

BY-LAWS

THE BAPTIST CHURCH IN THE GREAT VALLEY

An American Baptist Congregation

Mission Statement

Supported by historic Baptist principles such as the integrity of each believer, the freedom of conscience, and the autonomy of the local church; and the Scriptures, particularly the teaching of Jesus of Nazareth as revealed in the New Testament; The Baptist Church in the Great Valley shall have as its mission:

To provide an open expression of Christian worship for all sincere persons of every age, race, ethnicity, gender identity and expression, sexual orientation, cultural background, and socio-economic status without regard to religious background or beliefs; to assist persons in the development of a Christian lifestyle consistent with our historic traditions; to maintain a program of religious education based upon the teachings of the scriptures; to encourage our membership to join together in the spreading of the gospel to all nations beginning with our own community; to develop a sense of community into which all persons will be welcomed, and to offer to all of its members opportunities in Christian service.

ARTICLE I – MEMBERSHIP

Section 1. Qualifications

- A. In accord with the provisions of this Article I, congregational membership in The Baptist Church in the Great Valley is open to all who have reached an awareness of personal accountability for their life as a child of God.
- B. A person seeking membership must read and acknowledge (in principle) the tenets expressed in the Congregation's mission statement.
- C. A person seeking membership must complete the Congregation's membership orientation program.

Section 2. Becoming A Member

Any of three ways may be chosen to become a member:

- A. Baptism: By participating in a ceremony of Believers Baptism as an affirmation of personal faith. (Baptism by immersion is encouraged but not required.)
- B. Letter of Transfer: By requesting a letter of transfer of one's membership from another Christian church.
- C. Statement of Faith: By sharing a personal statement of Christian faith with the Pastor and the Board of Deacons.

Section 3. Procedures

Any person desiring membership shall use the following procedure:

- A. The Pastor will report to the Board of Deacons that the one seeking membership has met the provisions in Section 1 above and has selected an avenue of entry. The Pastor will recommend affirmation of the person's desire to become a member.
- B. Upon affirmation by the Board of Deacons the person will be recommended to the Congregation for membership.
- C. The person seeking membership will be presented for approval by the Congregation in an appropriate ceremony during a regular worship service.

Section 4. Membership Responsibilities

An active member of The Baptist Church in the Great Valley shall:

- A. Participate in Congregational worship services as frequently as possible.
- B. Engage in Christian service.
- C. Make appropriate financial contributions.

Section 5. Membership Status

The Board of Deacons and the Pastor shall update at least annually the membership roll in the following manner:

- A. Active membership shall be terminated upon transfer by letter to another Church, by letter of resignation, or by death.
- B. A member who has fulfilled none of the membership responsibilities for two years may be designated an inactive member by the Board of Deacons. Members designated inactive shall be notified in writing, if possible, of the Board's action and encouraged to become active. Any inactive member may be restored to active status upon personal request and evidence of renewed participation in the life of the Congregation. Inactive members are not eligible to vote at Congregational meetings and will not be included in statistical reports to the denomination.
- C. After a final written attempt to notify any member who has been inactive for at least three years, the Board of Deacons may terminate the membership.

ARTICLE II – MEETINGS OF THE CONGREGATION

Section 1. Worship

The Congregation shall meet regularly for worship, the times and places of such meetings to be determined by the Pastor and the Board of Deacons.

Section 2. The Lord's Supper

The Congregation shall observe the Lord's Supper on the first Sunday of each month and at such other times as the Pastor and the Board of Deacons shall deem fitting.

Section 3. Business

- A. The Congregation shall convene in an Annual Meeting for the transaction of business during the month of January a date determined by the Church Council and in a Semi-annual Meeting for the transaction of business during the month of June on a date determined by the Church Council.
- B. Special Meetings of the Congregation may be called by the Pastor, the Moderator, the Board of Deacons, the Board of Trustees, the Church Council, the Pastoral Search Committee, or by the membership at large through the Clerk as provided below. Notice of any special meeting and its purpose shall be read from the pulpit on the two Sundays preceding the meeting and distributed by mail to the active members at least two weeks prior to the meeting.
 1. Any member who has a concern shall attempt to address the concern with the appropriate Board, Committee or Officer.
 2. If the concern is not addressed to the member's satisfaction the member may present a petition to the Clerk to call a special meeting of the Congregation. The petition must be signed by at least ten active members who share the same concern and must be stated in a form that will permit a specific response by the Congregation. The Clerk shall consult with the Church Council in setting a date for such special meeting.
- C. A quorum of forty (40) active members or twenty percent (20%) of the active membership, whichever is less, must be present in person to transact business. Only active members of the Congregation may vote.
- D. The moderator shall preside over all business meetings of the Congregation.
- E. Roberts "Rules of Order – Newly Revised" shall be used to guide the Congregation in all matters of parliamentary practice not otherwise prescribed in these By-laws.

