **Statement of Expectations**

## **Between Duke Chapel and the Congregation at Duke University Chapel**

This document outlines the history and expectations surrounding the role of the Congregation at Duke University Chapel within Duke Chapel as a whole.

### **History**

The Congregation at Duke University Chapel was established in 1985 as an interdenominational independent legal entity operating within the ministry of Duke Chapel. There had previously been a Duke University Church, established in the 1930s, and a Duke Church Group, established in the 1950s. Since its founding in 1985, the Congregation at Duke University Chapel has developed a committed membership, that significantly enhances the life of Duke Chapel, and successfully runs its own affairs.

### **The Role of the Congregation at Duke University Chapel within Duke Chapel as a Whole**

The existence of the Congregation at Duke Chapel enables Duke Chapel to do four things much better than it could otherwise do:

- offer a year-round ministry of worship, with full lay participation and healthy attendance
- offer to the University a model of church that is not restricted to public worship alone, but includes both demanding and mundane dimensions of Christian discipleship and community life
- offer a 'real world' dimension including the visibility and nurture of children and teenagers and the cherishing of elderly people
- develop healthy and natural ways for staff, students and faculty to interact with members of the Durham and Triangle communities over common concerns and projects.

### **What Duke Chapel Expects of the Congregation at Duke University Chapel**

1. That it shall be at all times in its conduct, profile and financial affairs a credit and a blessing to Duke Chapel and Duke University, that it sees Duke Chapel as its primary place of worship, that it aligns its ministry and mission in harmony with those of Duke Chapel, and that its use of Duke Chapel is generally subject to the schedule and facility use policies of Duke Chapel.
2. That it shall retain its interdenominational character and retain good relations with the major Christian denominations regionally and the breadth of religious organizations locally.
3. That it will aspire that at least 50% of its membership has a staff, student, faculty, parent or alumni/ae connection to Duke University.

4. That no major strategic decision on the part of the Congregation at Duke University Chapel, such as the appointment of senior staff, be made without the agreement of the Dean of the Chapel.

#### **What the Congregation at Duke University Chapel May Reasonably Expect of Duke Chapel**

1. That it will be offered office space in the Duke Chapel basement sufficient for the use of at least the senior member of staff.
2. That its senior staff will be consulted about and made aware of significant developments within and the strategic direction of the life of Duke Chapel, in particular any changes that might adversely affect the Congregation at Duke University Chapel.
3. That it will be given sufficient visibility in the worship and publicity of Duke Chapel for non-members to have a chance to understand its distinctive ministry.
4. That the Senior Pastor will be invited to serve as a member of the Duke University Religious Life staff.

Duke Chapel and the Congregation at Duke University Chapel understand that this document sets forth their present expectations, which are expectations only and are not binding and enforceable promises made by either party. Duke Chapel and the Congregation at Duke University Chapel agree to review and discuss this Statement of Expectations every three years to renew or revise their mutual expectations.

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Dr. Luke Powery,  
Dean of Duke Chapel

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Mr. Craig DeAlmeida  
President, The Congregation at Duke University Chapel

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April 15, 2021

# **The Congregation at Duke University Chapel, Inc.**

## Articles of Incorporation

### A NON-PROFIT CORPORATION

We, the undersigned natural persons of the age of twenty-one year or more, acting as incorporators for the purpose of creating a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "*Non-Profit Corporation Act*", and several amendments thereto, do hereby set forth:

1. The name of the corporation is The Congregation at Duke University Chapel, Inc.
2. The period of duration of the corporation shall be perpetual.
3. The purposes for which the corporation is organized are:

The corporation is organized exclusively for charitable and religious objectives and purposes within the meaning of the I. R. C. Section 501(c)(3) and shall devote its resources exclusively within the guidelines of said objectives and purposes. These objectives and purposes include, but are not limited to the following:

- A. To provide an ecumenical and inter-denominational *Christian church* for those persons for whom Duke Chapel is the primary worshiping community
  - B. To provide pastoral care to the members of the group as well as to conduct funerals, baptisms, weddings, and hospital visitation
4. The Corporation is a non-profit, charitable, religious corporation. The corporation is to be organized on a non-stock, membership basis. Any person who subscribes to the purposes and basic policies of the corporation may become a member of the corporation. Memberships shall be non-redeemable, non-transferable, non-dividend bearing. No member shall have any proprietary interest in the assets of the corporation by reason of such membership. The qualification for such membership shall be as set forth in the Membership Policy.
  5. The directors shall be elected from the lay membership on a yearly basis by the membership *as described in the Bylaws*.
  6. The address of the initial registered office of the corporation is as follows:  
Duke University Chapel  
Durham, NC 27706  
Durham County  
The name of the initial registered agent of the corporation at the above address is:  
Susan Booth VanSant
  7. The number of directors constituting the initial board of directors shall be 4 and the names and addresses (including street and number, if any) of the persons who are to serve as direc-

tors until the first meeting of the corporation or until their successors are elected and qualified are:

William A. Stokes	3761 Bentley Drive	Durham, NC 27707
William Briner	3100 Ithica	Durham, NC 27707
Harold Layton	1500 Duke University Road	Durham, NC 27707
Katie Paul	2117 Bedford	Durham, NC 27707

8. The names and address (including street and number, if any) of all the incorporators are:

Susan Booth VanSant	Bassett Hall, Duke University	Durham, NC 27707
Mary Skinner	3408 Hope Valley Road	Durham, NC 27707

9. In addition to the powers granted corporations under the laws of the State of North Carolina, the corporation shall have full power and authority to:

1. Solicit, receive, and invest contributions in the form of gifts, bequests, grants from interested individuals, corporations, trusts, estates and other organizations and to use these contributions, or the proceeds or income there from, for the objectives and purposes of the Corporation as set forth in Item 3.
2. Enter into, make, and perform contracts of every kind for any lawful purpose.
3. To exercise any and all powers which may be conferred by law or which may be deemed necessary or expedient for the achievement of the objectives and the purposes of the Corporation as set forth in Item 3.

