

**AMENDED AND RESTATED CHARTER
OF
WOODMONT CHRISTIAN CHURCH
(DISCIPLES OF CHRIST)**

PREAMBLE

We, the members of Woodmont Christian Church (Disciples of Christ), a congregationally governed body, acknowledge our faith in God through Jesus Christ with gratitude for our strong foundation. As an affirmation of this Congregation's founding Covenant, and in order to amend and restate the Congregation's Constitution and By-Laws, previously adopted, we hereby amend and restate our Charter as follows:

**ARTICLE I.
NAME AND MISSION**

Section 1. Name

The name of this congregation is Woodmont Christian Church (Disciples of Christ), and it shall be governed by the provisions of the Tennessee Nonprofit Corporation Act, as amended from time to time (the "Act").

Section 2. Affiliation

This Church is a not-for-profit, public benefit and religious corporation organized under the Tennessee Nonprofit Corporation Act (the "Act"). The Congregation is affiliated as a member of the Christian Church (Disciples of Christ) in the United States and Canada, located in the Tennessee region, and participates in its cooperative life.

Section 3. Mission

We are Woodmont Christian Church, worshiping God as revealed through Jesus Christ in an atmosphere of joy and reverence. Just as our spire reaches toward heaven, we aspire to reach toward God. Finding unity within our diversity and guided by the Holy Spirit, we seek to serve with excellence, both as a Church and as individuals, through:

- compassionate ministries to people in need
- providing opportunities for spiritual growth
- careful stewardship of all our gifts and of God's creation, and
- bringing others to Christ by sharing the Gospel of faith, hope and love in our words and actions.

In all these things, Woodmont Christian Church (Disciples of Christ) builds upon the firm foundation of our covenant and prays God's blessing on this, our mission.

Section 4. Purpose

The Congregation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including

the receipt and acceptance of property, whether real, personal or mixed, by gift or bequest from any person or property in accordance with the terms of this Charter and the Congregation's By-Laws; and the distribution of such property for the purposes herein delineated. The Congregation is organized to engage in any activity, and to exercise any and all powers, rights and privileges, afforded a nonprofit corporation under the Act. Notwithstanding any other provision of this Charter, the Congregation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or any corresponding provisions of any future federal tax laws; (ii) a corporation contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code, or any corresponding provisions of any future tax laws; or (iii) a non profit corporation organized under the laws of the State of Tennessee pursuant to the Act.

No part of the net earnings of the Congregation shall inure to the benefit of, or be distributable to, any member, officer, member of the Official Board, trustee, or any other private person; but the Congregation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article I.

No substantial part of the activities of the Congregation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Congregation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE II. OFFICE AND REGISTERED AGENT

The registered office of the Congregation is located at 3601 Hillsboro Pike, Nashville, Davidson County, Tennessee 37215. The name of the current registered agent at such address is Michael D. Brent, the current Chair of Official Board (such registered agent may be changed to future Chairs of the Official Board from time to time). The principal office of the Congregation also is located at 3601 Hillsboro Pike, Nashville, Tennessee 37215.

ARTICLE III. MEMBERSHIP

Section 1. General

The Congregation will have members consisting of the following: those who are now members of the Congregation; those who shall unite with it by confession of faith in Jesus Christ as Lord and Savior and obedience to Christ in baptism and commitment to Him; and those who unite by transfer of membership, thereby reaffirming their faith and commitment to Christ.

Section 2. Classification

- (a) Participating Members are those who demonstrate a continuing interest in the Church through attendance, financial stewardship or other active involvement.
- (b) Non-Participating Members are those who have not participated in any way in the life of the Church for at least 12 consecutive months.
- (c) Members of Record are those who no longer actively participate in any way in the life of the Church.

- (d) Associate Members are those who desire dual membership in their home Church as well as Woodmont. They may be participating or non-participating based on the same criteria used above.

**ARTICLE IV.
RIGHTS, PRIVILEGES AND RESPONSIBILITIES
OF THE CONGREGATION**

The Congregation is the highest governing body of the Church and shall manage its affairs under the Lordship of Jesus Christ. It shall own, control and encumber its property; establish its budgets and financial policies; and call its senior minister.