ARTICLE III – NOMINATIONS AND ELECTIONS

Nominations of the Officers listed in Article IV (with the exception of the Pastor) and Board Members named in Article V, will be made in the following manner:

The Nominating Committee, consisting of the Pastor, Moderator, Chairpersons of all Boards, and the Chairperson of the Pastoral Relations Committee, shall be convened by the Church Council to nominate Officers and Board Members for consideration by the Congregation at the Annual Meeting.

Any active member may, during the Annual Meeting, nominate any other active member for any office to which he or she may be eligible and for which the proposed nominee has given permission for the nomination. Such a nomination need not be seconded.

All Officers and Board Members shall be active members and shall be elected at the Annual Meeting. The election of Officers and Board Members shall be by written ballot of active members present in person. Terms of office begin February 1st of the year elected.

Should a vacancy occur between Annual Meetings, the Church Council by a majority vote shall appoint a replacement to serve for the duration of the term. Any person filling an unexpired term shall serve for the remainder of such term and then shall be eligible for election to a first full term.

ARTICLE IV – OFFICERS

Section 1. Officers

The Officers of the Congregation shall be: Pastor, Moderator, Sunday School Superintendent, Church Treasurer, Financial Secretary, and Church Clerk. All Officers except the Pastor shall serve two-year terms. All Officers except the Pastor and the Moderator may serve as many as three consecutive terms. The Moderator may serve two consecutive terms. Each person, upon completing the maximum number of terms in an office, shall be eligible for reelection to that office after one year. The terms of office of Church Treasurer and Financial Secretary shall not rotate simultaneously. Only the Church Clerk and the Financial Secretary may serve as an Officer and as a Board Member at the same time.

Section 2. Pastor

There shall be a Pastor; or Pastors, as deemed necessary by the Congregation.

A. Duties of the Pastor

The Pastor shall perform ministries pertaining to the clergy office such as: preach at the regular worship services of the Congregation; administer the ordinances of the Gospel; visit the members, especially the sick; extend the Gospel ministry of the Congregation into the community; participate in denominational and ecumenical activities. The Pastor shall supervise all employees of the Congregation and shall conduct annual performance reviews, take any necessary disciplinary measures, and with advice and consent of the appropriate Board dismiss any employee. When the need arises, the Pastor, in consultation with the Board of Trustees, shall select a Church secretary. The Pastor shall be an ex-officio member of all Boards and Committees except the Pastoral Search Committee. Additional duties of the Pastor may be designated in an agreement between the Pastor and the Pastoral Relations Committee.

B. Vacancy in the Pastoral Office

Whenever there is a vacancy in the office of Pastor, or whenever the Congregation deems it necessary to search for additional Pastoral Staff, the Moderator, the Chairpersons of all Boards and the Chairperson of the Pastoral Relations Committee shall become a Committee to nominate a Pastoral Search Committee. The Pastoral Search Committee shall consist of nine active members nominated by the Committee specified above and elected by written ballot by the Congregation at a regular or specially called business meeting. Any active member may nominate any other active member from the floor after receiving the proposed nominee's permission for the

nomination. If more than nine persons are nominated, the nine receiving the highest number of votes shall be the Pastoral Search Committee. At no time shall a Pastoral Search Committee have less than five (5) members. The Pastoral Search Committee shall, in consultation with denominational staff, seek a suitable pastoral candidate who is an ordained Baptist minister of good report and whose ordination is recognized American Baptist Churches, USA. The Pastoral Search Committee shall act as the Congregation's agent in consultation with the Board of Deacons and Board of Trustees to establish the terms of the call.

When the Pastoral Search Committee has selected a candidate and reached an agreement as to terms, they shall provide an opportunity for the Congregation to meet the candidate and an opportunity to hear him/her preach. The Pastoral Search Committee shall then recommend the candidate to the Congregation at a regular or specially called business meeting. Notice of such meeting and its purpose shall be read from the pulpit on the two Sundays preceding the meeting and distributed by mail to the active members at least two weeks prior to the meeting. A vote of at least three-fourths (3/4) majority of the active members present in person, voting by ballot, shall be required to elect a Pastor of the Congregation. Only one pastoral candidate may be presented to the Congregation at a time.