10. In the event of dissolution or other termination of the Corporation, any net assets remaining shall be distributed to such organization or organizations which are organized and operated exclusively for charitable and religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Directors and members shall determine.

No part of the net earnings nor assets of the Corporation shall inure to the benefit of, or be distributed to, its directors, members, officers, or other private persons or shall any of such persons be entitled to share in the distribution of the corporate assets upon dissolution; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives and purposes set forth in Item 3 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue

Code), or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Law of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or by a non-profit corporation created under Chapter 55A of the General Statutes of North Carolina.

11. These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the members present and voting at any Business Meeting, provided that such proposed amendment shall have been first presented to the Congregation Council for study and recommendation at least four (4) weeks prior to the time of the Council's voting and to the church members at least four (4) weeks prior to the time of membership voting.

IN TESTIMONY WHEREOF, we have hereunto set our hands, the 9<sup>th</sup> day of July, A. D. 1986  
/s/ Susan Booth VanSant  
/s/ Mary Skinner

STATE OF NORTH CAROLINA  
COUNTY OF DURHAM

This is to certify that on the 9<sup>th</sup> day of July, A. D. 1986, before me, a Notary Public personally appeared

Susan Booth VanSant and Mary Skinner

who, I am satisfied, are the persons names in and who executed the foregoing Articles of Incorporation, and I having first made known to them the contents thereof, they did each acknowledge that they signed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

In Testimony Whereof, I have hereunto set my hand and official seal, this the 9<sup>th</sup> day of July, A. D. 1986.

/s/ Patsy E. Stranger

(SEAL)



## **Bylaws**

### **ARTICLE 1                      NAME**

This church shall be known as The Congregation at Duke University Chapel, Inc.

### **ARTICLE 2                      PURPOSE**

Believing that God reaches out to us with love and forgiveness, we seek to grow together in faith through worship, study, service, and our life together, to embody Christ's compassion and holiness.

### **ARTICLE 3                      BELIEFS**

Beliefs of this Congregation are enunciated in the Apostles' Creed.

### **ARTICLE 4                      MEMBERS**

To deepen our connection with God and one another, active members of the Congregation at Duke Chapel participate in the varied array of worship opportunities available. Our Congregation not only gathers each week for worship but also reaches out to both members and non-members to support them in times of celebration or need. We worship together and form lifelong bonds with one another. As members of the Congregation, we work together to support our programs in education, fellowship, and ministry.

#### **Section 4.1                      Active Membership**

The Congregation at Duke University Chapel welcomes persons from any Christian church as members or baptizes those who have not previously held church membership. One may become a member: 1) by profession of faith and baptism; 2) by confirmation; 3) by letter of transfer; or 4) by statement of faith by the prospective member from any Christian church. Active members view Duke Chapel as their primary place of worship, typically holding membership solely in the Congregation at Duke Chapel. Active members are normally local residents who participate at Duke Chapel in person. Active membership entails participation in and support of the ministries of the Congregation through one's prayers, presence, gifts, and service. All active members are required to participate in new member orientation. Homebound members, though unable to participate in many of the Congregation's ministries, will be considered active members.

#### **Section 4.2                      Inactive Membership**

Inactive membership occurs when a member withdraws from active participation in the life of the Congregation. The Congregation will make efforts to contact inactive members to determine their intentions for future participation. Inactive members may not vote or hold office.

#### **Section 4.3                      Withdrawn from Membership**

After two years, members who intend to remain inactive or who cannot be contacted will be listed as withdrawn. These names will be recorded in the minutes of the Council, and a letter will be sent to

them notifying them of this action if an address is available. If requested, a letter of transfer will be sent to another congregation.

#### **Section 4.4                      Affiliate Membership**

Affiliate membership affords an opportunity for relationship with the Congregation by individuals who are temporary residents, residents of another community or state, members of another congregation, clergy, or who simply desire a formal relationship with the Congregation. Affiliate members may live anywhere but nonetheless view Duke Chapel as their primary place of worship, either currently or historically. Affiliate members may not vote or hold office.

#### **Section 4.5                      Achieving Membership**

Senior Pastor and Head of Staff (hereinafter referred to as the Senior Pastor) meets with potential members and makes a recommendation to the Council for approval.

#### **Section 4.6                      New Member Orientation**

All individuals wishing to become active members will attend new member orientation, usually in person, which will provide them with an informative orientation to the mission and ministry of The Congregation at Duke University Chapel.

#### **Section 4.7                      Terminating Membership**

The methods of terminating the membership status of a member shall be as follows:

##### **A.    By Letter**

A letter of transfer to unite with another church may be issued, upon request, to another church for any member of this Congregation who is in good standing.

##### **B.    By Personal Request of the Member**

Any member shall be removed from the roll and the membership status of that member terminated upon request by that member to the Senior Pastor or Council.

##### **C.    Removal from Roll**

The Council acts on recommendations from the Senior Pastor for removing names from the membership rolls due to prolonged inactivity or unknown whereabouts.

##### **D.    By Exclusion**

The membership, after due notice and opportunity of hearing, and every possible kindly effort to make such action unnecessary, may upon a two-thirds majority vote, at a special membership meeting of the Congregation called specifically for this purpose, terminate the membership status of a person in this Congregation for reasons it considers sufficient to warrant such action.