The Congregation shall demonstrate its mutual concern for the nurture, mission and witness of the whole church, and, among other responsibilities, it shall: proclaim the gospel; administer baptism and the Lord's Supper; provide for the spiritual nurture of its members; sustain its ministers in faithfulness and honor; grow in understanding that the church is a universal fellowship; transcend all barriers within the human family such as race and culture; be faithful in Christian stewardship; and seek to realize the oneness of the Church of Jesus Christ through cooperation with other churches. The Congregation shall exercise and enjoy all other rights, privileges and responsibilities necessary or appropriate to carry out its mission and purpose.

The Congregation reserves the right to delegate the management of its affairs to the Official Board and other authorized bodies in compliance with the By-Laws.

**ARTICLE V.
CONGREGATIONAL MEETINGS**

Section 1. Annual Meeting

There shall be an annual meeting of the Congregation held not later than June 15 of each year.

Section 2. Special Meetings

Special Meetings of the Congregation may be called by any of the following:

- (a) Chair or Chair-elect of the Official Board;
- (b) Action of the Official Board
- (c) Written petition signed by at least 50 Participating Members and recorded with the Treasurer/Secretary of the Official Board.

Section 3. Meeting Notification

Notice of all congregational meetings shall be both (a) announced at regular worship services of the Congregation at least two weeks in advance of the meeting and (b) communicated by means of (i) the Church newsletter (mailed at least ten days before the meeting), (ii) a written notice mailed and postmarked at least ten days before the meeting, (iii) an electronic communication (sent at least ten days before the meeting) to members who have indicated a desire to receive communications electronically, or (iv) a

combination of (i) through (iii). The purpose, date, time and place of meeting shall be indicated in each notice.

Section 4. Electorate

The privilege of voting shall be limited to Participating Members of Woodmont Christian Church. Members must be present in order to vote.

Section 5. Quorum

A quorum of (a) not less than 100 Participating Members or (b) not less than 25% of Participating Members, whichever is less, shall be required to transact business in any annual or special meeting of the Congregation.

Section 6. Rules of Order

The order of business at all business meetings of the Congregation shall be previously arranged by an agenda as prepared by the officers of the Congregation. At the meeting, the agenda may be altered by a simple majority of those present and voting. Voting decisions shall require motions which shall be processed in accordance with Robert's Rules of Order, revised (Current Edition).

**ARTICLE VI.
OFFICERS, OFFICIAL BOARD, ELDERS AND DEACONS**

Section 1. Officers

The Congregation shall elect from its members a Chair, Chair-elect and Treasurer/Secretary. These officers shall be elected at the annual meeting of the Congregation and shall serve as officers of the Congregation and the Official Board as set forth in the By-Laws.

Section 2. Official Board

The Congregation shall have an Official Board which shall be responsible to the Congregation and have authority to act on behalf of the Congregation when it is not in a congregational meeting.

The Official Board shall be composed of members as set forth in the By-Laws and for terms of office therein stated.

The Official Board shall be responsible for receiving reports from its ministers, officers, divisions, committees, ministries, subsidiary entities and the various organizations within the Congregation. It shall establish the program of the Church, and shall further establish the Church budget, subject to approval by the Congregation. It shall be responsible also for conducting all business affairs of the Congregation and carrying out such other responsibilities as may be defined in the By-Laws.

Section 3. Elders, Deacons

The Congregation shall have Elders and Deacons. Both men and women shall serve the Congregation as Elders and Deacons. Their election, qualifications and responsibilities shall be as set forth in the By-Laws.

Section 4. Divisions, Committees, Ministries, Subsidiary Entities and other Organizations

The Congregation, through its Official Board, shall establish divisions, committees, ministries, subsidiary entities and other various organizations within the Congregation, as necessary for the conduct of the work of the Congregation as set forth in the By-laws.

**ARTICLE VII.
MINISTERS**

The Congregation shall have an ordained Senior Minister, who shall be the Church's spiritual leader, preacher, pastor and the chief executive officer of the Church. The responsibilities of the Senior Minister shall be more specifically set forth in the By-Laws and resolutions adopted by the Official Board. The Senior Minister shall be in good standing with the Christian Church (Disciples of Christ) in Tennessee (or a new Senior Minister who has been called to the Congregation shall be in good standing with the Christian Church (Disciples of Christ) in another state or region and shall promptly obtain good standing with the Christian Church (Disciples of Christ) in Tennessee). The Congregation may have such other ministers as shall be authorized by the Official Board.

