

BY-LAWS
of
FIRST CHRISTIAN CHURCH IN LAS CRUCES, INC.
Adopted in this form on December 5, 2021
Las Cruces, New Mexico

PREAMBLE

We, the members of First Christian Church in Las Cruces, a congregationally governed body, in order to promote the work of the church do hereby adopt these by-laws.

ARTICLE I
NAME AND PURPOSE

Section A NAME

The name of this corporation, herein referred to as the church, shall be First Christian Church in Las Cruces, New Mexico, associated with the denominations known as The Christian Church (Disciples of Christ) and The United Church of Christ.

Section B PURPOSE

The purpose of this church is to help members grow and develop in their understanding and knowledge of Jesus Christ so they may know and do God's will; to minister with love, compassion, and kindness, through worship, fellowship, study, prayer and acts of service; and to work within our community to serve as an example and advocate of God's love for the world.

This church cooperates with and supports (active verbs) the life and work of church bodies other than itself and may send delegates or representatives to such bodies. However, such representation shall not constitute consent for that or for any church body by any name whatever to legislate or to determine policy or program for this congregation.

Section C MISSION

First Christian Church in Las Cruces, New Mexico, actively reclaims Christianity as an inclusive, expansive, and loving spiritual pathway.

We are an open and affirming church community. No matter who one is or where one comes from FCC does not discriminate. All are welcome and are offered the opportunity to discover and develop their gifts in God's love.

ARTICLE II
MEMBERSHIP

Section A CHURCH MEMBERSHIP

The membership of this church shall consist of those who state their desire to belong to this congregation and share our common life, worship and ministry.

Section B MEMBERSHIP STATUS

This church shall recognize three categories of membership, as defined below.

(1) Participating Members

All those who are members of this church, and who participate in the community and/or financial life of this church, shall be recognized as Participating Members of this church.

(2) Associate Members

Members who retain church membership with churches other than First Christian Church, and any other members who choose this category for other reasons, shall be recognized as Associate Members of this congregation.

(3) Non-participating Members

Any member who does not participate in the community life of this church may choose to be reclassified as a Non-participating Member or be designated as such by the Board. The church board shall establish and maintain the criteria and due process by which Participating Members may be re-classified as Non-participating Members.

Section C VOTING

All Participating and Associate Members present shall be entitled to one vote per motion per member at Congregational Meetings.

ARTICLE III
CHURCH MEETINGS

Section A CONGREGATIONAL MEETINGS

(1) Regular Meeting Schedule

The regular meetings of the membership of this church ordinarily shall be held twice annually, once in winter and once in summer of each year. The Board may establish exceptions to this schedule as circumstances arise.

(2) Regular Meeting Notification Requirement

Announcements of the time, place, and date of regular meetings shall be made at Sunday church services at least one week prior to the date each regular meeting is to be held, and

notice of such regular meetings shall be carried in church publications circulated among its membership at least one week prior to the date of such regular meetings.

(3) Regular Meeting Agenda

The agenda for any regular meeting of the church shall be set by the Church Board and announced to the church at least one week in advance. Only those items specified in the agenda shall be acted upon.

Section B SPECIAL MEETINGS

(1) Schedule

Special meetings of the membership may be called by the President of the Board, or in the absence of the President, by the President-Elect, or by a majority vote of the Board, or upon petition of 10% of the Participating Members. In the latter case, the petition must specify the purpose of the meeting and must clearly set the agenda for the meeting.

(2) Notification Requirement

Notification of special meetings shall meet the same requirements as for Regular Meetings.

(3) Agenda

The agenda for a special meeting which is called by the Board shall be set by the Board. The agenda for a special meeting which is called by membership petition shall be set by the petition. Only those items specified in the agenda shall be acted upon.

Section C QUORUM

To establish a quorum at Church Meetings, twenty-five percent of the Participating and Associate Members of the Congregation shall be present.

ARTICLE IV
THE CHURCH BOARD

The governing body of the church shall be the Board of Directors, hereinafter referred to as the Church Board. The Pastor shall be an ex officio (non-voting) member of the Board.

Section A OFFICERS OF THE CHURCH BOARD

The Officers of the Board Shall be the President, President-Elect, Secretary, Finance Secretary and Treasurer.

