

**BYLAWS
OF
BETHANY CHURCH
A New Hampshire Voluntary Corporation
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Preamble

What is Bethany Church? Bethany Church is first and foremost a representation of the Body of Christ.

Bethany Congregational Christian Church, Inc. of Greenland, New Hampshire (Bethany Church) is organized exclusively for a charitable purpose as a New Hampshire nonprofit (voluntary) corporation. In exchange for the organization's agreement to hold and use its assets in trust and in compliance with legal requirements for the benefit of the religious needs of its Members, the State of New Hampshire (the "State") has given Bethany Church the powers and benefits of a nonprofit corporation. Essentially, the State has granted to Bethany Church the ability to act as a Trustee in corporate form, rather than as individuals. Similarly, in exchange for its agreement to be organized and operated exclusively for its charitable purpose in compliance with certain tax requirements, the Internal Revenue Service has recognized Bethany Church's qualification as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Tax Code").

What are the Articles of Agreement? The terms of Bethany Church's contract with the State and its qualifications as a tax-exempt organization are set forth in the corporation's *Articles of Agreement*. The *Articles of Agreement* define the core purpose—the charitable mission—of Bethany Church, as well as the parameters within which its activities must be conducted. The Articles of Agreement are the organization's guide star and the basis for its legal status – its constitution – and it is not expected that they will be modified frequently.

What are the Bylaws? These Bylaws are intended to guide the internal activities and management of Bethany Church. They define the respective roles of the membership, the Board of Elders, its committees, its officers and the organization's executive officer (the Senior Pastor). The Bylaws also identify certain obligations of each constituent, as well as certain administrative matters related to the roles of the Board of Elders. The Bylaws should be reviewed from time to time by the Board of Elders to ensure that they properly reflect the current strategies, values, and legal obligations of Bethany Church and its fiduciaries and managers, as well as the best practices in the governance of charitable organizations.

Article I: Membership

Bethany Church is a membership organization. The organization exists under God for the good of its members, and the members exist for the good of the organization. This means that its charitable purpose is to serve the defined needs of its members. In effect, people decide to become members because the organization will meet a specified need; the organization establishes and enforces criteria for membership to assure the integrity of the organization.

Article I: Membership (continued)

A. ELIGIBILITY FOR MEMBERSHIP

A person is eligible for membership who:

1. Professes faith in Jesus Christ as Savior and Lord and has been baptized,
2. Agrees with the Bethany Church Statement of Faith (see Article 2 of the *Articles of Agreement*),
3. Has committed to complete the membership process.
4. Is committed to being an active participant in and supporter of the ministry and life of the church.

B. EXPECTATIONS OF MEMBERS

They shall agree with the Christian principles set forth in the Scriptures and be faithful to their covenant with God and with this church, as expressed in the *Bethany Membership Covenant*. (See Appendix A-1)

C. PROCESS FOR BECOMING A MEMBER

1. A candidate for membership attends an initial Membership Class, acknowledges his/her eligibility for membership, and agrees to complete the membership process.
2. The Board of Elders approves eligible candidates for membership.
3. New members are introduced to the congregation at a worship service in public acknowledgement of the membership covenant.

D. REMOVAL OF MEMBERS

The Board of Elders may remove members from church membership for any of the following reasons:

1. If the member dies.
2. If the member requests to be removed.
3. If the member is unable to fulfill their commitment to the Bethany membership covenant because they have moved their permanent residence away from the Seacoast area.
4. If the member has not fulfilled their commitments to the Bethany membership covenant due to inactivity for at least one year, though efforts have been made to secure their renewed commitment. The Board of Elders may consider extenuating circumstances.
5. If the member is involved in church discipline and remains unrepentant.

Article I: Membership (continued)

E. DISCIPLINE AND REINSTATEMENT OF MEMBERS

Any member who persists in violating his or her commitment to the Bethany membership covenant may be subject to appropriate disciplinary action by the Board of Elders, up to and including termination of membership by Board action. In accordance with Biblical guidelines, all disciplinary action shall be corrective and redemptive in nature and shall be administered with a view toward reconciliation and restoration.

Given evidence that repentance has occurred, the Board of Elders may reinstate a former Member upon their request.

The Board of Elders may reinstate a former member who left in good standing upon their request.

F. AUTHORITY OF THE MEMBERSHIP

Church members are entitled to vote at Membership meetings and may be considered for leadership and ministry positions. The Membership exercises its authority at an Annual Membership Meeting and any Special Meeting called. The Membership has authority to act in the following areas, based on the recommendations from the Board of Elders. All actions by the Membership require a two-thirds affirmative vote of those members at the meeting. The Board of Elders may institute an absentee ballot process.

1. **Board of Elders and Nominating Committee.** Affirmation of:
 - a. New or re-nominated members of the Board of Elders.
 - b. New or re-nominated members of the Nominating Committee.
 - c. New or re-nominated Officers of the Board of Elders.
2. **Ministry Plans and Budget,** Approval of:
 - a. The annual ministry plan.
 - b. The operating budget.
 - c. The capital budget.
3. **Capital Expenditures and Debt Plans**
 - a. Purchasing and sale of land and buildings.
 - b. Borrowing and mortgaging more than 5% of the operating budget in any one calendar year.
 - c. Leasing of lands and buildings for a term of more than one year.
 - d. The debt plan of the Church (except as provided in Article II).