#### **Section 4.8                      Duties of Active Membership**

As an inclusive, interdenominational church, the Congregation at Duke University Chapel seeks to provide a Christian witness and presence at the center of the Duke University campus. This Congregation is committed to active participation in:

- A. Worship
- B. Service
- C. Education
- D. Fellowship
- E. Missions and outreach to the greater community

To this end its members offer their:

- F. Time
- G. Talents
- H. Gifts

In order to support these ministries members are expected to:

- I. Pledge
- J. Make regular financial contributions

#### **Section 4.9 Privileges of Active Membership**

The privileges of membership shall include:

- A. Voting: Every active member is entitled to vote at all elections and on all questions submitted to the membership.
- B. Holding Office: Except as otherwise set forth herein, every active member is eligible for consideration by the membership as a candidate for elective offices in the Congregation.
- C. Records: Active members shall have access to the principal records of the Congregation including minutes of the Congregation and principal financial reports. However, these rights shall not include the right to review or inspect individual donor records or personnel files.
- D. Baptism: Active members may present self and/or child for baptism.

#### **Section 4.10 Authority of the Congregation Membership**

The Congregation membership is the ultimate authority of the Congregation. Notwithstanding any other reserved powers, these specific powers are reserved solely to the Congregation:

- A. Call/dismiss Senior Pastor
- B. Approve new full-time pastoral positions
- C. Approve annual budget
- D. Approve the concept of the purchase and sale of real estate, and other titled property, and the actual details of the purchase or sale
- E. Elect officers, Council members, other committee chairs, and Assistant Treasurer
- F. Approve formal membership in other organizations
- G. Approve the borrowing of money
- H. Approve termination of membership by exclusion
- I. Approve Strategic Plan

#### **Section 4.11 Meetings of the Congregation**

- A. The Annual Membership Business Meeting

The Annual Membership Business Meeting shall be held on a designated Sunday in June of each year for the purpose of electing officers and Council members, receiving reports from officers and committees, and for any other business that may arise. The Council shall have the authority to change the meeting date for an individual meeting, giving four weeks notice to the membership in the Congregation by appropriate forms of communication as described in the *Policies and Procedures Manual*.

#### 1. Meeting Notice

The Annual Membership Business Meeting Notices will be sent to all members two weeks prior to the date of the meeting by appropriate forms of communication as described in the *Policies and Procedures Manual*, along with an agenda, information necessary to inform members about the business to be conducted, including, but not limited to, minutes of the previous meeting, officer and council nominations, financial statement, proposed budget, and any other issues to be voted upon.

#### 2. Order of Business

The order of business for the Annual Business Meeting shall be stated in an agenda and sent to all members. The order should include but is not limited to:

- Determination that a Quorum is present
- Call to Order
- Opening Prayer
- Review and adoption of Agenda
- Approval of Minutes of the last meeting
- Budget presentation and approval
- Unfinished Business
- New Business
- Elections
  - Presentation of the Slate of Nominations
  - Nominations from the floor
  - Voting/Counting
  - Commissioning of new officers and Council members
- Closing Prayer
- Adjournment

### B. Special Meetings

#### 1. Call

Special business meetings may be called at any time by the President of the Congregation as approved by a majority of the members of the Council. A special business meeting may also be called upon the written request of a group at least 20% of the Congregation membership. Upon such a written request the President shall schedule a meeting to be held within sixty (60) days and provide not less than four weeks notice prior to the date of the meeting.

#### 2. Notice

The notice will state the purpose, date, time, and place of the meeting and shall be provided to the membership by appropriate means of communication, along with an agenda and information necessary to inform members about the business to be conducted.

## C. All Meetings

### 1. Agenda

No action shall be taken at any meeting other than that set forth in the agenda and any other prior notice of additional items.

### 2. Quorum

Ten percent of the official active membership, as of 30 days prior to the meeting, including at least one officer, shall constitute a quorum for any Membership Business Meeting. A listing of members shall be available for review by members.

### 3. Record Keeping

The Congregation Council Secretary will keep a record, known as the Minutes, of all the proceedings of the Annual Membership Business Meetings and Special Meetings.

### 4. Voting

Every active member present at the meeting is entitled to vote at all elections and on all questions submitted to the membership at annual and special meetings. At any meeting of the Congregation, a majority of the votes cast shall be sufficient to approve business except as may be specified otherwise in these Articles of Incorporation and Bylaws.

### 5. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the Congregation in all cases to which they are applicable and in which they are not inconsistent with these Articles of Incorporation, Bylaws, and the Congregation's *Policies and Procedures Manual*.

The president will, however, need to exercise patience and forbearance with members who may not be well versed in the proper order of procedure. Rules of order should be so used that the will of the church may be fully expressed.

## ARTICLE 5 ORGANIZATION

The Congregation Council shall constitute the directors of the Congregation at Duke University Chapel, Inc. The Congregation Council shall report to the Congregation. All officers and the Senior Pastor shall report to the Congregation Council. Except for committees whose council representatives are members of the Council, all other standing committees and service groups shall report to the Council through the designated Program Area Coordinators as described in the Bylaws. Temporary committees shall report to the Congregation Council. All subcommittees shall report to the committees creating them. The Staff-Parish Relations Committee shall report to the Executive Committee, and the Strategic Planning Committee and Nominating and Leadership Development Committee shall report to the Council.

## **Section 5.1                      Officer Requirements and Qualifications**

The elected officers and members of the Congregation Council shall constitute the directors of The Congregation at Duke University Chapel, Inc. Officers shall be active members of the Congregation and should, when possible, have served at least one year as a member of the Council at any time prior to being elected to office, and shall meet any other requirements and qualifications as stated in the *Policies and Procedures Manual*.