(1) Officers of the Corporation

The President, President-Elect, Secretary, Treasurer, Financial Secretary and Immediate Past President shall serve as the officers of the corporation and shall sign and execute for and on behalf of the church and under the seal of the corporation, if necessary, all legal documents, contracts, notes, deeds of trust, mortgages, bonds, deeds of conveyance, or any other instruments of every kind and nature as may be necessary in pursuance of the corporation's

business, as directed by the church and authorized by its certificate of incorporation and the laws of the State of New Mexico. The President, President-Elect, Secretary, Treasurer, Financial Secretary and Immediate Past President shall be the legal representatives of the church, and shall have such powers and responsibilities as are customary, suitable and necessary.

(2) Qualifications

Any person eighteen (18) years or older who has participated in the life of this church or another faith community for a period of at least one year shall be qualified to serve as an Officer of the Church Board.

(3) Election

The officers of the Church Board shall be elected by the Congregation at its regular winter meeting each year. The method for this election shall be determined by the Board of Directors prior to each Congregational Meeting. Investiture of newly elected officers shall occur on the last Sunday of December, or the first Sunday following the Congregational meeting at which they are elected.

(4) Terms of Office

Each officer shall be elected for a term of one year, to serve from the Sunday following their election until the Sunday following the election in the next year.

(5) Voting

Each Officer shall have one vote on any motion before the Church Board at all meetings of the Church Board. Past President and Pastor are ex-officio and shall have voice but no vote.

(6) Succession of President-Elect to President and then Past-President.

In order to provide for continuity of leadership, the intent is for the President-Elect to succeed to the office of President and then move to become a non-voting member of the Church Board as Immediate Past-President. The intent therefore, is for the person who fills the President-Elect position to serve for three consecutive years.

(7) Officer's Duties

(a) President

The President shall preside at all meetings of the Board, and over all congregational business meetings of the church, and perform such other duties as shall be assigned by the Board, and such other duties as the office may require. The President shall be an ex-officio member of all committees.

(b) President-Elect

The President-Elect shall assist the President in the discharge of his/her duties; shall preside and act in the President's absence; shall keep or cause to be kept an accurate record of the membership of the congregation, shall note all new members to the church and removals upon the death of a member, the request of a member, or by decision of the Board, and, upon request, issue letters to members of the church in good standing; shall be the holder of

one key to any safe deposit rented by the church; and shall perform such other duties as shall be assigned by the Board.

(c) Secretary

The Secretary shall keep, or cause to be kept, a complete and accurate record of all meetings of the Board and the congregation and shall submit all such records to the Board for approval; be the custodian of the corporate records; keep, or cause to be kept, a register of directors, which shall include a current mailing address for each director, the term of office of each director, and the board office to which each director was elected; keep, or cause to be kept, a "Policy and Procedures Manual," which shall contain all policies and procedures adopted by the congregation and the church board; shall be the custodian of any safe deposit box rented by the church; and shall perform such other duties as may be assigned by the Board. At any time that the church utilizes a Corporation Seal, the Secretary shall be the custodian of the Seal of the Corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws.

(d) Treasurer

The Treasurer shall pay, or cause to be paid, all bills for the church as directed by the Board. The Treasurer shall keep, or cause to be kept, a complete and accurate record of all financial affairs of the church, which shall include a record of all income and expenses incurred by the congregation, relating them to the budget approved by the congregation, and shall be responsible for the implementation of duly approved changes to the budget or other financial matters. The Treasurer shall keep, or cause to be kept, a complete and accurate record of all major assets and liabilities of the congregation. The Treasurer shall submit monthly and annual reports to the church board for approval; the annual report shall include a current summary of the congregation's assets and liabilities (balance sheet). The Treasurer and other members of the congregation with signature access to the congregation's financial accounts shall not accept or receive payments or donations on behalf of the church, and shall not make deposits in any financial accounts of the church.

(e) Financial Secretary.

The Financial Secretary shall be responsible for the receipt of all donations to the congregation; and shall keep or cause to be kept a complete and accurate record of such; shall keep or cause to be kept a complete and accurate record of all pledges to the church budget and payments thereon; shall provide donors, upon request, with annual statements of all payments and donations made to the church; and shall provide such donors with any other records required by law. The Financial Secretary and any member who receives, deposits, and provides accounting for donations to the congregation on behalf of the Financial Secretary shall not have signature access to the congregation's financial accounts.

(f) Immediate Past President

The Immediate Past President shall become an ex-officio (non-voting) member of the board, in order to provide continuity and institutional knowledge to the Board.