F. AUTHORITY OF THE MEMBERSHIP (continued)

4. **Pastoral Calls.** Approval of:
 - a. The call or removal of the Senior Pastor.
 - b. The call of Associate Pastors
5. **Corporate Actions.**
 - a. Approval of changes to the *Articles of Agreement* and the *Bylaws*.
 - b. Dissolving the Corporation.

In all other areas, the Membership delegates the responsibility for oversight and governance of Bethany Church to the Board of Elders who in turn delegates the management and operation of Bethany Church to the Senior Pastor.

G. MEMBERSHIP MEETINGS

1. **The Annual Meeting.** The Board of Elders will designate an Annual Meeting of the Membership at which the business of the Membership will be transacted. The following procedure shall be used to prepare for said meeting:
 - a. At least five (5) weeks prior to the Annual Meeting, the Elders shall prepare drafts of Articles of Business to be brought before the Annual Meeting and shall give written public notice (e.g. in the bulletin) of an "informational meeting" between the Elders and the Church Members. The informational meeting shall provide the Members the opportunity to receive the vision and information about the business and ministry issues and the ability to discuss and provide input prior to finalizing the articles to be presented.
 - b. After the informational meeting, the Board of Elders shall determine the final form of the Articles. The Secretary will utilize a written public notice (e.g., in the bulletin) including the final articles to publicize the Annual Meeting to the membership for at least two consecutive Sundays preceding the meeting date.
 - c. The Annual Meeting may be conducted as a part of a Worship Service, or may be a separate meeting. The Member's votes to approve or disapprove the Articles of business may be taken by any method determined by the Elders, to include using written ballots that will provide clarity and encourage participation. The votes shall be taken without discussion or amendment. The Board of Elders may institute an absentee ballot process.

G. MEMBERSHIP MEETINGS (continued)

2. **Special Meetings.** Special meetings of the Membership may be called by the Secretary upon request of the Board of Elders, or through a petition signed by not less than twenty-five percent of the Membership. The procedure for holding Special Meetings shall be the same as for the Annual Meeting, unless an extraordinary or urgent situation requires more immediate action, in which case notice to the Members of the business and the time may be given differently from the established method, but in a manner to ensure as much advanced notice as possible to the Members.

H. Establishment of Vote:

1. All actions taken at Annual or Special Meetings shall be valid decisions of the Members if the total votes cast represent at least thirty five percent (35%) of the total Membership.

Article II: The Board of Elders

A. THE RESPONSIBILITY AND ROLES OF THE BOARD OF ELDERS

We believe that God selects leaders for His people at Bethany Church through a process of discernment and election. The Membership delegates leadership to an elected Board of Elders, and the Elders in turn delegate management and operational authority to the Senior Pastor and his staff. As the elected leaders of Bethany, the Board of Elders have the following responsibilities:

1. The Elders are responsible to God, who entrusts His people to their care.
2. The Elders are responsible to the Membership, who elected them.
3. The Elders are responsible to the State of NH, which grants to Bethany the powers and rights of a charitable institution.

Appendix A-4 describes these responsibilities in detail.

As the elected leaders of Bethany, the Board has the necessary authority to govern the Church, and is both empowered and obligated to act on behalf of the Membership, as described in Appendix A-4, with the exception of the authority reserved by the Membership as noted in Article I, Section F of these Bylaws. The State has granted Bethany Church corporate powers and rights to conduct its charitable purpose. In exchange for this grant, Bethany Church acknowledges that it must own and use its assets for God's purposes.

The Board fulfils its responsibilities by exercising three leadership roles at Bethany Church: Fiduciary, Directional and Pastoral. Appendix A-4 describes these three roles in detail.

1. In its **Fiduciary Role**, the Board ensures that the Church uses its assets to further its stated spiritual and charitable purpose, as determined by Biblical mandate, its Articles of Agreement and its Statement of Faith. The Board must also ensure that Bethany operates within the parameters established by applicable law and the Tax Code as a 501c3 corporation.

In this role, the Board will review and approve an annual Ministry Plan and the associated operating and capital budgets before its presentation to the Membership. The Board will approve all investment and debt management plans. The Board is authorized to borrow up to 5% of the annual operating budget in any fiscal year, provided that they explain this debt to the Membership and provide for its repayment in the budget presented at the next annual Membership meeting. The Membership must approve any borrowing beyond this amount.

A. THE RESPONSIBILITY AND ROLES OF THE BOARD OF ELDERS (continued)

2. In its **Directional Role**, the Board assists the Senior Pastor in discerning God's will for Bethany, setting strategic goals to accomplish this will, and evaluating the effectiveness of the church's ministry. In this role, the Board affirms for hire candidates for the positions of Senior Pastor, Associate Pastor and Church Administrator. The Board approves the dismissal of Associate Pastors and the Church Administrator.

3. In its **Pastoral Role**, the Board assists the Pastoral Staff in their care of God's people primarily in the areas of prayer, the Lord's Supper, Membership oversight and Ordination. In this role, the Board retains final authority over the roster of its Members.

B. DUTY OF LOYALTY AND DUTY OF CARE

As a fiduciary, the Board of Elders and each of its members have a:

- Duty of Loyalty—the duty to maintain undivided loyalty to the best interests of Bethany Church.
- Duty of Care—the duty to act in good faith and impartially on behalf of those interests.

The Board will adopt a policy for identifying and resolving Conflicts of Interest that may arise to help in the fulfillment of these duties. (See Appendix A-3, "Elder Conflict of Interest Policy.")