**ARTICLE VIII.
LIMITED PERSONAL LIABILITY OF OFFICERS,
BOARD MEMBERS AND OTHER DESIGNATED PERSONS**

No person who is or was a member of the Official Board, an officer of the Congregation, or an officer, director or trustee of any subsidiary entity within the Congregation, nor such person's heirs, executors, administrators, or legal representatives, shall be personally liable to the Congregation for monetary damages for breach of fiduciary duty as a member of the Official Board, an officer of the Congregation, or an officer, director or trustee of any subsidiary entity within the Congregation. However, this provision shall not eliminate or limit the liability of a member of the Official Board, an officer of the Congregation, or an officer, director or trustee of any subsidiary entity within the Congregation (i) for any breach of his or her duty of loyalty to the Congregation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) under Section 48-58-304 of the Act. No repeal or modification of the provisions of this Article VIII, either directly or by the adoption of provisions inconsistent with the provisions of this Article VIII, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

**ARTICLE IX.
INDEMNIFICATION AND ADVANCEMENT
OF EXPENSES**

Section 1. Mandatory Indemnification

To the maximum extent permitted by the provisions of Section 48-58-501, et seq., of the Act, as amended from time to time (provided, however, that if any amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date thereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section 1 which occur subsequent to the effective date of such amendment), the Congregation shall indemnify and advance expenses to any person who is or was a member of the Official Board, an officer of the Congregation, or an officer, director or trustee of any subsidiary entity within the Congregation, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to as the

"Proceeding"), to which such person was, is, or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

- (a) The Proceeding was instituted by reason of the fact that such person is or was a member of the Official Board, an officer of the Congregation, or an officer, director or trustee of any subsidiary entity within the Congregation; and
- (b) The member of the Official Board, an officer of the Congregation, or an officer, director or trustee of any subsidiary entity within the Congregation conducted himself or herself in good faith, and he or she reasonably believed (i) in the case of conduct in his or her official capacity with the Congregation, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Congregation; and (iii) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the member of the Official Board, an officer of the Congregation, or an officer, director or trustee of any subsidiary entity within the Congregation did not meet the standard of conduct herein described.

Section 2. Permissive Indemnification of Employees and Agents

The Congregation may, to the maximum extent permitted by the provisions of Section 48-58-501, et seq., of the Act, as amended from time to time (provided, however, that if any indemnification rights permitted by law on the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section 2 which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Congregation, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in Section 1 of this Article IX, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Congregation and met the standards of conduct set forth in Section 1(b) of this Article IX. The Congregation may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Congregation to the extent, consistent with public policy, as may be provided by its By-Laws, by contract, or by general or specific action of the Official Board.

Section 3. Non-exclusive Application

The rights to indemnification and advancement of expenses set forth in Sections 1 and 2 of this Article IX are contractual between the Congregation and the person being indemnified, and his or her heirs, executors, administrators and legal representatives, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by law, by this Charter, by a resolution of the Official Board, by the By-Laws of the Congregation, by the purchase and maintenance by the Congregation of insurance on behalf of a member of the Official Board, an officer of the Congregation, or an officer, director or trustee of any subsidiary entity within the Congregation, employee, or agent of the Congregation, or by an agreement with the Congregation providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

Section 4. Non-exclusive Application

The provisions of this Article IX shall not limit the power of the Congregation to pay or reimburse expenses incurred by a member of the Official Board, officer, employee, or agent of the Congregation in connection with such person's appearing as a witness in a Proceeding at a time when he or she has not been made a named defendant or respondent to the Proceeding.

Section 5. Prohibited Indemnification

Notwithstanding any other provision of this Article IX, the Congregation shall not indemnify or advance expenses to or on behalf of any member of the Official Board, an officer of the Congregation, or an officer, director or trustee of any subsidiary entity within the Congregation, employee, or agent of the Congregation, or any such person's heirs, executors, administrators or legal representatives:

- (a) If a judgment or other final adjudication adverse to such person establishes his or her liability for any breach of the duty of loyalty to the Congregation, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or under Section 48-58-304 of the Act; or
- (b) In connection with a Proceeding by or in the right of the Congregation in which such person is adjudged liable to the Congregation; or
- (c) In connection with any other Proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section 6. Repeal Of Modification Not Retroactive

No repeal or modification of the provisions of this Article IX, either directly or by the adoption of a provision inconsistent with the provisions of this Article IX, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

ARTICLE X. PROHIBITED TRANSACTIONS

The Congregation shall not make distributions at such time and in such manner as to subject the Congregation to tax under Section 4942 of the Code. The Congregation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code, or any corresponding provision of any future federal tax laws. The Congregation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code, or any corresponding provision of any future federal tax laws. The Congregation shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or any corresponding provision of any future federal tax laws. The Congregation shall not make any taxable expenditures, as defined in Section 4945(d) of the Code, or any corresponding provisions of any future federal tax laws.