## **ARTICLE 6                      DUTIES OF ELECTED OFFICERS, ASSISTANT TREASURER, AND PROGRAM AREA COORDINATORS**

### **Section 6.1                      The President**

The President has a one-year term and:

- A. Is a member of the Congregation Council and the Executive Committee
- B. Provides leadership for the Congregation Council
- C. Works with the Council to establish Congregation policies and to oversee the various committees and programs of the Congregation
- D. Assists in the preparation of the agenda for and presides at the monthly and special meetings of the Congregation Council, the Executive Committee, and the Annual Business and Special Meetings of the Congregation
- E. Meets with the Pastor, Executive Committee, or other committees as necessary
- F. Solicits the membership for items to include in the agenda of monthly Council meetings
- G. Is an Ex Officio member of all committees except the Nominating and Leadership Development Committee and Staff-Parish Relations Committee
- H. Makes prior arrangements with visitors or members who wish to speak at Council meetings
- I. Receives and rules on acceptability of absence notifications from Council members
- J. Appoints a temporary Secretary if the Secretary is absent from any required meeting

### **Section 6.2                      The Vice President**

The Vice President has a one-year term:

- A. Is a member of the Congregation Council, the Audit Committee, and the Executive Committee
- B. Serves temporarily as President whenever the President is unable to fulfill the President's duties
- C. Supports and assists the President as required
- D. Becomes president if the president is unable to complete his/her term

### **Section 6.3                      The Secretary**

The Secretary has a one-year term and:

- A. Is a member of the Congregation Council and the Executive Committee
- B. Serves temporarily as President whenever the President and Vice President are unable to fulfill the President's duties

- C. Keeps accurate minutes of the Congregation Council meetings and of the Annual and Special Business Meetings of the Congregation
- D. Makes the approved minutes available to the membership in a timely fashion
- E. Assures the safekeeping of the minutes of all Congregation Council meetings, Annual Business and Special Congregation meetings
- F. Is responsible for the quorum count at all Council, Annual Business, and Special meetings
- G. Assures that copies of the Articles of Incorporation and Bylaws, the most recent edition of Robert's Rules of Order, and the *Policies and Procedures Manual* are available at all Council meetings, the Annual Business meeting, and Special Congregation meetings
- H. Assures that for all Council and Membership meetings, the agenda, information necessary to inform members about the business to be conducted, including, but not limited to, minutes of the previous meeting, officer and council nominations, financial statement, proposed budget, and any other issues to be voted upon are distributed to all members
- I. In coordination with the staff, maintains a calendar of due dates of specific agenda topics and advises the President and the responsible presenter in advance of the specific meeting

#### **Section 6.4                                      The Treasurer**

The Treasurer has one-year term and:

- A. Serves as a member of the Congregation Council, the Executive Committee, and the Finance Committee
- B. Serves temporarily as president whenever the President, Vice President, and Secretary are unable to fulfill the President's duties
- C. Assures the accuracy, integrity, and safekeeping of the accounting records of the Congregation
- D. Makes regular written reports to the Finance Committee and the Congregation Council
- E. Works with the independent auditor on the annual audit of the financial records
- F. Is assisted by the Assistant Treasurer

#### **Section 6.5                                      The Assistant Treasurer**

The Assistant Treasurer has a one-year term and:

- A. Is a member of the Finance Committee
- B. Works in close cooperation with the Treasurer
- C. Performs functions as requested by the Treasurer
- D. Serves as the Treasurer when the Treasurer is unable to complete their duties until the Treasurer is able to complete those duties or a new Treasurer is elected by the Council.

#### **Section 6.6                                      Program Area Descriptions**

The work and ministries of the Congregation are shared between two specific program areas. These program areas provide an umbrella for the various programs, committees, and service groups of the Congregation. The two program areas are: Chapel Support and Congregational Care.

- ## Section 6.7 Program Area Coordinators

The Program Area Coordinator is a member of the Congregation Council and serves as overall coordinator for his/her program area. Program Area Coordinators shall be ex officio members of committees and service groups in that program area.

Program Area Coordinators:

- ## ARTICLE 7 THE CONGREGATION COUNCIL

The Congregation Council shall consist of the following elected members:

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Chapel Support  
Congregational Care  
Council Representative of:  
Administration Committee  
Christian Education Committee  
Stewardship and Finance Committee  
Nominating and Leadership Development Committee  
Missions and Outreach Committee  
Staff-Parish Relations Committee

The Pastor(s) of the Congregation at Duke Chapel will serve as ex officio members of the council.

## **Section 7.2 Election of Council Members**

The Nominating and Leadership Development Committee will nominate at least one candidate for each vacant office. All nominees nominated by the Committee or from the floor must have agreed to serve if elected. Elections will take place at the Annual Business Meeting. Nominations from the floor will be taken. If there is more than one candidate for any office, a ballot will be used for the election. Otherwise the slate can be elected by voice vote.

## **Section 7.3 Authority and Responsibilities of the Congregation Council**

The Council provides strategic direction and oversight for the ministries of the church, in alignment with the Strategic Plan.

The Council shall:

- A. Guide and support in covenant the work of the Pastors
- B. Actively pursue, with the help of the Holy Spirit, the purposes of the church
- C. Approve and welcome new members into the church
- D. Approve beginning and discontinuing various ministries
- E. Appoint temporary committees to which may be assigned tasks not included in or related to the prescribed duties of standing committees
- F. Enact and amend policies and procedures for the conduct of its business, church programs, and operations, so long as they are consistent with the Articles of Incorporation and Bylaws
- G. Approve the annual plan of the church
- H. Appoint church representatives to other organizations
- I. Fill vacancies in officer and Council positions in accordance with these Bylaws
- J. Have the authority to call special meetings of the Congregation according to these Bylaws
- K. Act on recommendations and requests on behalf of the church that may come before it
- L. Recommend amendments of these Articles of Incorporation and Bylaws to the membership for approval in conformity with Article 11 of the Articles of Incorporation
- M. Assume emergency powers as described in these Bylaws
- N. Act as legal representatives of the church in all matters pertaining to civil, governmental, legal, contractual, and other documents

- O. Exercise all powers on behalf of the church which are not expressly reserved to the members in these Bylaws
- P. Manage prudently the affairs of the church and its property
- Q. Assure an annual audit of the accounts of the Treasurer
- R. Approve annual salary ranges

#### **Section 7.4 Council Terms of Office and Office Holding Limitations**

- A. The officers of the Council shall serve one-year terms. Congregation Council members will serve one-year terms.
- B. Officers may serve no more than two terms consecutively in a given position, except the treasurer and assistant treasurer, which may renew their term for up to four terms consecutively.
  - 1. All attempts will be made to prevent two people inexperienced in these roles from serving in these positions at the same time.
- B. Other Council members may serve no more than three terms consecutively in a given position.
- C. No member will be allowed to serve more than 6 consecutive years on council in any combination of positions.
- D. All officers, members of the Congregation Council, and Congregation Committee Chairs must be active members of the Congregation.
- E. Members of the same immediate family or household may not serve on the Council at the same time.