C. POWERS OF THE BOARD OF ELDERS; DELEGATION

The Board of Elders possesses all of the powers available to a New Hampshire voluntary corporation for the management of the affairs of Bethany Church, to be exercised in accordance with the laws of the State, the Tax Code, the Articles of Agreement and these Bylaws. The Board may not delegate its fiduciary obligations described above, but it may delegate management and administrative duties related to its fiduciary obligations to such committees as may be established by these Bylaws or by the Board, provided that the Board adequately describes the powers and duties so delegated. In addition, the Board delegates management and operation of Bethany Church to the Senior Pastor, as the chief executive officer.

D. ELDER QUALIFICATIONS AND RECRUITMENT

1. **Qualification.** Bethany Church will seek Elder candidates based on their ability to perform the roles of an Elder described above. No Elder may serve on the Board for any reason other than the furtherance of Bethany Church's charitable purpose. All Elders must be members of Bethany Congregational Christian Church, Inc. for at least three years. All Elders are unpaid volunteers, and no paid staff member of the corporation may be a voting member of the Board of Elders. The Senior Pastor is a non-voting, ex officio member of the Board of Elders.

The qualifications for the office of Elder include personal and spiritual integrity, Christian maturity and an appropriate set of spiritual gifts. Appendix A-4 explains these qualifications in detail. (Scripture reference: 1 Tim 3: 1-13, Titus 1: 5-9, 1 Peter 5: 1-4)

2. **Selection.** The Nominating Committee established by these Bylaws is responsible for recruiting new Elders for the Board when a vacancy occurs. Elder nominees will be approved by the Board and will then become a member of the Board of Elders upon affirmation by the members at the Annual Membership Meeting or as provided in Appendix C-2.

E. NUMBER, TERMS, REMOVAL, LEAVE OF ABSENCE, RESIGNATION

1. **Number.** The Board of Elders will normally consist of nine Elders. The Senior Pastor is an ex-officio, non-voting member of the Board.
2. **Terms.** Each Elder will serve a three-year term. A term begins on the date of the Membership vote and ends when his or her successor is elected at the applicable annual meeting, unless the Elder is sooner removed by death, resignation, or removal.
 - a. Any Elder elected to fill a vacancy prior to the end of a three-year term will serve out the remainder of the departing Elder's term and then be eligible for reelection to two full, three-year terms.
 - b. Elders may be elected to no more than two successive three-year terms. After two three-year terms, an Elder may be elected for up to two one-year terms.
 - c. No Elder may serve longer than 8 consecutive years, but is eligible to, again, be elected as an Elder after a one-year absence from the Board.
 - d. Terms of the Elders will be staggered so that normally no more than three Elders are up for election in a given year.
3. **Removal.** Any Elder may be removed for cause by a minimum of a two-thirds vote of the remaining Elders at a duly called meeting of the Board of Elders.

E. NUMBER, TERMS, REMOVAL, LEAVE OF ABSENCE, RESIGNATION (continued)

4. **Leave of absence.** For reasons of health or other personal circumstances, an Elder may request in writing a leave of absence up to six months. If the leave of absence extends beyond six months then the remaining Elder Board shall decide whether the Elder should resign.
5. **Resignation.** Any Elder may resign at any time by submitting a letter of resignation to the Secretary. The resignation will be effective on the day the letter is received by the Secretary unless a different effective date is stated in the letter.

F. MEETINGS OF THE BOARD OF ELDERS

1. **Regular Meetings.** The Chair of the Board of Elders will set the schedule and agenda for regular meetings of the Board of Elders, in consultation with the Senior Pastor.
2. **Special Meetings.** Special meetings of the Board of Elders will be held at any time and place whenever called by the Chair. Normally, the Secretary will notify the Elders of these meetings. Reasonable effort will be made to assure every Elder is notified in a timely manner.
3. **Meetings by Electronic Means.** Members of the Board of Elders or any committee designated by the Board may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can communicate with each other at the same time. Participation by these means will constitute presence in person at a meeting.
4. **Quorum.** A majority of elected Elders is necessary for a quorum to transact business at any properly constituted meeting of the Board of Elders.
5. **Voting.** Each Elder has one vote on all matters to be considered by the Board of Elders. A majority vote of the Elders present at a properly constituted meeting will be considered an official act of the Board, except as otherwise provided by statute, the *Articles of Agreement*, or these *Bylaws*.
6. **Actions by Written Consent.** Any action approved in writing by the Elders will be valid, regardless of whether a meeting of the Elders has taken place. The faxed or electronic signature of an Elder will be accepted, although the Elder subsequently will endeavor to mail the original to the Secretary.

Article III: Officers of the Board

A. PRIMARY ROLE

The Officers are nominated by the Board for affirmation through election by the Membership at the Annual Membership Meeting. Their primary role is to assist the Board in the management of its fiduciary duties.

B. SPECIFIC OFFICES AND DUTIES

The Officers will consist of the following, and such other officers as the Board may determine and propose to the Membership from time to time. In addition to the duties described below, each officer will fulfill any other duties that are expressly delegated to him or her by the Board.