ARTICLE XI. DISTRIBUTION ON DISSOLUTION

Upon any dissolution of the Congregation, after paying or making provision for the payment of all liabilities of the Congregation then outstanding and unpaid, the Official Board shall distribute the assets of the Congregation exclusively for the religious, charitable and educational purposes of the Congregation in such manner as the Official Board shall determine. The real property of the Congregation shall not revert to the Christian Church (Disciples of Christ) without the approval of the Congregation by a majority vote. Any

assets not so distributed shall be distributed to one or more organizations then described under Section 501(c)(3) of the Code or any corresponding provision of any future federal tax laws, as the Official Board shall determine. Any assets not so disposed of by the Official Board shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the Congregation is then located, with the distribution of assets to be made for such charitable purposes, or to such organization or organizations which are organized and operated exclusively for such purposes, as such court shall determine.

**ARTICLE XII.
AMENDMENTS**

This Charter may be amended upon a two-thirds vote for approval of an amendment by the Congregation in an annual or special meeting. Proposed amendment(s) may originate in the Official Board or upon written petition signed by at least 50 Participating Members and recorded with the Treasurer/Secretary of the Congregation. Any proposed amendment(s) shall be both (a) presented to the Congregation at regular worship services at least two weeks prior to the meeting of the Congregation at which the amendment(s) is to be considered, and (b) circulated to the Congregation by means of (i) the Church newsletter (mailed at least ten days before the meeting of the Congregation at which the amendment(s) is to be considered), (ii) a written notice mailed and postmarked at least ten days before the meeting of the Congregation at which the amendment(s) is to be considered, (iii) an electronic communication (sent at least ten days before the meeting of the Congregation at which the amendment(s) is to be considered) to members who have indicated a desire to receive communications electronically, or (iv) a combination of (i) through (iii). The By-laws may be amended as set forth in the By-laws from time to time.

This Amended and Restated Charter was adopted at a meeting of the congregation held on June ____, 2007, and shall be effective upon filing with the Secretary of State of Tennessee.

Dated: _____, 2007.

Michael D. Brent
Chair of the Congregation

**BY-LAWS OF
WOODMONT CHRISTIAN CHURCH
(DISCIPLES OF CHRIST)**

I. IDENTIFICATION AND AFFILIATION

This Congregation is Woodmont Christian Church (Disciples of Christ) located in Nashville, Tennessee. It is affiliated as a member of the Christian Church (Disciples of Christ) in the United States and Canada, located in the Tennessee region, contributing to and calling upon the resources of the regional and general church.

II. OFFICERS OF THE CONGREGATION

A. Election and Term of Office.

The Congregation, at its annual meeting, shall elect for terms of two (2) years, or until their successors are elected and shall qualify, the following officers:

1. Chair-elect of the Congregation, who also shall serve as Chair-elect of the Official Board. The Chair-elect shall succeed the Chair upon expiration of the term of the Chair.
2. Treasurer/Secretary of the Congregation, who also shall serve as Secretary of the Official Board, and as a member of the Resource Ministry

B. Qualifications.

1. Officers must be active in the Congregation's life and seek to grow in their own understanding and practice of a Christian life. The following shall be considered in the selection of persons for leadership positions in the congregation:
 - a. Conduct of one's life in light of the teachings of Jesus Christ.
 - b. Promotion of good will and Christian fellowship in the Congregation and community.
 - c. Attendance at the worship services and stated meetings of the Congregation.
 - d. Regular financial contributions to the support of the Congregation and its outreach program.
 - e. Willingness to fulfill assignments on behalf of the Congregation.
 - f. Demonstrated skills or evident potential in carrying out responsibilities of the particular office.
 - g. Willingness to grow in Christian faith and practice by participating in training events, Christian education programs, and opportunities for spiritual enrichment.