The Pastoral Search Committee shall oversee the candidacy process and assist in the transition once a Pastor has been elected.

C. Termination

Either the Pastor or the Congregation may terminate the relationship on ninety days' notice. Termination by the Pastor shall be by written notification to the Moderator. Termination by the Congregation shall be by ballot vote at a regular or specially called business meeting. Notice of such meeting and its purpose shall be read from the pulpit on the two Sundays preceding the meeting and distributed by mail to the active members at least two weeks prior to the meeting. A vote of at least three-fourths (3/4) majority of the active members present in person, voting by ballot, shall be required for termination.

Section 3. Duties of Officers

A. Moderator

The Moderator shall preside over all business meetings of the Congregation and all meetings of the Church Council. In the event the Moderator is unable to attend any such meeting, the Church Council shall designate an alternate to preside at that meeting.

B. Sunday School Superintendent

The Sunday School Superintendent shall administer the ministry of the Sunday School in accord with policies established by the Board of Christian Education, including the appointment and training of a staff of teachers. The Sunday School Superintendent shall be an ex-officio member of the Board of Christian Education.

C. Church Treasurer

1. The Church Treasurer shall manage the General Fund and all other funds (except the Cemetery and Grounds Fund and the Perpetual Care Fund) overseen by the Board of Trustees.
2. The Church Treasurer shall receive from the Financial Secretary written reports of funds deposited.
3. The Church Treasurer shall disburse funds in accordance with the budget and/or as may be directed by the Board of Trustees.
4. The Church Treasurer shall keep a record of accounts and present a written report of the finances of the Congregation at the regular meetings of the Board of Trustees and of the Church Council and at the Annual and Semi-annual Business Meetings of the Congregation.
5. The Church Treasurer shall prepare and submit all reports required by local, state, and federal government agencies.
6. The Church Treasurer shall be a non-voting member of the Board of Trustees.

D. Financial Secretary

1. The Financial Secretary shall receive all monies contributed through envelopes, plate offerings, and other gifts, except those managed by the Cemetery and Grounds Fund Treasurer and the Perpetual Care Fund Treasurer.
2. The Financial Secretary shall keep an account of all contributions and other receipts, except those managed by the Cemetery and Grounds Fund Treasurer and the Perpetual Care Fund Treasurer. All monies received shall be deposited in a designated financial institution(s) with a written report of each deposit given to the Church Treasurer. All transactions shall be recorded in accordance with the accounting principles established by the Board of Trustees.
3. The Financial Secretary shall cooperate with the Board of Trustees in making plans for the annual pledge drive.
4. The Financial Secretary shall be assisted by a "counting committee" which shall be appointed by the Board of Trustees and shall operate in accordance with procedures established by the Board of Trustees.

E. Church Clerk

1. The Church Clerk shall make and preserve a record of proceedings of all business meetings of the Congregation and the Church Council.
2. The Church Clerk shall work with the Board of Deacons to maintain an accurate registry of the Congregational membership, in accord with the provisions of Article V, Section 4-A-3-d.

3. The Church Clerk shall work with all Boards to maintain an accurate registry of the Congregation's designated leadership in accord with Article V, Section 3.
4. The Church Clerk shall prepare the Congregation's annual reports for the denomination.

ARTICLE V – BOARDS

Section 1. Election of Board Members

All Board Members shall serve for a term of three years. Board Members may serve a maximum of two consecutive full terms and will be eligible to serve again after one year. Except as provided in Article V, Section 4-D (Board of Mission), no one may serve on more than one Board at a time. Members of a family, related by either blood or marriage, may not serve on the same Board at the same time; however, this limitation does not apply to the Board of Mission if a family member is appointed by another Board to serve on the Board of Mission under Article V, Section 4-D-1. Any Board Member absent from three consecutive regular Board Meetings who has not personally contacted the Chairperson of their Board shall be deemed to have resigned from the Board.

Section 2. Meetings

Meetings shall be held on a regular basis. Special meetings of any Board may be called by its chairperson or upon request of at least one-third (1/3) of the members of that Board.

Section 3. Board Leadership

At its first meeting after the Annual Meeting, each Board shall elect its Officers. The chairperson of each Board shall inform the Church Clerk of the names of those elected.