#### **Section 7.5 Powers of Officers and Others**

Congregation officers, Council members, teachers, lay workers, committee members, and volunteers, whether elected or appointed, shall have no authority beyond that which has been conferred by the Council, committee, or Bylaws upon them, and whatever authority may have been delegated to them may at any time be altered or revoked.

### **ARTICLE 8 COUNCIL MEETINGS**

#### **Section 8.1 Quorum**

A quorum is a simple majority of all members of the Council including at least one officer. A quorum must be present to conduct business that requires a motion and a vote.

#### **Section 8.2 Frequency**

Council meetings will be held, optimally, monthly through the year, at a time and place agreed upon by the Council.

#### **Section 8.3 Absences**

Members of the Council must notify the President in a timely fashion if they are to be absent from a scheduled meeting. A Council member may be replaced after missing three consecutive meetings of the Congregation Council, unless the President accepts an explanation of extenuating circumstances.

If a replacement is needed the President notifies the Nominating and Leadership Development Committee of the vacancy.

Section 8.4 Guests

All congregation members and invited guests may attend Council meetings, but they may not vote. Visitors who wish to speak to the Council must make prior arrangements with the President.

## Section 8.5 Executive Session

Upon approval of a two-thirds majority of the Council present, the Council may go into executive session. Non-Council members may be invited for the specific purpose of the executive session. The Minutes of this portion of a meeting will record only the action taken but not the discussion. Anyone attending executive sessions is honor-bound not to divulge anything that has occurred in the session other than the final actions.

Section 8.6

The next regular meeting will be announced at the current meeting and will be recorded in the minutes, which will be made available to all members prior to the next meeting.

## Section 8.7 Order of Business

The order is not limited to but should include:

Determination that a Quorum is present  
Call to Order  
Opening Prayer  
Review and adoption of Agenda  
Approval of Minutes of the last meeting  
Unfinished Business  
Pastor, Officer, and Committee Reports  
New Business  
Closing Prayer  
Adjournment

## Section 8.8 Record Keeping

The Secretary shall be responsible for accurate minutes of all Congregation Council meetings and shall make the approved minutes available to the Congregation membership in a timely fashion.

## Section 8.9 Voting

A majority of the votes cast shall be sufficient to approve all business transactions. Members must be present at the meeting to vote.

## Section 8.10 Video Conference and Teleconference Meetings

The Congregation Council and committees may meet by video conference or teleconference. Such meetings must be conducted by a technology that allows all persons participating to hear each other at the same time (and if a video conference, to see each other as well). All rules pertaining to a face-

to-face meeting apply to video conference and teleconference meetings. Any additional rules for such conferences are recorded in the *Policies and Procedures Manual*.

### **Section 8.11                                      Emergency Duties and Powers**

- A. In anticipation of or during an emergency as defined below, the Congregation Council may:
  - 1. Modify lines of succession to accommodate the incapacity of any member of the Council, officer, or employee.
  - 2. Relocate the regular meeting place of the Council, or authorize the officers to do so.
- B. During an emergency:
  - 1. An emergency exists for purposes of this section if a quorum of the Congregation Council cannot readily be assembled because of some catastrophic event.
  - 2. Notice of a meeting of the Council need be given only to those Council members it is practicable to reach and may be given in any practicable manner, including but not limited to publication, broadcast media, or electronic communication devices.
  - 3. Two or more officers or members of the Council present at a meeting of the Council may be deemed to be the Council for the meeting.
- C. Council action taken in good faith, and seeking God's guidance, during an emergency under this Emergency Duties and Powers section, to further the ordinary affairs of the church, binds the church. The fact that the action is taken pursuant to this section shall not be used to impose liability on a member of the Council, officer, or employee.
- D. All provisions of the regular Bylaws consistent with the Emergency Duties and Powers remain effective during the emergency. The Emergency Duties and Powers are not effective after the emergency ends.
- E. Any action taken utilizing emergency powers must be presented to the full Council at its next regularly scheduled meeting for ratification or censure in order to become an official act of the full Council.

### **Section 8.12                                      Filling Vacancies**

If the vacancy occurs in the office of the President, the Vice President will succeed to the President's position. Any unexpired terms of other officers, Council members, Assistant Treasurer, or other Committee Chairs will be filled by a simple majority vote of the Council using nominations made by the Nominating and Leadership Development Committee. The person selected by the Council shall serve out the unexpired term; if this is more than half the term, it shall, for purposes of eligibility for reelection, be considered a full term.

### **Section 8.13                                      Removal from Office**

The officers and members of the Congregation Council and any other elected individuals may be removed from office for inability or unwillingness to perform the duties reasonably expected of them. Removal requires a two-thirds majority vote of the Council at two consecutive meetings.

#### **Section 8.14                                      Conflict of Interest**

In acknowledgment of the bonds of trust and accountability, which are to be nurtured within the Body of Christ, transactions of the Congregation must be open and transparent. Those in positions of church leadership shall recognize the trust that is placed in them as stewards of the resources and ministries of the church. They shall act in the exercise of their duties and leadership with the best interests of the church as the first priority, and prayerfully exercise their best judgment in providing that leadership on behalf of the Congregation. No church staff member, officer, or leader shall use his or her position, or knowledge gained through their roles, in any manner that creates a conflict of interest between the interest of the church and its ministry and his or her personal interests. To comply with legal and spiritual principles, and to avoid any appearance of impropriety, it is understood that any member of the Congregation Council or staff or any committee member or chairperson should acknowledge if s/he has a potential financial stake in any decision being made by the church before that decision is made.