C. Responsibilities.

1. The Chair shall serve as the Chair of the Official Board and the Congregation, and shall preside at all stated and special called meetings of the Congregation and the Official Board, and perform such other duties normally associated with the office of Chair. The Chair shall serve as the “registered agent” of the Congregation, for purposes of the Act.
2. The Chair-elect shall work in close cooperation with the Chair, in matters of review and evaluation of past programs and advance planning in order to promote continuity of leadership. The Chair-elect shall preside in the Chair's absence at meetings of the Congregation and the Official Board, and perform such other duties as may be delegated by the Chair.
3. The Treasurer/Secretary shall keep accurate minutes or records of all meetings of the Congregation and the Official Board, and provide for these minutes to be reviewed and approved by their respective bodies. The Treasurer/Secretary shall record attendance for the Official Board meetings. The Treasurer/Secretary shall receive all income of the Congregation, pay all accounts of the Congregation as authorized by the budget or special action of the Official Board when such items are not included in the budget, provide accurate records of all expenditures, make written reports at least quarterly to the Official Board and provide for an annual review (or audit if requested by the Official Board) of both income and expenditures for presentation to the Official Board within 120 days after the end of each fiscal year. The Treasurer/Secretary shall furnish a fidelity bond, the expense of which is to be paid by the Church. The Treasurer/Secretary shall serve as a member of the Resource Ministry and perform the duties of Treasurer in conformance to standard financial management practices and policies established by the Resource Ministry
4. The Chair and Chair Elect shall be ineligible for reelection until two years have elapsed; the Treasurer/Secretary may succeed himself/herself, but may not serve more than two (2) successive terms.

D. Vacancies.

Any vacancies in the Congregational offices during the Church year shall be filled as provided for in these By-Laws.

III. OFFICIAL BOARD

A. Membership.

1. Membership of the Official Board shall be composed of the following twelve (12) individuals:
 - a. Officers of the Congregation, as elected by the Congregation,
 - b. Two (2) active Elders (as appointed by the Elders for a 2 year term, which term shall be co-terminous with each such Elder’s remaining term as an active Elder),
 - c. Chair of the Deacons (as appointed by the Deacons, for a 2 year term, which term shall be co-terminous with his or her remaining term as an active Deacon),

- d. Six (6) “at-large” individuals, who shall be Participating Members of the Congregation (who may be, but are not required to be, active or reserve Elders or active or reserve Deacons), as elected by the Congregation.
2. In addition, the Senior Minister of the Congregation shall serve as an ex officio member, without a vote, on the Official Board.

B. Election and Term of Office

At its annual meeting preceding the fiscal year of July 1, 2007 to June 30, 2008, the Congregation shall elect three (3) at-large members of the Official Board for a term of one (1) year and three (3) at-large members of the Official Board for a term of two (2) years. At each subsequent annual meeting the Congregation shall elect three (3) at-large members of the Official Board, for a term of two (2) years. Each member of the Official Board shall hold office until his or her term shall have expired and his or her successor shall have been elected and qualified, or until his or her earlier resignation, removal from office, or death. After serving one term on the Official Board a person shall be ineligible for reelection to the same office until two years have elapsed; however, any person serving a term of membership on the Official Board of one year or less shall be eligible to serve on the Board the following two years.

C. Authority.

1. The Official Board shall perform its duties according to the authority granted in the Charter or otherwise delegated to it by the Congregation. The Official Board shall meet not less often than quarterly.
2. In keeping with the traditions of the Christian Church (Disciples of Christ), the highest governing authority shall rest with the Congregation. All officers, divisions, committees, ministries, subsidiary entities and the various organizations within the Congregation shall be responsible to and report regularly to the Official Board and through it to the Congregation.
3. All business meetings of the Official Board shall be governed by Robert's Rules of Order, revised, (Current Edition).
4. A majority of the voting members of the Official Board shall constitute a quorum.
5. Members of the Official Board may not vote by proxy.
6. Unless otherwise required by the Charter or these By-Laws, action taken by the Official Board shall require a majority vote in favor of such action by the Official Board at a meeting at which a quorum is present.

D. Powers Reserved to the Congregation

1. The following powers are reserved to the Congregation:
 - a. The approval of the annual budget of the Church.
 - b. The amendment of the Charter of the Church.
 - c. The approval of any merger, consolidation or dissolution of the Church.

- d. The sale, transfer, mortgaging, pledging or other disposition of any assets of the Church with a value in excess of twenty percent (20%) of the total estimated value of all assets of the Church.
- e. The borrowing of funds, during any fiscal year, in excess of twenty percent (20%) of the annual budget of the Church for such fiscal year.
- f. Ratifying the call of a senior minister, as proposed by the Senior Ministerial Search Committee and approved by the Official Board.