Section 4. Boards

A. Board of Deacons:

1. Membership

The Board of Deacons shall consist of twelve (12) members elected by the Congregation at the Annual Meeting. At least four (4) Deacons shall be men and at least four (4) shall be women. Deacons shall serve three year terms so arranged that one-third of the Board shall be elected each year.

2. Procedures

- a. At its first meeting following the Annual Meeting of the Congregation, the Board of Deacons shall elect from among its members a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer of the various funds managed by the Board of Deacons.
- b. A quorum shall consist of two-thirds (2/3) of the elected members of the Board of Deacons.

- c. Any Deacon in any Board of Deacon's meeting shall have the right to deem a motion "Special Importance." A motion deemed "Special Importance" shall require a second reading at the next meeting of the Board.

3. Duties

- a. The Board of Deacons shall assist the Pastor: in caring for the spiritual needs of the Congregation; in administering the Ordinances of the Gospel; in visiting the sick; in assisting persons who need help from the Benevolence Fund; in setting the time and place for regular and special worship services; and shall assist in worship services.
- b. The Board shall, in the absence of the Pastor, provide a qualified person(s) to lead worship services and provide pastoral care.
- c. The Board shall review and evaluate the Director of Music/Organist and the total music program of the Congregation. The Board of Deacons shall be responsible for the selection and hiring of the Director of Music/Organist.
- d. The Board in consultation with the Pastor shall update at least annually the membership roll in accord with Article I, Section 5.
- e. The Board shall administer the Memorial Fund and the Benevolence Fund (see Article IX, Sections 2 & 3).
- f. The Board shall report at each regular business meeting of the Congregation. The Board's written annual report shall contain a statement of the various funds managed by the Board.
- g. The Board shall prepare a proposed Deacon Budget, including all items of Pastoral compensation after review of the recommendations from the Pastoral Relations Committee, for submission to the Budget Committee (in accord with Article VII, Section 2).

B. Board of Trustees:

1. Membership

The Board of Trustees shall consist of seven members elected by the Congregation at the Annual Meeting. Trustees shall serve three year terms; two to be elected each year except every third year when three shall be elected. The Church Treasurer and Cemetery Superintendent (see Section 4-B-3-e, below) shall be non-voting members of the Board.

2. Procedures

- a. At its first meeting following the Annual Meeting of the Congregation, the Board of Trustees shall elect from among its members a Chairperson, a Vice-Chairperson, a Secretary, a Perpetual Care

Fund Treasurer, and a Cemetery, Grounds, and Buildings Fund Treasurer.

- b. A quorum shall consist of five (5) elected voting members of the Board of Trustees.

3. Duties

- a. The Board of Trustees shall hold in trust all property of the Congregation. The Board shall enter into such contracts as necessary to keep the buildings and grounds of the Congregation in good repair and shall oversee their use for purposes other than religious activities overseen by the Board of Deacons.
- b. The Board shall manage the financial concerns of the Congregation and keep a faithful account of all money received and disbursed, except funds managed by the Treasurer of the Board of Deacons. Financial records shall be accounted on a Calendar Year and shall be reviewed subject to an agreed upon procedural audit using generally accepted accounting principles once every three years by an independent Certified Public Accountant. In other years a subcommittee of the Board, appointed by the Chairperson, shall review or examine the financial records and reports with particular attention to fund transfers as well as by-law and policy/procedural compliance.
- c. The Board shall oversee ways and means of raising the necessary funds for the mission of the Congregation and shall arrange annually for a pledge drive.
- d. The Board shall take all measures necessary for the protection, management, and upkeep of the Congregation's historic records, documents, and possessions.
- e. The Board shall oversee the Congregation's ministry of the cemetery. The Board shall appoint a Cemetery Superintendent and any assistants as necessary to manage the cemetery. The Cemetery Superintendent and any assistants do not have to be members of the Board of Trustees. The Board shall annually determine the allocation of the proceeds from the sale of graves between the Cemetery, Grounds, and Buildings Fund (see Article IX, Section 4) and the Perpetual Care Fund (see Article IX, Section 5), provided that the amount allocated to the Perpetual Care Fund must not be less than 8% nor more than 12% of the proceeds from the sale of each grave sold.
- f. The Cemetery, Grounds, and Buildings Fund Treasurer shall manage the Cemetery, Grounds, and Buildings Fund (see Article IX, Section 4); shall deposit, invest, and disburse funds as directed by the Board and in accordance with the Cemetery, Grounds, and Buildings Fund Budget (see Section 4-B-3-i, below); shall keep a