Section B DIRECTORS OF THE CHURCH BOARD

(1) Qualifications

Any person eighteen (18) years or older who has participated in the life of the church or another faith community shall be qualified to serve on the Board.

(2) Election of Directors

The Directors of the Board shall be elected by the Congregation at its winter meeting each year. Investiture of newly elected officers shall occur on the last Sunday of December or the first Sunday following the meeting at which they were elected, with terms of office starting immediately.

(3) Terms of Office

Each Director shall be elected for a term of two years, to serve from the Sunday following their election until the Sunday following the election in the second year following.

(4) Voting

Each Director shall have one vote on any motion before the Board at all meetings of the Board.

Section C COMPOSITION OF THE BOARD

The Board shall consist of no less than seven members. This shall include the five voting Officers of the Board and a minimum of two Directors of the Board.

The total number of directors shall be reviewed by the Board and approved by the church annually. A change in the number of Directors shall not affect the term of any Director who is in office at the time of the change.

Section D MEETINGS OF THE BOARD

All meetings of the Board shall be conducted in the manner prescribed by any currently published rules of order designated by the Board. If no specific rules of order are designated, the Board shall conduct all meetings in the manner prescribed by Robert's Rules of Order.

(1) Quorum

The number of Board members that is greater than 50% of the Board shall constitute a quorum for the transaction of any business at any regular or special meeting of the Board.

(2) Regular Meetings

(a) Schedule

The church board shall establish the frequency of its regular meetings.

(b) Notification

The time and place of regular meetings of the Board may be announced up to one year in advance, and shall precede all such scheduled meetings by one week.

(3) Special Meetings

(a) Call

Special meetings of the church board may be called by the President of the Board, or in the absence of the President, by the President-Elect, or by a majority vote of the Board present.

(b) Notification

A reasonable attempt shall be made to notify all members of the Board of the time, place, and date of special meetings. When the urgency of a special meeting allows, announcement of it shall be made at the Sunday church service prior to the meeting.

(c) Agenda

The Officers or Directors calling the meeting shall set the agenda for a special meeting of the Board. The agenda shall be announced as part of the meeting notification. Only those items specified in the agenda shall be acted upon.

(d) Electronic Meetings

In circumstances in which a vote of the Board is required but a physical gathering of the Board is impossible or imprudent, a special meeting by means of electronic communication may be called by the President, or in the President's absence, by the President-elect. The choice of electronic communication must allow all attending Board members to hear and contribute to the discussion and vote. Visual exhibits necessary for full understanding of any proposed action will be made available to all Board members prior to the time of the meeting. Board members will vote by voice, written response, or the raising of hands to indicate their approval ("yes") or rejection ("no") of any proposal. Minutes of any special meeting shall be included in the Church's official records.

(e) Business by other electronic means

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if a majority of the directors shall individually or collectively consent in writing via email to such action. Such written consent shall be filed with the minutes of the proceedings of the next scheduled meeting of the Board of Directors.

Section E AUTHORITY OF THE BOARD

- (1) The duty of the Board shall be to transact the business of the church, to formulate and adopt general church policies, and to direct the administration of the church program. The Secretary shall maintain a manual that contains all policies duly approved by the Board. All powers necessary and proper for the accomplishment of the objectives of this church and for the success of its mission shall be vested in the Board.

- (2) The exercise of its authority by the Board shall not require the approval of the congregation except for the following subjects:
- (a) The adoption of the annual church budget at the winter Congregational Meeting. If the Board deems it necessary to alter the church approved budget by more than 10%, such modification shall require church approval. Any modification to the sum-total of a compensation package of a member of the pastoral staff shall require congregational approval.
 - (b) The purchase, mortgage, sale, and/or conveyance of real property.
 - (c) The selection of the minister, assistant minister, or other pastoral leadership, and the discharge of the same.
 - (d) The adoption of amendments to the Bylaws.
 - (e) The adoption of amendments to the Articles of Incorporation.
 - (f) The dissolution of this corporation. If such action is approved by a vote of the members, the officers of the corporation at the time of this action shall be responsible for disposing of the assets of the corporations as directed by a vote of the members. Pursuant to Internal Revenue Service regulations regarding our non-profit status, the assets of the corporation will not be distributed to its officers, directors or members.

Actions on the above subjects must be submitted to the congregation at a regular or special meeting. Church approval of an action requires acceptance by at least 67% of the members present and voting at the annual or any special meeting of the church before it becomes the final and authorized act of the church. If a simple majority of less than 67% votes for an issue, it shall be returned to the Board for study for a period of four weeks where it may be amended before it is brought to the congregation again. On such a recall vote, a simple majority of the members present and voting shall carry, except for amendments to these bylaws and the selection of a minister, where 67% is needed to carry.