E. Responsibilities

1. The Official Board shall conduct its affairs in compliance with the Charter and the By-Laws of the Congregation.
2. The Official Board shall be responsible for conducting the business affairs of the Congregation; providing for the planning, coordination, research, evaluation and implementation of the work and activities of the Congregation; and considering and adopting policies.
3. The Official Board shall establish, when necessary, a Senior Ministerial Search Committee for the purpose of securing a senior minister for the Congregation. The Official Board may establish, when necessary, an Associate Ministerial Search Committee for the purpose of assisting the Senior Minister in filling associate and assistant ministerial positions for the Congregation.
4. The Official Board shall appoint a Pastoral Relations Committee that will be responsible for facilitating communication between the Congregation and the ministerial staff. This Committee shall provide counsel and encouragement for the ministerial staff.
5. The Official Board may, by resolution, establish such other divisions, committees, ministries, subsidiary entities and the various organizations within the Congregation, or terminate or realign any existing divisions, committees, ministries, subsidiary entities and organizations within the Church.
6. The Official Board shall receive regular written reports from the C.R.E.W., divisions, committees, ministries, subsidiary entities and organizations within the Congregation from time to time, and shall take such action as is appropriate in connection with such reports.
7. The Official Board shall provide a forum for creative and constructive discussion of the Congregation's work, and oversee planning for the future of the Congregation.
8. The Official Board shall periodically seek the input of the Congregation as to the future of the Congregation, through official meetings of the Congregation, "town hall" meetings and/or other appropriate forums.
9. The Official Board shall recommend a proposed annual budget to the Congregation, and shall obtain the approval (or approval with amendment) of such budget from the Congregation prior to June 30 in each year. Requests for additional funds which are received after the Congregation's adoption of the budget, shall be approved or disapproved by the Official Board.

10. The Official Board shall recommend to the Congregation the calling of a senior minister.

IV. MINISTRY C.R.E.W. AND OTHER COMMITTEES/ENTITIES

A. Membership.

1. The Ministry C.R.E.W. shall oversee the various ministries and outreaches of the Church, as directed by the Official Board from time to time.
2. Membership of the Ministry C.R.E.W. shall be composed of the following individuals:
 - a. The leader of each of the four C.R.E.W.s, as appointed by the Official Board,
 - b. Chair of the Congregation, as elected by the Congregation,
 - c. Chair-Elect of the Congregation, as elected by the Congregation,
 - d. Chair of the Elders, as selected by the Elders,
 - e. Chair of the Deacons, as selected by the Deacons,
 - f. Senior Minister,
 - g. Other Ministers of the Congregation who serve as a liaison to a C.R.E.W.

B. Ministry C.R.E.W.s

1. The Ministry C.R.E.W. shall consist of:
 - a. C.ONNECT. Ministries which enhance those bonds and the outreach of the Church.
 - b. R.ESOURCE. Ministries which oversee the gifts and resources of the Church.
 - c. E.QUIP. Ministries which provide training and spiritual education of the Church.
 - d. W.ORSHIP. Ministries which assist in the worship experience within the Church.
2. The program functions of the Church shall be carried out by the Ministry C.R.E.W., with such specific duties as may be specified by the Official Board from time to time.

C. Committees, Subsidiary Entities and Other Organizations.

1. Certain activities and functions of the Church shall be carried out by various committees, subsidiary entities and organizations within the Congregation, as established by the Official Board from time to time.
2. There may be both standing committees and ad hoc committees.