#### **Section 8.15                                      Standard of Care**

A Congregation Council member shall perform his or her duties in good faith, in a manner he or she reasonably believes to be in the best interest of the church and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances.

In performing his or her duties, a Congregation Council member is entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- A. One or more other Congregation Council members or staff of the church whom he or she reasonably believes to be reliable and competent in the matters presented.
- B. Legal counsel, public accountants, or other persons as to matters, which he or she reasonably believes to be within the professional or expert competence of such person.
- C. A committee of the church upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee he or she reasonably believes to merit confidence.

A Congregation Council member shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

#### **Section 8.16                                      Limits of Personal Liability**

The members and officers of the Congregation Council shall not be personally liable for any debt, liability, negligent act, or obligation of the church. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the church, may look only to the funds and property of the church for the payment of any such contract or claim, or for the payment of any

debt, damages, judgment or decree, including attorney fees, or of any money that may otherwise become due or payable to them from the church.

## **ARTICLE 9**

## **COMMITTEES AND SERVICE GROUPS**

### **Section 9.1**

### **General Attributes of Committees**

Committees:

- A. Have only the authority granted in the Bylaws, the *Policies and Procedures Manual*, or by the Congregation Council
- B. Shall not make church policy but may recommend policy or other recommendations for action to the Congregation Council for consideration
- C. Recommend to the Council enactment and amendment of policies or procedures for the conduct of its business so long as they are not inconsistent with the Articles of Incorporation and Bylaws
- D. Prepare annual budget recommendations for the group's work
- E. Report to the Congregation Council through the program area coordinator or Council Representative, whichever is applicable
- F. Have chairs who may serve up to three consecutive one-year terms; chairs are elected by the Congregation
- G. Shall have at least two members plus the chair for each committee
- H. May appoint subcommittees as needed; subcommittee Chairs report to the parent committee or Program Area Coordinator
- I. Will refer to the *Policies and Procedures Manual* for the details of committee operations
- J. Will, when possible, prepare a written agenda, draft minutes from the previous meeting, and any other information needed for meeting

### **Section 9.2**

### **Standing Committees**

- A. Executive Committee
  - 1. Shall report to the Congregation Council through the President
  - 2. Is a subset of the Congregation Council, consisting of the President, Vice President, Secretary, Treasurer, and the Senior Pastor ex officio
  - 3. Shall review the agenda for each council meeting and meet as needed for additional concerns.
  - 4. Is responsible for the Senior Pastor's annual evaluation through the Staff-Parish Relations Committee
  - 5. Sets the salary for the Senior Pastor taking into consideration the recommendation of the Staff-Parish Relations Committee
  - 6. Acts on requests and recommendations from the Staff-Parish Relations Committee
- B. Administration Committee
  - 1. Shall report to the Congregation Council through its Council Representative
  - 2. Assists with technical and communication needs of the Congregation, including potential and optimal use of voice, print, and electronic media

3. Assists with periodic reviews of all insurance programs
  4. Shall assist the Council in assuring a continuing and efficient process of governance by making recommendations on governance policies and procedures and reviewing the Articles of Incorporation and Bylaws as well as the *Policies and Procedures Manual*, on an ongoing basis with a formal review to take place no less than every 3 years
- C. Christian Education Committee
1. Shall report to the Congregation Council through its Council Representative
  2. Plans, implements or otherwise ensures adequate educational and spiritual activities for children (generally under grade six), youth (generally grades six through twelve), and adults. These include, but are not limited to, Sunday morning education programs, special programs, and events
- D. Fellowship Committee
1. Shall report to the Congregation Council through the Congregational Care Program Area Coordinator
  2. Is responsible for planning the various social activities for the Congregation
- D.
- E. Stewardship and Finance Committee
1. Shall report to the Congregation Council through its Council Representative
  2. Is composed of a Chair, the Treasurer of the Congregation, Assistant Treasurer, and three or more additional members
  3. Submits an annual budget to the Congregation Council for review and approval. The Council shall then make a recommendation to the Congregation
  4. Monitors income and expenses throughout the year. Makes recommendations to the Congregation Council for any necessary corrective actions
  5. Reviews requests by committees for budget changes during the year which after review are presented to the Congregation Council through the Finance Committee with recommendations for action
  6. Is responsible for the review of the Congregation's bookkeeping and financial administrative policies and procedures, making recommendations for changes to the Congregation Council for consideration
  7. Reviews and approves the Treasurer's monthly written financial reports prior to their submission to the Congregation Council
  8. Oversees the investment of endowments and special funds of the Congregation and makes recommendations to the Congregation Council regarding the use of these funds unless restricted to a specific purpose. The Council will consider all such recommendations as well as those made by any member of the Congregation
  9. Opens bank accounts as necessary only with specified and prior approval of the Congregation Council
  10. Elicits and guides the energies, talents, skills, and monetary resources of the membership to further the mission and ministry of the Congregation
  11. Plans a Stewardship Campaign that will engage members in committed financial support for the continuing life and stability of the Congregation

12. Will execute this campaign in a timely fashion so the staff and Council may plan accordingly

F. Mission and Outreach Committee

1. Shall report to the Congregational Council through its Council Representative
2. Serves as an interface between the Congregation at Duke University Chapel and the greater community – the Duke University campus community, local community, and the world
3. Provides opportunities for service using members' time, talents, gifts, and prayers to channel resources and efforts to the community
4. Coordinates the efforts between the various Mission and Outreach subcommittees. Activities may include local missions, environmental stewardship, special outreach initiatives, student outreach initiatives, world missions, refugee resettlement, or any others as appropriate