- (3) In all other instances the action of the Board shall be final, unless 15% or more of the Participating and Associate Members of the church desire that such action be referred to and reviewed by the church. In such case, they must submit a written petition to the Secretary of the Board within 15 days from the date of the Board's action, setting forth the matter that they desire to have referred to the congregation for review and the action that they propose to the congregation. The Secretary of the Board shall examine the petition and the signatures thereon and if it appears that the petition is in proper form, and the required number of members have affixed their signatures thereto, the secretary shall then certify the sufficiency of the petition to the President of the board, who shall immediately call a special meeting of the congregation as provided in Article III hereof. The concurrence of at least 67% of

the Participating and Associate members present and voting at such a special meeting will determine the adoption or rejection of the proposal of the petitioners.

Section F NOMINATIONS AND ELECTIONS

- (1) A nominating committee shall be appointed by the President, approved by the Board, and announced to the congregation no later than 90 days prior to the regular winter meeting of the congregation, at which time elections for all offices shall be conducted. The committee shall proceed to recommend candidates for nomination to the Elders, Deacons, Directors, and Officers as may be open for the ensuing year.
- (2) Upon accepting the report of the nominating committee, the Board shall approve a slate of nominations to be placed on the ballot for consideration by the congregation at the regular winter meeting. The consent of each nominee shall have been secured prior to placing her or his name on the ballot. The number of each office of Elder, Deacon, Directors, and Officers indicated on the ballot shall determine the size of the board for the following year; this may include offices with no nominee, resulting in a vacant office that may be filled per Article VI.
- (3) Additional nominations can be made by church members from the floor, after securing the consent of the person to be nominated.
- (4) The contents of the slate of nominations shall be announced or distributed as part of the notification of the regular winter meeting, per Article III, Section A, Paragraph (3). The terms of Directors shall be so arranged that one-half Directors' terms shall expire December 31st of each year. A Director may succeed herself or himself, or be elected successively to another office, but shall serve for no more than four successive years as a Director.

ARTICLE V ELDERS AND DEACONS

The church at the Regular Meeting in winter of each year shall elect Elders and Deacons for the purpose of assisting in fulfillment of the mission of this church.

Section A DUTIES

- (1) Elders
The primary responsibility of the Elders is to attend to the spiritual life of the church. The Elders shall participate with the pastoral staff in ministering to the church body.
- (2) Deacons
The primary responsibility of the Deacons is to attend to the service needs of the church. The specific duties by which this responsibility shall be fulfilled will be determined jointly by the Deacons, the pastoral staff, and other church leaders in planning for the worship and community life of the congregation.

Section B ACCOUNTABILITY

The Elders and Deacons shall be responsible to and shall report to the Board. It is understood that they may at times discuss matters that require some confidentiality; their responsibility to the Board shall not necessarily provide justification for breach of such confidentiality.

Section C SIZE

The number of Elders and Deacons that shall be serving at any time shall be reviewed by the Church Board.

Section D ELECTION AND TERM OF OFFICE

The election of Elders, and Deacons shall be conducted at the winter Congregational meeting. The method for this election shall be determined by the Board of Directors prior to each Congregational Meeting. All Elders and Deacons shall be elected for two-year terms, so arranged that one-half of the Elders' terms and one-half of the Deacons' terms shall expire December 31st of each year.

Section E MEETINGS

The Elders and the Deacons each shall, as soon as practical after each annual election of the church, meet and elect from among themselves a chairperson and vice-chairperson, or two co-chairpersons, and then notify the Board of Directors of the results of this election. The chairpersons of Elders and Deacons shall decide upon the frequency of called meetings.

Section F VACANCIES AND REMOVAL FROM OFFICE

(1) Vacancy

In the event of a vacancy in any Officer, Director, Elder, or Deacon for which a method of filling the vacancy is not provided for herein, such vacancy shall be filled by appointment of the President of the Board, subject to the approval of the Board. Such appointees shall serve until the next church election, at which time they may be nominated and elected to the same position.