D. Standing Committees

1. There shall be a standing committee for the nomination of future officers, board members, elders and deacons.

2. On or before November 15 of each year, Official Board shall select a Nominating Committee consisting of nine members. The Nominating Committee shall be comprised of the following members: 2 Elders, 3 Deacons, 4 members of the Congregation who are not members of the Official Board, but have demonstrated exceptional interest in the life of the Congregation.
3. Members of the Nominating Committee may not be re-elected to a successive term of service, with the exception of one member who may succeed for one term in order to provide continuity.
4. The names of the members of the Nominating Committee shall be published to the Congregation so that the Congregation will have the opportunity to make suggestions of candidates for nomination to the offices to be elected by the Congregation at the annual meeting.
5. The Nominating Committee shall nominate one candidate for each office to be elected by the Congregation at its annual meeting. The Nominating Committee shall consider all suggestions received from the Congregation. The committee shall consider qualifications and secure consent from nominees in the form of a written agreement to serve and to fulfill the responsibilities of their respective offices.
6. The proposed list of nominees shall be both (a) presented to the Congregation at regular worship services at least two weeks prior to the annual Congregational meeting, and (b) circulated to the Congregation by means of (i) the Church newsletter (mailed at least ten days before the meeting of the Congregation at which the amendment(s) is to be considered), (ii) a written notice mailed and postmarked at least ten days before the meeting of the Congregation at which the amendment(s) is to be considered, (iii) an electronic communication (sent at least ten days before the meeting of the Congregation at which the amendment(s) is to be considered) to members who have indicated a desire to receive communications electronically, or (iv) a combination of (i) through (iii). Nominations to any office may be made from the floor at the annual meeting provided that prior written consent from the candidate(s) has been obtained, along with a written acknowledgement, in the same form as signed by persons nominated by the Nominating Committee, that such candidate understands the qualifications for such office. When nominations are submitted from the floor, the election for the contested offices shall be held by secret written ballot with the nominees receiving the highest number of votes being elected to fill the vacancies. In the event no nominations are received from the floor, the election may be by voice vote.
7. The Nominating Committee, upon the request of the Official Board, shall make nominations to fill vacancies occurring during a term. Any such nominees shall be appointed by the Official Board. In the event that there is a mid-term vacancy in the office of the Chair, the Board may appoint the Chair-elect to fill the position of Chair for the balance of the unexpired term. In the ensuing term, the Chair-elect shall fill the office of Chair by virtue of having been duly elected. In the event that there is a mid-term vacancy in the office of the Chair-elect, the Nominating Committee shall nominate a replacement for appointment by the Board, and the Chair-elect shall automatically be nominated as Chair for election by the Congregation at the next annual Congregational meeting.

E. Other Committees

The Official Board shall have the authority to create such standing and ad hoc committees as are deemed necessary in order to facilitate the work of the Congregation.

V. MINISTERS

A. Ministerial Staff.

The ministerial staff shall consist of one senior minister and one or more ordained associate and assistant ministers as needed.

B. Responsibilities.

1. The Senior Minister of the Congregation shall be the spiritual leader and the chief administrator of the programs of the Church, and, in cooperation with the Chair of the Congregation and the Official Board, encourage orderly procedures in the life and work of the Congregation in compliance with the Congregation's Charter and By-Laws and the policies and procedures of the Congregation and the Official Board. The Senior Minister shall be the chief executive officer of the Church.
2. The Senior Minister shall have the primary role in the services of worship, shall oversee pastoral visitation and counseling, shall participate in conferences and organizations beneficial to the life of the Church, and other activities as deemed appropriate by the Official Board.
3. The Senior Minister shall have the responsibility of administering the personnel policies formulated by the Resource Ministry and ratified by the Official Board. All staff will perform their responsibilities under the direction and supervision of the Senior Minister or designated supervisors with the assistance and advice of appropriate divisions, committees or ministries. The Senior Minister shall have the authority to call and dismiss associate and assistant ministers, in accordance with the personnel policies formulated by the Resource Ministry, subject to the approval of the Official Board.
4. The Senior Minister shall give special attention to the selection and training of the Congregation's leaders.
5. The Senior Minister shall be an ex officio member, without vote, of all boards, committees, divisions, ministries, subsidiary entities and other organizations, commissions, task groups, affinity groups and constituency groups of the Congregation.

C. Selection.

1. Senior Minister. A committee representing a cross section of the Congregation and consisting of not less than seven and not more than nine members, appointed by the Official Board shall serve as a Senior Ministerial Search Committee and shall be responsible for recommending to the Official Board a prospective senior minister and proposed terms of the call. The Senior Ministerial Search Committee shall consult with the Resource Ministry concerning the terms of the call.

In order for a call to be extended, the recommendation of the Ministerial Search Committee must be approved by at least a two-thirds majority vote of those present at a meeting of the

Official Board at which a quorum is present, and by at least a two-thirds majority vote of the Participating Members present in the annual or a special meeting of the Congregation.

2. Other Ministers. An Associate Ministerial Search Committee representing a cross section of the Congregation may be appointed by the Official Board, when necessary, for the purpose of assisting the Senior Minister in filling associate and assistant ministerial positions for the Congregation. Any such Associate Ministerial Search Committee shall consult with the Resource Ministry concerning the terms of the call.