1. **Chair.** The Chair has overall responsibility for the Board of Elders. The Chair will:
 - a. In consultation with the Senior Pastor, set the agenda for, and preside over, all meetings of the Board of Elders.
 - b. Develop a mutually supportive relationship with the Senior Pastor. If the office of the Senior Pastor becomes vacant for any reason, including the incapacity of the Senior Pastor, the Chair will serve as the chief executive officer of the corporation until the vacancy is filled.
 - c. Preside at all Membership meetings and, with the Senior Pastor, develop an agenda for such meetings. The Chair will also consult, as necessary, with others in leadership regarding reports to be presented.
 - d. Select all Board committee chairs and recommend them to the Board for approval.
2. **Vice Chair.** The Vice Chair will assume the duties of the Chair when he or she is temporarily unable to do so. It is expected the Chair and the Vice Chair will develop a mutually supportive relationship in leading the Elder Board.
3. **Treasurer.** The Treasurer will oversee the integrity of the organization's finances and of its investment, debt, and cash management practices. The Treasurer also will oversee the timely filing of any required financial reports and statements. The Treasurer may serve as the Chair of the Finance & Investment Committee. (See Appendix A-2)
4. **Secretary.** The Secretary will assure the accurate recording of all actions of the Board and Membership. The Secretary will:
 - a. Ensure the proper filing of all reports, certificates and other documentation required by law.
 - b. Be the custodian of the corporate records and seal.

B. SPECIFIC OFFICES AND DUTIES (continued)

4. Secretary. (continued)

- c. Maintain an accurate roster of the Elders and their conflict of Interest statements.
- d. Be responsible for posting the notice for, recording the proceedings of, and the safekeeping and certification of the records of all Membership meetings.

It is recognized the secretary may need to, with the concurrence of the Board, designate others to assist in the above.

C. QUALIFICATIONS; TERMS

1. All Officers will be members of the Board of Elders. The same person on an interim basis may hold two or more offices. No paid staff member of the corporation may hold the position of Officer.
2. Officers are affirmed through election by a vote of the Membership at the Annual Membership Meeting. The Board of Elders may elect officers to fill vacant positions to fulfill a term until the next Annual Membership Meeting.
3. Officers will each serve a one-year term and until their successors are elected unless sooner removed by death, resignation, or removal by a majority vote of the Board of Elders.

Article IV: Committees

A. GENERAL ROLE

The Board may establish standing or *ad hoc* committees to assist in its fiduciary roles. An Elder appointed by the Chair and approved by the Board will chair each standing Board committee. Board committees are accountable to the Board. Each Board Committee will have a charter clearly stating its purpose, the number, composition, method of selection, and qualifications of its members, and whether it is a standing (ongoing) committee or one established for a particular objective (*ad hoc*).

It is expected that Advisory Councils will be established by and report to the Senior Pastor or other member of the management staff. These Councils may or may not have members of the Board of Elders on them. If an Elder is on such a Council, he serves as a regular member of the council, and not in their capacity as an Elder.

B. STANDING BOARD COMMITTEES

1. **Nominating Committee.** The Chair of the Nominating Committee is appointed by the Chair of the Board of Elders and approved by a majority vote of the Elders. Its primary role is to identify and interview potential candidates for the Board of Elders. Its charter is included as Appendix C-2.

Article IV: Committees (continued)

C. AD HOC COMMITTEES

1. **Senior Pastor Search Committee.** When a Senior Pastor is needed, the Board of Elders will charter a Senior Pastor Search Committee. The committee will create a job description and compensation package for Board approval and then solicit and screen potential candidates. Upon affirmation by a two-thirds vote of all Elders, the candidate will be presented at a duly called meeting of the Membership who, with a two-thirds approval vote, will call the new Senior Pastor.

The Senior Pastor will become a member of the church on the date of hire.

2. **Finance & Investment Committee.** When deemed necessary, The Board of Elders will establish a Finance & Investment Committee. The Board of Elders, in consultation with the Senior Pastor, will determine, by majority vote, whether the Chair will be the Treasurer or the Church Administrator. Its primary role is to provide financial expertise and financial advisory services and, as requested, may develop and review fiscal procedures including audits, fundraising plans, debt plans, and budgets. Its charter is included as Appendix C-1.
3. **Ordination Examination Board.** When a person expresses interest in being ordained by Bethany Church, the Board of Elders will charter an Ordination Examination Board comprised of representatives from Bethany Church pastoral staff, pastors from other congregations, and/or individuals in church leadership positions. This Board will acquaint themselves with the applicant, prayerfully considering their life, character and witness to determine that the applicant is worthy of the calling as a representative of Jesus Christ. The Examination Board will then meet with the candidate and examine the candidate's motivation and desire to the call of ministry; knowledge of the Scriptures; understanding of Christian doctrine; theology; and willingness and ability to undertake the task of ministry.

The Examination Board will recommend the candidate to the Board of Elders who will act in accordance with Appendix A-4.

4. **Other ad hoc committees** may be formed as needed. The Chairs of these committees are appointed by the Chair of the Board of Elders and approved by a majority vote of the Elders. The Board will also develop a written charter to clearly define the purpose and composition of each committee.

Article V: The Senior Pastor

A. RESPONSIBILITIES

The Senior Pastor shall function as the chief executive officer of the Corporation and the principal spiritual leader of the Congregation. The Senior Pastor reports to the Board of Elders. The Senior Pastor, as the chief strategist, leads the development of, and works with the Board of Elders to discern God's vision, mission, values and spiritual direction for the Church. The

Senior Pastor also functions as the organizational architect who leads the staff and congregation to accomplish the purpose of the Church within the approved Ministry Plan and budget. The Senior Pastor is responsible for creating the Ministry Plan and for overseeing the management of its implementation including the overall Church operation within the associated budgets. This includes selection, supervision, and dismissal of the Associate Pastors, Administrator, and Ministry Staff. The Board of Elders affirms candidates for Associate Pastors and Administrator which are presented to the congregation for vote of approval. Dismissal of Associate Pastors and the Church Administrator shall be subject to the approval of the Board of Elders. The Senior Pastor conducts regular public worship focusing on the preaching of God's word and including administration of the Sacraments of Baptism and the Lord's Supper (communion), delegating, at his discretion, to church leaders to serve communion. Senior Pastor Roles and Responsibilities are included in Appendix A-5.