record of accounts; shall present a written report at the regular meetings of the Board and at the Annual and Semi-annual Business Meetings of the Congregation. The Board's Perpetual Care Fund Treasurer shall deposit funds allocated to the Perpetual Care Fund (see Article IX, Section 5); shall invest the funds as directed by the Board; shall annually transfer all of the Income earned on the principal held in the Perpetual Care Fund to the Cemetery, Grounds, and Buildings Fund; shall keep a record of accounts; and shall present a written report at the regular meetings of the Board and at the Annual and Semi-annual Business Meetings of the Congregation. As used in this subsection f, the word "Income" means interest, dividends, and any other income earned by the principal held in the Perpetual Care Fund and does not include any gains from the sale, exchange, or liquidation of any principal asset held in the Perpetual Care Fund.

- g. Except as otherwise provided in these By-laws [Article IV, Section 2 & Article VII, Section 1, for the Pastor(s); Article VI, Section 3-E, for the Interim Pastor; Article V, Section 4-A-3-c for the Director of Music/Organist; Article V, Section 4-C-3-d for any nursery staff; Article V, Section 4-C-3-c for any youth staff], the Board shall employ staff to support the Congregation's activities and establish procedures for an annual review of said employees.
- h. The Board shall report at each regular business meeting of the Congregation. The Board's written annual report shall contain a statement of the various funds managed by the Board, as prepared by the Church Treasurer the Perpetual Care Fund Treasurer, and the Cemetery and Grounds Fund Treasurer.
- i. The Board shall prepare a proposed Trustees Budget for submission to the Budget Committee (in accord with Article VII, Section 2). The Board, in consultation with the Cemetery, Grounds, and Buildings Fund Treasurer, the Perpetual Care Fund Treasurer, and the Cemetery Superintendent and any assistants, shall also prepare a separate proposed budget for the Cemetery, Grounds, and Buildings Fund for maintenance of the cemetery and grounds of The Baptist Church in the Great Valley. This budget will include anticipated income and expenses for the regular care and maintenance of the cemetery and grounds, as well as proposed expenditures for projects to repair or refurbish historic tombstones or monuments and to maintain parking lots, driveways, stone walls, landscaping, trees, or other items associated with the cemetery or grounds. The Board shall submit the proposed Cemetery and Grounds Fund Budget to the Budget Committee (in accord with Article VII, Section 2).

C. Board of Christian Education:

1. Membership

The Board of Christian Education shall consist of six (6) members elected by the Congregation at the Annual Meeting. Members of the Board of Christian Education shall serve three year terms so arranged that one-third of the Board shall be elected each year. The Sunday School Superintendent shall be an ex-officio member of the Board.

2. Procedures

a. At its first meeting following the Annual Meeting of the Congregation, the Board of Christian Education shall elect from among its members a Chairperson, a Vice-Chairperson, and a Secretary.

b. A quorum shall consist of two-thirds (2/3) of elected members of the Board of Christian Education.

3. Duties

a. The Board of Christian Education shall plan, carry out, and review a comprehensive program of Christian Education for the Congregation. This program shall include learning, fellowship, and service.

b. The Board shall confer with the Sunday School Superintendent when appointing teachers for the Sunday School; supervise the grading and promotion of pupils in the Sunday School; and keep attendance and promotion records.

c. The Board shall be responsible for youth ministry.

d. The Board shall be responsible for the staffing of the nursery ministry.

e. The Board shall report at each regular business meeting of the Congregation.

f. The Board shall prepare a proposed Christian Education budget for submission to the Budget Committee (in accord with Article VII, Section 2).

D. Board of Mission

1. Membership

The Board of Mission shall consist of seven (7) members; four (4) elected by the Congregation at the Annual Meeting and three (3) appointed. The four (4) elected members shall serve three year terms so arranged that at least one person shall be elected each year. The Board of Deacons, the Board of Trustees, and the Board of Christian Education

shall each year appoint from among its membership a person to serve on the Board.

2. Procedures

At its first meeting following the Annual Meeting of the Congregation, the Board of Mission shall elect a Chairperson (who shall be one of the four (4) members elected by the Congregation), a Vice-Chairperson, and a Secretary. All members, whether elected or appointed, shall have the same rights and responsibilities as all other members of the Board.