D. Terms of Employment.

1. Fully executed copies of the agreement of employment setting forth the salary to be paid to the minister and other conditions of the call shall be provided to the minister, and maintained in the Church office.
2. The term of ministry shall be for an indefinite period and may be terminated upon not less than 90 days' notice by either party.

E. Resignation.

The resignation of any ordained minister shall be submitted in writing to the Official Board.

F. Termination.

1. Action for removal of a Senior Minister may either originate with the Official Board or by written petition to the Official Board by not less than 50 Participating Members of the Congregation.
2. Action by the Official Board for termination of a Senior Minister shall require a two-thirds majority vote of the board members present in a regular or called meeting of the Official Board.

VI. ELDERS AND DEACONS

A. Election and Term of Office.

Each year at its annual meeting the Congregation shall elect twenty (20) Deacons (for a term of three (3) years), and five (5) Elders (for a term of three (3) years), as further provided in VI. B. of these By-laws.

B. Qualifications.

The qualifications for Elders and Deacons shall be the same as are described for the officers of the Congregation in Article II.B. of these By-laws, in keeping with the spirit of scriptural teaching. In addition, persons serving in the position of Elder shall be mature Christians who shall have demonstrated leadership in the Christian Church (Disciples of Christ). To be eligible for the office of Elder, a person shall have been a Participating Member of the Congregation for at least two years. To be eligible for the office of Deacon, a person shall have been a Participating Member of the Congregation for at least one year.

C. Responsibilities.

1. Elders primarily shall be responsible for the spiritual life and development of the Congregation, preside at the Lord's Table, assist and share with the ministers in the conduct

of pastoral functions and provide supportive counsel for the ministers regarding the spiritual life and development of the Congregation. Each year, the Elders shall choose one of their members to serve as the Chair-elect of the Elders. Two (2) active Elders (as appointed by the Elders for a 2 year term, which term shall be co-terminous with each such Elder's remaining term as an active Elder), shall serve as members of the Official Board.

2. Deacons shall be responsible for the maintenance and growth of the Congregation through its individual members and corporate life in witness to the community and the world. Each year, the Deacons shall choose one of their members to serve as the Chair-elect of the Deacons. Deacons shall serve at the Lord's Table and shall assist the Elders in performing their pastoral functions. The Chair of the Deacons (as appointed by the Deacons, for a 2 year term, which term shall be co-terminous with his or her remaining term as an active Deacon), shall serve as a member of the Official Board.

D. Reserve Elders.

All Elders, elected pursuant to these By-Laws or previously ordained by the Congregation, shall become Reserve Elders when they are not serving terms as active Elders, so long as they remain Participating Members of this Congregation. They shall serve in such capacity as deemed appropriate and necessary by the Chair of the Elders and may be called upon to assume any role of the active Elders.

E. Reserve Deacons.

All Deacons elected pursuant to these By-Laws shall become Reserve Deacons when they are not serving terms as active Deacons, so long as they remain Participating Members of this Congregation. They shall serve in such capacity as deemed appropriate and necessary by the Chair of the Deacons and may be called upon to assume any role of the active Deacons.

VII. CHURCH YEAR

The church year shall be July 1 through June 30 for program, organizational, and fiscal matters.

VIII. INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

Indemnification and advancement or reimbursement of expenses of members of the Official Board, officers of the Congregation and others shall be allowed in accordance with the Act, but only to the extent set forth in the Charter of the Congregation.

IX. EXEMPT STATUS

The Congregation has been organized and will be operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code, and as such, will be exempt from taxation under Section 501(a) of the Code. The Congregation intends to apply for recognition of its exempt status by filing Internal Revenue Service Form 1023 within the time prescribed under Section 508 of the Code and Treasury Regulation Section 1.508-1(a)(2). Any provision of these By-Laws or of the Charter which would in any manner adversely affect the Congregation's tax exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state requirements for the maintenance of the Congregation's tax exempt status.

X. AMENDMENTS

These Bylaws may be altered, amended, or repealed, or new Bylaws adopted, by the Official Board, upon the affirmative vote of a two-thirds majority vote of the board members present in a regular or called meeting of the Official Board. Any proposed amendment(s) shall be circulated to the Congregation in the same fashion as any notice of a meeting of the Congregation is to be given to the membership in accordance with Article V of the Charter, in order to allow the membership the opportunity to review any such alterations, amendments, repealed provisions, or new Bylaws, before such meeting of the Official Board and provide comments to members of the Official Board.