The Senior Pastor is an ex officio, non-voting member of the Board of Elders and a voting member of the Nominating Committee.

B. EVALUATION

The Chair of the Board of Elders will convene a process each year to evaluate the performance of the Senior Pastor; specifically, the adequacy of the ministry plan and budget and the extent to which it was carried out. A written performance evaluation and recommended compensation will be submitted to the Board for approval.

C. SELECTION

When the need for a new Senior Pastor arises, an ad hoc Search Committee will be formed as outlined in Article IV, Section C of these Bylaws.

D. RESIGNATION OR REMOVAL

The Senior Pastor may resign by submitting a letter to the Board of Elders. The resignation will be effective on the day the letter is received by the Secretary, unless a different effective date is stated in the letter.

The Senior Pastor may be removed by the recommendation of the Board of Elders and a two-thirds ballot vote of the members at a duly called Membership Meeting.

Article VI: Ordination and Commissioning

Ordination of a minister to Christian ministry is the church's public declaration that a minister has the commendation and endorsement of the church to perform the functions of a minister of the gospel of Jesus Christ.

A. EXAMINING BOARD

Upon request for ordination to ministry, an ad hoc committee will be formed for the purpose of examining the applicant's appropriateness for ordination. This committee is described in Article IV, Section C of these Bylaws.

This Board shall acquaint themselves with the applicant, prayerfully considering the life and character and witness to determine through discussion and decision that the applicant is worthy of the calling as a representative of Jesus Christ.

The Board shall then meet with the candidate and examine the candidate's motivation and desire to the call of ministry; knowledge of the Scriptures; understanding of Christian doctrine; theology; and willingness and ability to undertake the task of ministry. This process of interview shall be conducted in a spirit of love and shared commitment to Jesus Christ.

B. ANNOUNCEMENT

Upon satisfactory examination of the candidate and decision by the Examining Board in favor of ordination, an announcement of the plan for the candidate's ordination service shall be made to the church congregation.

C. ORDINATION SERVICE

Preparations for the Ordination Service shall familiarize participants with their parts in the service. The candidate should be involved in the planning and preparation for the service. General guidelines are that the Ordination Service should include:

- A statement of purpose
- Public examination of the candidate
- Confirmation of the candidate by the congregation
- Prayer of Ordination (formal act of Ordination)
- Charge to the ordained minister

D. DOCUMENTATION

Following the Ordination Service, a Certificate of Ordination shall be signed by the participating church leaders and ministers and presented to the newly ordained minister.

Article VII: Indemnification

Each Elder, Officer, and committee member of the corporation and his or her respective heirs, executors, and administrators (each an "Indemnified Party") will be indemnified by the corporation against any cost, expense, judgment, and liability, including attorneys' fees, reasonably incurred by or imposed upon the Indemnified Party in connection with any action, suit, or proceeding brought or threatened against him or her because the Indemnified Party is or was a Elder, Officer, or committee member of the corporation. This indemnification will not cover those matters identified in Article 8 of the *Articles of Agreement* as to which the corporation may not eliminate or limit the personal liability of an elder or officer. The foregoing right of indemnification will be in addition to any other rights to which any Elder, Officer, or committee member may otherwise be entitled.

Article VIII: Administrative Provisions

A. CONTRACTS AND LOANS

The Board of Elders may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. No loans may be contracted on behalf of the corporation and no evidences of indebtedness may be issued in its name unless authorized by a resolution of the Board of Elders. Such authority may be general or confined to specific instances.

B. OPEN BOOKS

All books, records, papers, and documents of every kind belonging to the corporation will be maintained at its principal place of business and will be open to the inspection of the Elders at all reasonable times.

C. FISCAL YEAR

1. The fiscal year of the corporation ends December 31st. The figures used for discussing the upcoming year's proposed budgets however may be those of the calendar year just ended.
2. In the interim time period between the end of the fiscal year and approval of the subsequent year's new budget, the Church Administrator is authorized to expend money from the General Fund to pay expenses consistent with the previous year's budget.

D. REFERENCE TO ARTICLES OF AGREEMENT

The *Articles of Agreement* govern the following corporate matters: the corporation's name and business address; the charitable purpose of the organization; corporate powers; that it is a membership organization with no capital stock; the ownership and dissolution of the corporation's assets; prohibitions against private inurement; the exclusive nature of its organization and operation for charitable purposes; limitation of elder and officer liability; and the amendment of these *Bylaws*. No provision of these *Bylaws* nor any procedures or policies adopted by the Board may be inconsistent with the *Articles of Agreement*.

Bethany Congregational Christian Church, Inc. By-Laws and Articles of Agreement

APPROVED AND ADOPTED by vote of the Membership at a duly-constituted meeting held May 18, 2008, with an effective date of 17 June, 2008.