G. Nominating and Leadership Development Committee

1. Shall report to the Congregation Council through its Council Representative
2. Identifies and fosters committed leadership in the Congregation to further its ministries
3. Nominates, on an annual basis, at least one person for each vacancy on the Congregation Council as well as committee chairs and service group leaders, and the Assistant Treasurer
4. Provides the nominees with a current job description for the vacant position
5. Presents the slate of nominees at the Annual Business Meeting and on other occasions to fill vacancies in any office as described in these Bylaws
6. Acquaints itself, throughout the year, with the members of the Congregation in order to learn of their interests, skills, talents, and energies
7. Encourages members to support the work of the church
8. Is well informed about the duties of the various committees and is prepared to assist committee chairs with recruiting committee members
9. Fosters the development and continuity of leadership within the Congregation

I. Strategic Planning Committee

1. Shall report to the Congregation Council through the Vice President
2. Is composed of the Vice President and two or more additional members
3. Develops a Strategic Plan every five years
4. Develops an annual implementation plan for the Strategic Plan and other major initiatives to be presented to the Congregation Council for consideration
5. Seeks the counsel of the Dean of the Chapel at significant points in the development of the Strategic Plan

J. Staff-Parish Relations Committee

The Staff-Parish Relations Committee members and Chair are nominated by the Nominating and Leadership Development Committee and elected by the Congregation at the Annual Meeting. There will be five members of various ages whose diversi-



ty of experience within the Congregation makes them widely representative of the make-up of the Congregation. Their terms will be staggered to facilitate both continuity and turnover. Members will serve three-year terms. The Chair serves a one-year term and may not serve more than three years consecutively.

The Staff-Parish Relations Committee shall:

1. Report to the Congregational Council through its Council Representative who reports to the Executive Committee
2. Work to support staff and build community between staff and Congregation
3. Counsel and confer with the Pastor, staff, and Congregation members in an effort to assess conditions that affect the leadership and service to the Congregation and its mission
4. Clarify strategies for ministry related to but not limited to working conditions, job descriptions, skills upgrading, and professional enhancements

K. Audit Committee

1. Is composed of the members of the Stewardship and Finance Committee, excluding the Treasurer of the Congregation, plus the Vice President of the Congregation. The Chair of the Stewardship and Finance Committee is also the Chair of the Audit Committee. The Treasurer is an ex officio member of the Audit Committee.
2. Contracts and schedules the outside auditor
3. Receives the annual audit report and acts on any results
4. Reports its findings and recommendations to the Council

### **Section 9.3**

#### **Ad Hoc Committees**

The Council may create any necessary ad hoc committees, which may be assigned tasks not included in or related to the prescribed duties of standing committees. Ad hoc committees may be assigned duties falling under the responsibility of a permanent committee, but this may be done only upon recommendation of the committee involved, unless the ad hoc committee is created by a two-thirds majority of the Council members present.

### **Section 9.4**

#### **General Attributes of Service Groups**

Service groups may be created by the Congregation Council in order to fulfill the Church's goals. Service groups:

- A. Have only the authority granted in the Bylaws, the *Policies and Procedures Manual*, or by the Congregation Council
- B. May not make policy but may recommend policy or actions to the Congregation Council for consideration
- C. May enact and amend policies or procedures for the conduct of business so long as they are not inconsistent with the Articles of Incorporation or Bylaws
- D. Prepare annual budget recommendations for the group's work and report to the Congregation Council through the Program Area Coordinator
- E. Service group Chairs shall be members of the Congregation and are appointed by the Nominating and Leadership Development Committee when there is a vacancy

## **ARTICLE 10**

## **CHURCH STAFF**

### **Section 10.1**

#### **Organization**

The Senior Pastor and Head of Staff reports to the Council. All staff members report to the Senior Pastor through a specified organizational structure. The Senior Pastor is an ex officio member of Council and all committees. Other Pastors are ex officio members of the Council and committees as assigned by the Senior Pastor.

### **Section 10.2**

#### **Senior Pastor and Head of Staff**

The Pastor and Head of Staff:

- A. Serves at the pleasure of the Congregation
- B. Serves as the spiritual leader and chief administrative officer of the church
- C. Oversees the church's work
- D. Is responsible to the Congregation Council for implementing the policies determined by the Council and operates under the general supervision of the Council
- E. Provides pastoral care and counseling to Congregation members as well as any others who may seek his or her counsel
- F. Supervises the day-to-day administration of the congregation
- G. Hires and dismisses staff in consultation with the Staff-Parish Relations Committee and the Council
- H. Supervises office and ministerial staff and interns
- I. Teaches in and supports the Christian Education programs
- J. Plans and supervises confirmation classes
- K. Participates in ecumenical campus and community affairs
- L. Counsels prospective members, including preparation for baptism
- M. When invited by the Dean of the Chapel
  - 1. Preaches for and presides over the University Service of Worship
  - 2. Presides at other Duke Chapel services
  - 3. Serves as a member of the Duke University Religious Life Staff
  - 4. Serves on committees as appointed by the Dean of the Chapel

### **Section 10.3**

#### **Program/Administrative/Support Staff**

Staff members may be appointed ex officio members of committees relevant to their responsibilities by the Senior Pastor.

### **Section 10.4**

#### **Duties and Responsibilities**

Duties and responsibilities of all staff members are described in the *Policies and Procedures Manual*.

### **Section 10.5**

#### **Calling of the Senior Pastor and Head of Staff**

- A. Following the onset or in anticipation of a vacancy in the pastorate, the Nominating and Leadership Development Committee shall nominate at least seven (7) but not more than eleven (11) church members whose names shall be placed, together with

such other names as may be placed in nomination by church members, before the Council at a meeting at which the choice of a search committee is to be considered. From among the nominees, those seven (7) persons receiving the highest number of votes by secret ballot shall thereupon be and become the members of the search committee and shall undertake the search for a Senior Pastor and Head of Staff. All candidates shall be ordained and have a Masters of Divinity degree, or greater, from an accredited seminary.