A quorum shall consist of five (5) members of the Board of Mission.

3. Duties

The Board of Mission shall lead the Congregation in direct and financial support of community service and social action programs, missionary efforts and the work of church-related institutions.

The Board shall be responsible for creating and maintaining an interest in missions throughout the Congregation and Sunday School.

The Board shall promote and coordinate all special mission offerings, including but not limited to: America for Christ, One Great Hour of Sharing, World Fellowship Offering, and Retired Ministers and Missionaries Offering.

The Board shall receive all requests for support of causes other than those adopted by the Congregation and shall recommend to the Congregation the approval of those requests deemed appropriate by the Board.

The Board shall report at each regular business meeting of the Congregation and shall coordinate an annual report of mission giving from all groups within the Congregation.

The Board shall prepare a proposed mission budget for submission to the Budget Committee (in accord with Article VII, Section 2).

ARTICLE VI - CHURCH COUNCIL

Section 1. Membership

The Church Council shall consist of the Pastor, Moderator, Sunday School Superintendent, Church Treasurer, Financial Secretary, Church Clerk, Chairpersons of all Boards, Chairperson of the Pastoral Relations Committee, President of the American Baptist Women's Ministries of The Baptist Church in the Great Valley, and the leader of such other church organizations as the Congregation may from time to time designate.

Section 2. Meetings

A. Meetings shall be held on a regular basis. Special meetings may be called by the Pastor, Moderator, or by the chairperson of any Board.

- B. A quorum shall consist of two-thirds (2/3) of the members of the Church Council.

Section 3. Duties

- A. The Church Council shall serve as the coordinating body of the Congregation in determining the overall policy and activities of the Congregation.
- C. The Church Council shall provide channels of communication among the Boards and Committees and shall coordinate the activities of the various organizations within the Congregation. The Church Council shall consider ideas and programs of importance to the Congregation and recommend to its constituent groups action to be taken in their respective spheres.
- D. The Church Council shall appoint Committees as needed to discharge special work of the Congregation.
- E. When there is a vacancy in the office of Pastor, the Church Council shall appoint a representative Committee of five (5) active members to select an Interim Pastor. The Interim Pastor shall be an ordained Baptist Minister of good report whose ordination is recognized by American Baptist Churches, USA. This Committee shall recommend the Interim Pastor to the Congregation for approval at a regular or specially called business meeting.
- F. The Church Council, acting on behalf of the Congregation, shall fill any vacancy in any office or on any Board or Committee for the duration of the term. It shall have the power to declare an Office (except Pastor) or a Board or Committee membership vacant whenever the Officer is not functioning and has failed to resign, or the member is deemed to have resigned under Article V, Section 1 (Election of Board Members) or Article VII, Section 1 (Pastoral Relations Committee).
- G. The Church Council shall set the dates for the Annual and Semi-annual Meetings of the Congregation and shall report at such meetings.
- H. The Church Council shall, when needed, prepare a proposed Church Council Budget for submission to the Budget Committee (in accord with Article VII, Section 2).

ARTICLE VII - STANDING COMMITTEES

Section 1. Pastoral Relations Committee

A. Membership

The Pastoral Relations Committee shall consist of five (5) members who are active lay members of the Congregation and elected by the Congregation at the Annual Meeting. Committee members may be Board Members but not Officers of the Congregation. Members of a family, related by either blood or marriage, may not serve on the Committee at the same time. Relatives of the Pastor or relatives of other Church staff may not serve on the Committee. Committee

Members shall begin service on February 1st of the year in which they are elected and shall serve for a term of three years, two Members to be elected each year except the third year when one shall be elected. In each year that two Members of the Pastoral Relations Committee are to be elected, the Pastor shall nominate one Committee Member and the Nominating Committee shall nominate the other. In a year when only one is to be elected, the Nominating Committee shall nominate the Committee Member. There shall be no distinction in Committee election, roles or duties between Committee Members nominated by the Nominating Committee and those nominated by the Pastor. Committee Members may serve a maximum of two consecutive full terms and will be eligible to serve again after one year. Any Committee Member absent from three consecutive regular Committee meetings who has not personally contacted the Chairperson of the Committee shall be deemed to have resigned from the Committee.