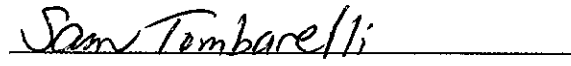
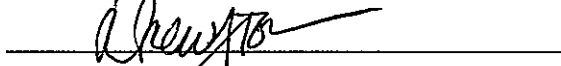
Signature:

Signature:



Print Name: Drew O'Keefe

Print Name: Sam Tombarelli



Chair, Board of Elders

Secretary, Board of Elders

Date: 7/22/08

Date: 7/22/08

APPENDIX A-1
Bethany Church
Membership Covenant

When a Christian is led to join the Bethany Church Family, there should be a time of reflection on what this commitment means, both before God and to the family of God here at Bethany. This covenant and the membership process is intended to make clear before joining what a new member may expect and what we will expect of them. This covenant may from time to time be updated but will include the points for the new member to agree to as follows:

I have received Jesus Christ as my Savior and Lord of my life.

I have been baptized or will be as part of this process.

I am in agreement with Bethany's Statement of Faith.

I am in agreement with Bethany's mission and vision.

I am led by the Holy Spirit to join the Bethany Family.

I agree to commit, with God as my helper, to the following:

- To protect the unity of my church
 - Act in love toward others (Romans 5:15)
 - Refuse to gossip (Ephesians 4:29)
 - Submit to the leadership of the Board or Elders and Pastors of Bethany (Hebrews 13:17)
- To share in the responsibility of my church
 - Pray for leaders, members and ministries (1 Thessalonians 1:2)
 - Invite the un-churched to attend (Luke 14:23)
 - Warmly welcoming those who visit (Romans 15:7)
- To serve the ministry of my church
 - Discover my gifts and talents (1 Peter 4:10)
 - Become equipped to serve the Body of Christ (Ephesians 4:11-12)
 - Develop a servant's heart through serving (Philippians 2:3, 4, 7)
- To support the testimony of my church
 - Attend faithfully (Hebrews 10:25)
 - Live a Godly life (Philippians 1:27)
 - Give regularly and sacrificially (1 Corinthians 16:2)
- To seek ongoing Spiritual growth and sanctification.
 - To commit to finishing the new member process as developed by the Senior Pastor and the Elder Board.
 - To become involved in the assimilation and ongoing discipleship ministries.
 - Pray for myself, others and the work of His Church.

APPENDIX A-2
Bethany Church
Treasurer Job Profile

The Treasurer is a member and Officer of the Elder Board who has been nominated by the Board and elected by the Church Membership. The Treasurer serves as the Board's primary representative in the financial matters of the church, and in this role, works with and through the Church Administrator and the Finance Committee to ensure that the Board's fiduciary responsibilities are fulfilled. The role is primarily one of oversight – communicating Board policies and directives to the Administrator and communicating actions of the Administrator and Committee to the Board.

Outcomes & Duties

Represent the Elder Board in their efforts to ensure that financial requirements are accomplished by:

- Overseeing the effective functioning of the Finance Committee and its interactions with the Board and Church Administrator
- Implementing other committees and initiatives as necessary to address evolving financial and/or legal needs of the church.

Actions

The Treasurer serves as the representative of the Elder Board by performing the following actions:

- Participate on and potentially chair the Finance Committee and facilitate communication between the Board and the Committee.
- Work with the Church Administrator in ensuring that a church-wide audit or financial review is conducted and communicated each year.

Qualifications

- Demonstrated interest and experience with finance and budgeting
- Desire and ability to apply Biblical guidance to church financial activities

Appendix A-3
Bethany Church
Elder Conflict of Interest Policy

I. Preamble

A conflict of interest compromises an Elder's ability to fulfill their Duties of Loyalty and Care. An actual or potential conflict of interest occurs when an Elder is in a position to influence a decision that may result in a personal gain for that Elder or for a relative or business associate as a result of Bethany Church's business dealings.

II. Policies

A. DUTY TO DISCLOSE

All Elders will be required to submit a disclosure statement annually around the time of the Annual Meeting. New Elders will submit a disclosure statement prior to beginning their service on the Board. These statements will be distributed by and returned to the Secretary of the Board.

The statement will include a list of all organizations, of which he or she is an officer, director, trustee, member, owner, shareholder, employee, or agent, with which Bethany Church has or in the future might reasonably enter into a relationship or transaction in which the member of the Board would have conflicting interests.

B. DUTY TO ABSTAIN FROM VOTING

At such time as any matter comes before the Board of Elders in such a way as to give rise to a conflict of interest, the affected member of the Board will make known the potential conflict, whether disclosed by his or her written statement or not. After answering any questions that might be asked him or her, s/he will withdraw from the meeting for so long as the matter is under discussion. In addition, other Elders who may benefit from transactions with the Corporation should also not be present and not participate in the discussion, except as the board may require to answer questions regarding the transaction. Should the matter be brought to a vote, neither the affected Elder nor any other Elder with a potential pecuniary benefit from the transaction with the Corporation shall vote on it. The abstention(s) and the reason(s) for it shall be recorded in the minutes.

When such situations arise, the transaction should not result in a financial benefit to the Elder.

APPENDIX A-4

Bethany Church Elder Role and Expectations

We believe that God selects leaders for His people at Bethany through a process of discernment and election. The Membership delegates leadership to an elected Board of Elders, and the Elders in turn delegate management and operational authority to the Senior Pastor and his staff.

Overall Responsibilities

As leaders who are selected by God through the election of the Membership, Elders have *three levels of responsibility*:

1. Elders are responsible before **God** to lead Bethany Church according to His divine will and purpose.
2. Elders are responsible to the **Membership** to lead with integrity and humility, ensuring that time, talents and treasures entrusted to the church are wisely used to the glory of God.
3. Elders are responsible to the **State of New Hampshire** to ensure that Bethany Church conforms to applicable laws and regulations governing its status as a charitable, membership organization.