- B. During the period of the deliberations, the search committee shall, on a monthly basis, make progress reports upon its work to the church; provided, however, that in the course of such progress report no names of any pastoral candidate shall be mentioned. All deliberations of the search committee shall be conducted in closed session and the contents thereof shall be considered by its members as being of the utmost confidence. Having prepared a proposed budget, requested, and received approval for it, all reasonable expenses of the search committee shall be reimbursed by the church. The counsel of the Dean of the Chapel will be sought.
- C. The call of the Senior Pastor shall take place at a Special Business Meeting of the church especially set for the purpose, of which at least one (1) notice shall have been given the church membership. The search committee shall bring only one (1) name at a time for consideration by the church, and no nomination shall be made except that of the search committee. Election of the Senior Pastor and Head of Staff shall be by secret ballot with an affirmative vote of 90% of those present and voting necessary for a call. Should the one nominated by the search committee fail to receive the 90% vote, the search committee shall be instructed to seek out another nominee.

## **Section 10.6 Termination of Ministry**

- A. By resignation  
Normally, a Pastor's resignation shall be submitted in writing to the Congregation Council at least sixty (60) days prior to the effective date. The Congregation Council shall inform the Congregation of the Pastor's resignation, arrange for an interim pastor, and establish a search committee.
- B. For cause
  - 1. In the event of a disagreement arising between the Pastor and members of the Congregation, regarding a Pastor's ability or willingness to carry out appropriately the duties of the position, the matter shall be brought before the Staff-Parish relations committee for prayerful consideration. Should no resolution be found the matter will be forwarded immediately to the Executive Committee.
  - 2. If no resolution is found in the Executive Committee the matter will be brought before the full Council

3. The Congregation Council shall consider the case at a meeting called specifically for that purpose. Prior to this meeting the Pastor(s) shall be given at least ten (10) days written notice of the pending action.
4. The Pastor(s) may attend such meeting of the Congregation Council and shall be given full opportunity for a hearing.
5. If a majority of the Congregation Council votes for dismissal of the Pastor(s), a special meeting of the Congregation shall be called at which only the recommendation of the Congregation Council shall be presented for action. If two-thirds (2/3) of the members present and voting favor dismissal, the ministerial relationship shall terminate as the church meeting may determine. Proper consideration shall be given to severance compensation.
6. Any one of the following actions by the Pastor(s) will result in the call for immediate resignation:
  - A. Gross misconduct, dereliction of duty, or incompetence in office
  - B. Inappropriate or abusive behavior
  - C. Inappropriate or unauthorized use of church funds
  - D. Gross mismanagement of staff
7. Note that the Pastor may choose to resolve any conflict by resignation.

## **ARTICLE 11 EX OFFICIO DEFINED**

Ex officio membership on a committee or Congregation Council means that the individual so designated is a nonvoting member of such committee or Congregation Council. An ex officio member is entitled to receive notice of meetings and participate in meetings, but has no vote. The ex officio member does not count toward a quorum.

## **ARTICLE 12 AFFILIATED ORGANIZATIONS**

The Congregation Council considers, and if appropriate, recommends to the church membership, membership in or affiliation with other organizations. The membership considers, and if appropriate, approves. The Council appoints any necessary representatives to the organizations.

## **ARTICLE 13 ADOPTION AND AMENDMENT OF BYLAWS**

- A. These Bylaws shall be considered adopted and in immediate effect if and when two-thirds (2/3) of the members present and voting at the Business Meeting at which a vote is taken shall vote in favor of the same.
- B. These Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any Business Meeting, provided that such proposed amendment shall have been first presented to the Congregation Council for study and recommendation at least four (4) weeks prior to the Council meeting and to the church members at least four (4) weeks prior to the membership meeting.

- C. As changes are made, an addendum detailing these changes will be sent to all church families.

## **ARTICLE 14**

## **MISCELLANEOUS**

### **Section 14.1 Construction and Definitions**

Unless the context otherwise requires, the general provisions, rules and construction, and definitions contained in the North Carolina Corporation Nonprofit Act govern the construction of these by-laws. Without limiting the generality of the foregoing, the singular number includes the plural and the plural number includes the singular.

### **Section 14.2 Contracts**

The Congregation Council may authorize the officers and Council members to enter into any contract or execute any instrument in the name of and on behalf of the church, and such authority may be general or confined to specific instances; unless so authorized by the Congregation Council, no officer or Council member has any power or authority to bind the church by any contract or engagement or to pledge its credit or to render it liable of any purpose or for any amount.

### **Section 14.3 Tax Requirements**

The Congregation Council shall knowingly take no action which may jeopardize the tax-exempt status of the church.

### **Section 14.4 Transitional Provision**

The officers and Council members in office immediately prior to the adoption of these Bylaws shall remain in the same office for the same term upon adoption of these Bylaws. If one or more of the aforementioned individuals are ineligible to serve in office or on a committee by virtue of differences between the prior Bylaws and these Bylaws such individual(s) may continue to serve until the next election or the next appointment of committee members.

Members of the Congregation immediately prior to the adoption of these Bylaws shall retain membership status.

### **Section 14.5 Policies and Procedures**

The Congregation Council shall assure the creation and maintenance of a *Policies and Procedures Manual* which shall contain all currently controlling policies and procedures governing any aspect of the church's affairs including policies regarding the handling of funds, use of facilities, and employment policies and practice.

### **Section 14.6 Effect**

These Articles of Incorporation and Bylaws shall take effect upon approval by the members of the church. The adoption of these Articles of Incorporation and Bylaws shall repeal all previously adopted Articles of Incorporation and Bylaws.

## **Bylaws Reviewed and Approved**

February 15, 2008

June 15, 2015

June 10, 2018

June 20, 2021