(2) Removal from office

An Officer, Director, Elder or Deacon may be removed from office by a resolution of the Board that receives a two-thirds majority. Notification of the time and place of the Board meeting, whether special or regular, at which Board action to execute such removal shall be undertaken, shall be made to the church per the same requirements for church meetings (III.A(2)). This notification shall identify the officer or director whose removal is being considered, and shall state the cause for removal, as established by resolution of the Board. In addition, a reasonable effort shall be made to notify, in writing, the officer or director whose removal is being considered.

ARTICLE VI
PASTORAL RELATIONS COMMITTEE

Section A DUTIES

The purpose of the Pastoral Relations Committee (hereafter identified as the PRC) is to support a healthy relationship between the pastor and the congregation in order to promote faithful, shared ministry and to enhance their ministry's effectiveness.

The PRC serves in the following ways:

- (1) as an advisory group to the pastor for sharing ideas, dreams, expectations, and concerns of the congregation with the pastor.
- (2) as a confidential support group for the pastor's leadership by interpreting roles, functions, boundaries, opportunities, and needs of the pastor to the congregation.
- (3) as a means for the congregation to express its care for the pastor by
 - (a) advocating for appropriate compensation and
 - (b) encouraging the pastor to take regular time away for relaxation, exercise, vacation, spiritual development, and other personal selfcare.
 - (c) approval or denial of specific leave time requested by the pastor, which action will be reported to the Board at its next meeting.
- (4) by assigning one member of the PRC to join the Board President or his/her designee to:
 - (a) conduct an annual review of the pastor's accomplishments and challenges
 - (b) help the pastor set new goals for the coming year, and
 - (c) recommend changes in compensation to the Board for possible inclusion in the following year's budget.

Section B ACCOUNTABILITY

The members of the PRC shall be responsible to, and shall report to, the Board. They are further accountable to the pastor for providing support, confidentiality, and guidance. When matters are discussed that require confidentiality, their responsibility to the Board shall not necessarily imply justification for breach of such confidentiality.

Section C MEMBERSHIP

The number of PRC members shall ordinarily be three (3), a number to be reviewed annually by the Board and changed only by a vote of the congregation. Membership of the PRC initially shall include at least one member of the Search Committee that selected the pastor.

Section D ELECTION AND TERM OF OFFICE

Initially after the arrival of a new pastor, the President of the Board, in consultation with the pastor, will nominate members to the PRC and present them to the Board for approval. After the initial formation of each pastor's PRC, the church Nominating Committee, in consultation with the pastor, will propose to the congregation replacements to fill those vacancies filled temporarily during the year by the Board, and a replacement for the member whose term expires that year.

Each PRC member shall be elected to a three (3) year term, with one member's term expiring and one new member's term beginning on December 31 of each year. A PRC member may succeed herself or himself but shall serve no more than six successive years.

Section E MEETINGS

The PRC shall meet monthly, or as needed, during the pastor's first year with the congregation and quarterly, or as needed, thereafter. As soon as possible after the selection of a PRC and annually thereafter, the PRC shall meet and elect from among themselves a chairperson and vice-chairperson, or two co-chairpersons, who will convene and lead meetings.

Section F VACANCIES AND REMOVAL FROM OFFICE

(1) Vacancy.

Should a vacancy occur during the year, the Board, in consultation with the pastor, is authorized to fill it temporarily until the annual congregational meeting. The church Nominating Committee will consult with the pastor and propose to the congregation a replacement to fill those vacancies filled temporarily by the Board during the year. The person who filled the position temporarily will be eligible for election to a three (3) year term.

(2) Removal from Office

A member of the PRC may be removed from office by a resolution of the Board that receives a two-thirds majority. Notification of the time and place of the Board meeting, whether special or regular, at which Board action to consider such removal shall be undertaken, shall be made to the congregation per the same requirements for church meetings (III.A(2)). This notification shall identify the PRC member whose removal is being considered, and shall state the cause for removal, as established by resolution of the

Board. In addition, a reasonable effort shall be made to notify, in writing, the PRC member whose removal is being considered.

ARTICLE VII CHURCH FINANCES

Section A: AUTHORIZED SIGNERS

Any church bank or other financial accounts shall require two signatures for cash withdrawals in excess of \$500.00, one of which may be that of a church officer; signature authority will be determined by the Board of Directors.

Section B: LIMITS ON EXPENDITURES

The Board of Directors shall have the authority to commit church funds within the approved operating budget in any amount not to exceed ten percent (10%) of the line item within the annual operating budget; any expenditure greater than that amount requires congregational approval.

Section C: BORROWING

Borrowing shall be approved by a 67% vote of the Congregation.