Leadership Roles

Practically speaking, Elders fulfill these three levels of responsibility by performing *three primary leadership roles*:

1. Elders perform a **fiduciary role** in that they must consistently review the operations of the church to ensure that its human resources and other assets are faithfully used in accordance with the church's established purpose.
2. Elders perform a **directional role** in that they prayerfully work with the Senior Pastor to discern God's will for Bethany.
3. Elders perform a limited, though significant **pastoral role**. In the New Testament Church, as Christ's Apostles spread His gospel throughout the Mediterranean world, they appointed local leaders to shepherd the flocks of believers who responded to their message. They called these local leaders, "overseers" or "elders." In the Apostles' absence, these leaders watched over the affairs of their churches, sharing responsibility for preaching, teaching and other forms of spiritual leadership.

APPENDIX A-4
Bethany Church
Elder Role and Expectations
(continued)

As time passed and numbers grew, certain leaders were specifically “ordained” to a preaching and teaching ministry, distinguishing them from other church leaders who assisted with general oversight of the church. During the Protestant Reformation in Europe, the role of lay elder was frequently defined, as distinguished from the role of pastor, preacher or teacher. As heirs to this tradition, we retain the distinction between ordained pastor and lay elder.

Though distinguished from ordained “pastors”, the Elders retain a limited, though important pastoral role at Bethany. This role is evident in four ways:

- a. **Prayer.** The Apostle James indicates that if anyone who is sick should call on the elders of the church to pray over them (James 5:14). Elder should regularly participate in public prayer for the people at Bethany.
- b. **The Lord’s Supper.** The Elders assist the Pastors with the administration of the Lord’s Supper. This is a significant role in that the local church leaders are symbolically offering the communion of Christ to His people, representing Christ himself, who offered His own body and blood as a sacrifice for His people’s sin.
- c. **Membership Oversight and Discipline.** As overseers of the flock of Christ, Elders are tasked as gatekeepers, to ensure that members of the church are committed to the Lordship of Christ. When necessary, they are to superintend any disputes between believers that cannot be resolved otherwise. (See Mat 18:17). When required to do so, Elders must remove individuals from membership, as a corrective measure for the offenders, and as an example to the rest of the church. (See 1 Cor 5:1-12). Likewise, they must be prepared to welcome those who are truly repentant and wish to be restored to fellowship. (See 2 Cor 2:5-11)
- d. **Ordination.** As leaders of the local church, Elders decide when God truly calls individuals to a preaching and teaching ministry. Through an ordination process conducted in accordance with Article VI of these By-Laws, Elders verify and then testify to the church that an individual has indeed been called and gifted to pursue this dedicated ministry. (See Acts 14:3; 1 Tim 5:22; 2 Tim 1:6)

APPENDIX A-4
Bethany Church
Elder Role and Expectations
(continued)
Qualifications

The responsibility and role of an Elder, thus defined, requires a certain set of qualifications for office. The Board of Elders is derived from the biblical role of "overseer", as described in 1 Timothy 3: 1-7 and Titus 1: 1-9.

1. ***Personal and Spiritual Integrity.*** While acknowledging that all disciples by definition are work in progress, the role of Elder requires persons committed to the Lordship of Christ, so that their words and their works can serve as moral examples to those who follow their leadership.
2. ***Christian Maturity.*** The role of Elder demands a level of spiritual discernment and experience not available to new believers.
 - Above all, Elders must be experienced in the discipline of prayer, since a large part of their role involves discerning the will and purpose of God.
 - Elders must be members of Bethany Congregational Christian Church, Inc. for at least three years.
 - Elders must also have served faithfully in the church's ministry, so that they can wisely recommend directional courses of action.
 - Elders are expected to give sacrificially their time, talent and treasure to the work of God at Bethany.
 - Finally, Elders must walk humbly before God, as seasoned veterans who recognize their own shortcomings and are wholly dependent upon His divine grace and power.
3. ***Appropriately Gifted.*** Since we believe that God works through the process of election and delegation to select His leaders for Bethany, we must also believe that He will gift and call individuals to those positions.
 - Elders must be able to focus on "big picture", oversight issues, and be willing to delegate administrative control to the Senior Pastor and his staff.
 - Elders should be prepared to address tough, controversial issues until consensus is reached on the Board, and then be willing to explain that decision to the membership.
 - Elders should be comfortable deliberating financial and institutional aspects of church oversight. A significant portion of Elder meetings is devoted to discussion of these issues.

APPENDIX A-4
Bethany Church
Elder Role and Expectations
(continued)

4. ***Avoiding Conflict of Interest.*** To ensure diversity and public confidence in the Elder Board there will be no voting Elders who are of the same immediate family or related by blood or marriage to another Elder, nor to any member of the Nominating Committee nor to a paid staff member of Bethany Church.

APPENDIX A-5
BETHANY CHURCH
SENIOR PASTOR ROLES AND RESPONSIBILITIES
OVERALL RESPONSIBILITIES

The Senior Pastor is responsible for the overall management and leadership of Bethany Church. The Senior Pastor provides direction and decision making for the ministries and ministry leaders and direction and guidance for the administration of the church. The Senior Pastor has authority in determining vision and spiritual direction for the church and care to the members as the shepherd of the flock and minister of God's word.