B. Procedures

1. At its first meeting following the Annual Meeting of the Congregation, the Pastoral Relations Committee shall elect a Chairperson.
2. A quorum shall consist of four (4) members of the Pastoral Relations Committee.
3. Meetings shall be held on a regular basis. The Chairperson or the Pastor may call special meetings.

C. Duties

1. The Pastoral Relations Committee is responsible for facilitating communication between the Congregation and the Pastor and between the Pastor and the Congregation.
2. In the event of conflict involving the Pastor with other staff or the Congregation, the Committee shall seek to bring reconciliation.
3. The Committee shall consult with the Pastor regarding continuing education.
4. The Committee shall conduct an annual comprehensive performance review with the Pastor.
5. The Committee shall review the Pastor's compensation, including benefits and professional expenses, and shall submit recommendations to the Board of Deacons for their budget.
6. The Committee shall provide liaison and be accountable for any members in preparation for pastoral vocation.

Section 2. Budget Committee

The Budget Committee shall consist of two (2) members of the Board of Trustees (one of whom shall be the Chairperson of the Board of Trustees), a representative from each Board, the Church Treasurer and the designated leader from such other organizations as the Congregation may from time to

time create, as provided in Article VIII. The Chairperson of the Board of Trustees shall preside and the Committee shall begin its work in September.

The Budget Committee shall receive budget requests from the individual Boards and shall prepare an estimated budget of income and expenditures for presentation to the Board of Trustees. If the Board of Trustees does not approve of the proposed budget, the total budget shall be referred back to the Budget Committee which shall, in consultation with the Boards, revise the budget so that it conforms to the financial limits set by the Board of Trustees and reflects the program consensus of the Boards. The Budget Committee, with the consent of the Board of Trustees will present the proposed budget to the Congregation for approval at the Annual Meeting. In addition, the Budget Committee shall review an annual budget for maintenance and care of the cemetery and grounds of The Baptist Church in the Great Valley that has been prepared by the Board of Trustees in consultation with the Cemetery, Grounds, and Buildings Fund Treasurer, the Perpetual Care Fund Treasurer, and the Cemetery Superintendent and any assistants. The Budget Committee, with the consent of the Board of Trustees, will also present the proposed Cemetery and Grounds Maintenance Budget to the Congregation for approval at the Annual Meeting.

ARTICLE VIII – SOCIETIES AND ORGANIZATIONS

All societies or organizations using or referencing the name “The Baptist Church in the Great Valley”, or depending upon the reputation of the Congregation, shall be subject to the approval of the Church Council for such use, reference, or dependence. Such societies or organizations shall include but not be limited to the following:

Section 1. American Baptist Women’s Ministries of The Baptist Church in the Great Valley

A. Membership

Membership in the American Baptist Women’s Ministries shall be open to all women members of the Congregation and such other women as acknowledge the tenets expressed in the mission statement of The Baptist Church in the Great Valley.

B. Procedures

The American Baptist Women’s Ministries shall adopt its own rules regarding meetings and election of Officers, provided, however, all Officers shall be active members of the Congregation.

C. Purpose

The purpose of the American Baptist Women’s Ministries shall be to unite all women of The Baptist Church in the Great Valley into a fellowship that will help each to grow in personal devotion to Jesus Christ as Lord and Savior and commitment to the mission of His Church through worshipping, working, and witnessing in all areas of life: the home, the community, the nation, and the world.

ARTICLE IX – FUNDS OF THE BAPTIST CHURCH IN THE GREAT VALLEY

The following are the ongoing funds of The Baptist Church in the Great Valley. The Board of Trustees may also establish temporary funds for specific purposes.

Section 1. General Fund

The General Fund of The Baptist Church in the Great Valley is the source of payment for all expenses and mission commitments carried in the annual budget approved by the Congregation. This Fund is composed of all regular and undesignated gifts to The Baptist Church in the Great Valley as these gifts may be augmented from time to time by allocations from the Endowment Fund. The General Fund is managed by the Church Treasurer and the Board of Trustees on behalf of the Congregation.

Section 2. Memorial Fund

Any gift made to The Baptist Church in the Great Valley in the name of a friend or loved one is allocated to the Memorial Fund of The Baptist Church in the Great Valley unless the gift is specifically designated for another fund of the Congregation. The Memorial Fund is managed by the Board of Deacons on behalf of the Congregation and may be used for special projects of lasting value deemed appropriate by the Board of Deacons.