Section D: FISCAL YEAR

For the purpose of reporting, the fiscal year of the church shall be the calendar year.

Section E: CHURCH BUDGET

The Board shall be responsible for presenting to the Congregational Meeting for approval an annual operating budget that reflects anticipated receipts and disbursements. The approved budget may be amended, as needed, by a two-thirds (2/3) vote of the Board, which shall immediately notify the Members of the Church that such amendment has been made.

ARTICLE VIII ADMINISTRATION OF THE CHURCH PROGRAM

Section A CHURCH BOARD RESPONSIBILITIES

It shall be the Church Board's responsibility to administer the program of the church. In execution of this duty, the board may establish any Standing Committee or time-limited Task Force it deems necessary or desirable, may enter into agreements of employment, and may take other action as is normal and customary in administering the program of a church and of a nonprofit corporation in the State of New Mexico.

Section B COMMITTEES AND TASK FORCES

Any committee or task force receives its authority from the Board and is responsible to the board. A standing committee shall exist in perpetuity, unless and until it is discharged by the board. A Task Force shall exist for the duration of time necessary to complete its assigned task, as directed by the Board when created or subsequently modified.

(1) Selection of Members

Members of a Committee or Task Force shall be appointed by the President and approved by the Board. The President, at her or his option, may designate a chairperson; in the absence of such a designation, the committee or task force shall select a chairperson from among themselves, and report the results of that election to the Board of Directors.

(2) Terms of Service

The terms of all Committee and Task Force members shall end at the conclusion of each calendar year. Committee and Task Force Members may be re-appointed and succeed themselves without limit.

(3) Duties

A Committee or Task Force shall assume the duties and responsibilities designated by the Board in its creation, or as modified by proper action of the Board.

(4) Authority

A committee or task force shall have the authority to execute the program of the church as is consistent with its duties and responsibilities as assigned by the Board. This shall include the use of church funds to the extent that is consistent with the Annual Church Budget, or consistent with specific spending authority designated by the Board in the assignment or modification of the duties of the committee or task force.

Section C EMPLOYMENT BY THE CHURCH

Unless otherwise defined in these bylaws (as in the case of the hiring of a minister), all individuals employed by the church, whether as employees, contract laborers, or by other types of agreement, shall be employed by the Board. The ultimate authority for the hire and discharge of all individuals working for the church shall rest with the Board. The Board may delegate this authority, in some or all cases, to duly created committees or task forces, or to individuals who are employed by the church.

ARTICLE IX

INDEMNIFICATION CLAUSE

All officers, directors, and employees of First Christian Church, acting on behalf of this Church and who have acted in good faith within what they reasonably believed to be the scope of their authority and for purposes which they reasonably believed to be in the best interest of the Church and its members, shall be DEFENDED, HELD HARMLESS AND

INDEMNIFIED whether or not any litigation is commenced against any or all of them during their term of office or employment, or at any time in the future after they leave office or employment, concerning their actions as agents of First Christian Church. First Christian Church shall DEFEND THEM, HOLD THEM HARMLESS, AND INDEMNIFY THEM for any and all costs, judgments and all other expenses including attorney fees reasonably incurred, and any amounts paid in settlement (before or after a lawsuit is commenced) if damages are sought against them. The Church shall maintain insurance to cover this liability.

ARTICLE X AMENDMENTS OF THE BY-LAWS

Section A AMENDMENTS

These Bylaws may be amended or repealed at any duly convened Congregational Meeting. Proposed amendments or repeals shall be submitted in writing to the Board of Directors no later than thirty (30) days prior to the Congregational Meeting the proposal is to be considered. Adoption of the amendment or repeal shall require approval by 67% affirmative vote by Participating and Associate members in attendance at the Congregational Meeting.

Section B PROCESS

An amendment to the By-Laws may be proposed by either of the following means:

- (1) Majority vote of the Board
- (2) Petition signed by at least ten (10) percent of the Participating and Associate Members of the congregation.

Section C ADOPTION

The amendment must be voted on by the congregation at a regular meeting or special meeting. A 67% majority of the votes cast is required to approve an amendment. The group originating the amendment must state whether the amendment will wait for the annual meeting of the congregation or whether a special meeting of the congregation is required. Proper notice must be sent to the congregation stating the amendment proposed. These Bylaws shall become effective immediately upon adoption by a Congregational Meeting.

ARTICLE XI AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the same manner provided for the amendment of the By-Laws.