MAJOR JOB FUNCTIONS – ROLE OF THE SENIOR PASTOR

The role of the Senior Pastor in fulfilling the overall responsibilities includes, but is not limited to:

- Leading the development of and becoming the primary communicator of the mission, vision, values of Bethany Church.
- Creating the Ministry Plan and overseeing the management of its implementation including the overall Church operation within the associated budgets.
- Providing spiritual guidance and care to the church congregation as shepherd of the flock.
- Conducting regular public worship focusing on the preaching of God's word and including administration of the Sacraments of Baptism and the Lord's Supper (communion).
- Delegating, at his discretion, to staff and church leaders to serve communion.
- Selecting Associate Pastors to be affirmed by the Board of Elders and voted upon by the membership.
- Dismissing Associate Pastors when approved by the Board of Elders
- Selecting the Church Administrator to be confirmed by the Board of Elders.
- Dismissing the Church Administrator when approved by the Board of Elders.
- Selecting other ministry staff and approving the hiring and dismissing of staff subject to human resource policy.
- Providing training and development of the ministry and administrative staff.
- Communicating major plans and activities monthly, via Senior Pastor updates, to the Board of Elders.

APPENDIX C-1

Charter of the Bethany Church Finance & Investment Committee

Purpose

The Finance Committee is an ad hoc committee of the Bethany Church Board of Elders and the Senior Pastor. The Bethany Church Treasurer who is also a member of the Board of Elders (or the Church Administrator) may chair it. The Finance Committee provides financial expertise to the Board and to others in church leadership, including the Senior Pastor and the Church Administrator. The Committee provides advisory services, as requested, and assumes responsibility for tasks and assignments designated by the Board of Elders, the Senior pastor or the Church Administrator.

Composition

The Finance Committee is composed of five members including the Church Administrator and the Treasurer. The other three are at-large members who are selected and approved by the standing Board of Elders. Members of the Committee should each meet the following criteria:

- Member of Bethany Church for at least two years
- Demonstrated financial, property management, or legal expertise
- Model and example of personal Christian stewardship
- Knowledge and interest in Biblical guidelines for Church financial management
- Ability in the areas of organization, leadership, and team building

Roles and Responsibilities

Specific roles and responsibilities can evolve based upon the needs of Bethany and requests made by the Board of Elders, the Senior Pastor or the Church Administrator. However, the general roles and responsibilities of the Finance Committee may include:

- Advising Church leadership on a variety of financial matters including budgeting (operating and capital), stewardship, accounting, asset management, property management, debt management, building campaigns, etc.
- Assist, as requested, in overseeing Bethany Church financial practices.
- Serving in a "task force" capacity for specific assignments and projects framed by the Board of Elders or the Church Administrator.
- Review the annual church audit/financial review and independently meet with the auditor/reviewer.

APPENDIX C-1
Charter of the Bethany Church
Finance & Investment Committee
(continued)

Process

The specific processes for the functioning of the Finance Committee will also evolve over time based upon the growth of Bethany and the needs that may emerge. These processes and procedures can be changed with approval of the Board of Elders.

1. **Selection.** The three at-large members of the Committee will be selected from a pool of qualified names provided by the Board of Elders or others in church leadership. A sub-committee of the Board, led by the Treasurer, will screen candidates and make a recommendation to the Board. Membership on the Committee will require approval by 50% of the Board of Elders.
2. **Tenure,** An individual can serve as a member of the Committee for 5 years and be re-selected for a second five year term. Any member can “resign” or step down, as he/she feels necessary. The Board of Elders will then follow the selection process for a replacement.
3. **Meetings.** Finance Committee meetings will be scheduled as required but no less than quarterly when the committee is active, with the agenda being developed by the Treasurer and Church Administrator.
4. **Task Forces.** The Finance Committee may form Task Forces to assist in activities requested of them. These groups may take on special assignments as defined by the committee. Task Force reports will be presented to the Committee.
5. **Financial Accountabilities.** Overall financial accountabilities remain with the Board of Elders.

APPENDIX C-2
Charter of the Bethany Church
Nominating Committee

Purpose

The Nominating Committee of Bethany Church is a Standing Committee of the Board of Elders. Its primary role is to identify, interview, and recommend potential Elder candidates and at-large members of the Nominating Committee.

Composition

The Nominating Committee is composed of 7 members:

- An Elder, who serves as its chair.
- The Senior Pastor or a designee.
- Five at-large members elected by the membership. These members are elected for a two-year term. Members may serve for two consecutive two-year terms.

Process

When the Elder Board determines there is a vacancy on the Board or on the Nominating Committee, the Board charges the Nominating Committee to recommend replacement candidates utilizing the following process:

1. **Candidates for Consideration.** Any Bethany Church Member may offer names for consideration for Board of Elders Members and for the five at-large members of the Nominating Committee. All names submitted for consideration must be made 120 days prior to the Annual Meeting to allow sufficient time for the interview process.
2. **Candidate Interviews.** Using the Elder Qualifications in the Bylaws and Committee Charters as a guide, the Nominating Committee will contact and interview potential candidates and make their recommendations to the Board of Elders. To ensure diversity and public confidence no nominee shall be of the same immediate family or related by blood or marriage to another Elder, nor to any member of the Nominating Committee, nor to a Staff member of Bethany Church.
3. **Board of Elders Approval.** The slate of recommended candidates and the process by which they were chosen is presented to the Board of Elders for further discernment.
4. **Membership Affirmation.** Upon their approval by the Board of Elders, candidates are submitted at the Annual Meeting to the Membership where, with a simple majority vote, the Nominee is elected.

The Nominating Committee may fill vacancies in leadership that occur during the year on an interim basis with approval by a majority of Elders to serve until the next Annual Meeting. The vacancy will then be filled for the balance of the term as described above.