Section 3. Benevolence Fund

The Benevolence Fund of The Baptist Church in the Great Valley is comprised of gifts designated for this fund and those received on certain communion Sundays from a special offering to be used to help people in need. The Benevolence Fund is managed by the Board of Deacons on behalf of the Congregation.

Section 4. Cemetery, Grounds, and Buildings Fund

The Cemetery, Grounds, and Buildings Fund of The Baptist Church in the Great Valley is a special restricted fund managed by the Board of Trustees and the Cemetery, Grounds, and Buildings Fund Treasurer. The Fund is composed of a portion of the proceeds of the sale of each grave sold, earnings from the Perpetual Care Fund, gifts specially designated for the Cemetery, Grounds, and Buildings Fund, and earnings on the investments in the Cemetery, Grounds, and Buildings Fund.

This Fund is used to maintain the cemetery, grounds, and buildings of The Baptist Church in the Great Valley. Expenses for the cemetery and grounds are paid directly from this Fund. Assets from this Fund may be moved, at the direction of the Trustees, to the General Fund to pay for necessary, unbudgeted maintenance or repairs to the interior and exterior of buildings. Routine day-to-day building and maintenance expenses, such as those for utilities, cleaning services, kitchen, and restroom supplies, etc., will not be paid from this Fund, nor will any expenses for new construction.

Section 5. Perpetual Care Fund

The Perpetual Care Fund is a permanently restricted fund managed by the Board of Trustees. The purpose of the Perpetual Care Fund is to generate income, in perpetuity, for the care and maintenance of the cemetery and the grounds of The

Baptist Church in the Great Valley. The Fund is composed of a portion of the proceeds of the sale of each grave sold, gifts specially designated for the Perpetual Care Fund, and all gains from the sale, exchange, or liquidation of any principal asset held in the Perpetual Care Fund.

Section 6. Endowment Fund

The Endowment Fund of The Baptist Church in the Great Valley is a permanent fund managed by the Board of Trustees on behalf of the Congregation. Its purpose is to provide an ongoing source of money from earnings on the investment of gifts made to the Fund. For the specific provisions of the Endowment Fund, please refer to the Endowment Fund resolution adopted on April 8, 1992 (and as amended from time to time) by the Board of Trustees.

ARTICLE X – MISCELLANEOUS

Section 1. Indemnification

A. To the fullest extent permitted by Pennsylvania law, now in effect and as amended from time to time, a member of any Board or Committee of the Congregation and/or an Officer of the Congregation shall not be personally liable for monetary damages for any action taken or any failure to take any action, except as provided below in this Article X, Section 1.

B. Third Party Actions.

The Congregation shall indemnify, hold harmless, and reimburse any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Congregation) by reason of the fact that the person is or was a member of any Board or Committee of the Congregation or an Officer of the Congregation with respect to any expenses (including attorneys' fees), court costs, judgment, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with the investigation, preparing to defend or defending such threatened, pending or completed action, suit, claim or proceeding, whether or not in connection with pending or threatened litigation in which such person is a party or target. Indemnification under this Article X, Section 1 shall be automatic and shall not require any determination that indemnification is proper, except that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by the court of competent jurisdiction to have constituted bad faith, willful misconduct or recklessness.

C. Advancing Expenses.

Expenses incurred by a person who may be indemnified under this Article X, Section 1 may be paid by the Congregation in advance of the final disposition of any action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined by a court

of competent jurisdiction that he or she is not entitled to be indemnified by the Congregation.

D. Rights To Indemnification.

Any amendment or modification of these By-laws that has the effect of limiting a person's rights to indemnification with respect to any act or failure to act occurring prior to the date of adoption of such amendment or modification shall not be effective as to the amendment or modification. The indemnification and advancement of expenses provided by or granted pursuant to these By-laws shall continue as to a person who has ceased to be a Board or Committee Member or Officer of the Congregation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 2. Salaried Positions

No salaried positions (permanent or interim) of the Congregation shall be filled by a member of the Congregation, however, a pastor(s) called pursuant to Article IV, Section 2 may become a member of the Congregation.

ARTICLE XI - AMENDMENTS

The foregoing By-laws may be amended by a two-thirds vote of the active members present in person at any regular business meeting of the Congregation. Such amendments shall be offered in writing to the Church Council at least one month prior to any action thereon. Reasonable effort shall be made by the Church Council to inform the Congregation of the substance of any proposed amendment.

All rules, regulations and standing resolutions inconsistent with these By-laws are hereby annulled and repealed.