

**AMENDED BYLAWS**  
**OF**  
**CHANCELLOR BAPTIST CHURCH**  
**November 12, 2017**

**ARTICLE I. CHURCH MISSION**

As a Church, we are committed to knowing God and to knowing Jesus Christ whom He has sent (John 17:3). Our mission statement expresses how and where we understand God is leading the people and work of this Church. The statement guides our planning, decisions, resource allocations, actions, and behavior.

Chancellor Baptist Church's mission is: "Connecting Our Community with God through Life-changing Relationships."

**ARTICLE II. CHURCH COOPERATION**

The Church maintains its long-standing cooperative relationship with organizations such as the Fredericksburg Area Baptist Network, Baptist General Association of Virginia, Southern Baptist Convention, and the Baptist World Alliance and seeks opportunities to cooperate with other churches and church associations to fulfill its mission, build up God's kingdom, and promote the gospel.

**ARTICLE III. CHURCH MEMBERSHIP**

**Section A. General**

The membership reserves the exclusive right to determine the qualifications and the conditions of membership.

**Section B. Candidacy**

Any person age eighteen or older may offer themselves as a candidate for membership in this Church through a process to be overseen by the CLT.

Prerequisites for membership are:

- A profession of faith in Jesus Christ as personal Savior.
- Baptism in water by immersion, unless a handicap precludes immersion.
- Completion of the Church's new member curriculum.
- Signing the Membership Covenant agreeing to be bound by the Constitution and Bylaws of the church.

No member of this Church, nor any officer, nor any member of the CLT shall by virtue of such membership, office or position, incur or be subject to personal liability to any extent for any indebtedness, obligations, acts or omissions of this Corporation.

**Section C. Privileges of Members**

Every member, who is not under church discipline, is entitled to vote at all elections and on all questions submitted to the Church at a Membership Meeting, provided the member is present or provisions have been made for absentee balloting. Every member in good standing shall have the right to vote (voting by proxy is prohibited) on the following matters with listed percentages of Members attending the meeting required for approval:

- The annual budget and any twenty-five percent or more change in the budget during the year (majority vote required).
- The election of lay members of the CLT, Church Officers, and Action Team Chairpersons as provided in these bylaws (majority vote required).
- The dissolving or disposition of all, or substantially all, of the church assets (two-thirds vote required).
- The acquisition or sale of real property, and/or building projects or any matter of indebtedness (two-thirds vote required).
- The calling or removal of the Senior Pastor (three-fourths vote required).
- The vote to call Associate Pastors (three-fourths vote required).
- The vote on proposed Amendments to the Church Bylaws or Constitution as detailed in Article IX of these bylaws (two thirds vote required).

Every member is eligible for consideration by the membership as a candidate for elective office in the Church. Candidates for Church Office must have been a church member for one year prior to election.

Every member shall have ready access to a current copy of the Church Constitution and Bylaws by request to the Church Office.

#### **Section D. Termination of Membership**

Membership shall be terminated in one of the following ways:

- By the death of the member;
- By a member joining another church;
- By termination due to disciplinary action in accordance with Article III, Section E;
- By removal for inactivity in accordance with Article III, Section F, or
- At the request of the individual member.

#### **Section E. Discipline and Restoration**

Church members should always strive for holy lives following the instruction and example of scripture. Should a church member become involved in sinful behavior that becomes disruptive or unhealthy to the congregation, the Senior Pastor and Deacons shall have responsibility for acting with the primary goal being a concern for redemption rather than punishment. A detailed plan for discipline shall be maintained in the Church Policies and Procedures Manual.

Only after good faith efforts by the Senior Pastor and the Deacons to bring about repentance and reconciliation have proven futile, the Senior Pastor and Deacons shall give at least two weeks' notice of the charges of unrepentant sins and a hearing date and time to the member. After meeting with the member, the Senior Pastor and Deacons shall determine what, if any, discipline is to be given. If the member refuses to meet with the Senior Pastor and Deacons, a determination of discipline shall be made in the member's absence. Discipline can include any measure determined to bring about repentance including but not limited to censure, suspension, or termination of membership. The decision shall be provided in writing.

Upon demonstration of genuine repentance, a person may be restored to church membership by the CLT upon the recommendation of the Senior Pastor and Deacons.

#### **Section F. Inactive Members**

Members who cease to be active in the life of the church may be classified as inactive members. The Deacon Council will be responsible for the process and will report to the CLT for action.

People whose names are on the inactive list are not to be counted as members on any official report of our membership, and accordingly they are not entitled to vote in any membership meeting of the church or be entitled to a regular letter of dismissal.

Inactive members may be restored to active membership upon their request and upon the recommendation of the Senior Pastor and deacons.

## **ARTICLE IV. Church Organization**

Chancellor Baptist Church recognizes the leadership of God through His Holy Spirit and seeks to obediently serve Him in ministry. Church officers, Action Team members, and persons in significant leadership positions which may involve teaching and decision making will be members of the Church. These church leaders will be expected to conduct themselves according to biblical standards of leadership, promote unity, and further the mission of Chancellor Baptist Church.

### **Section A. Church Leadership Team (CLT) (Serving as the Corporate Board of Directors)**

#### Qualifications:

CLT members are selected for their demonstrated leadership traits, spiritual gifts, and experience. CLT members should demonstrate the following qualifications:

- They desire Jesus Christ more than success, money, or material blessings (1 Timothy 3:3; 6:10).
- They desire to see the Gospel of Jesus Christ proclaimed and the Kingdom of God to come to the Fredericksburg area and beyond (Matthew 28:19-20).
- They are teachable (1 Timothy 3:2).
- They care more for others than they do themselves (1 Timothy 3:7).
- They have been a follower of Christ for two years or more (1 Timothy 3:6).
- If a spouse, they treat their wife or husband with love and respect (Ephesians 5:22-30).
- If a parent, they provide love, discipline, and model Christ-likeness to their children. (1 Timothy 3:4-5).
- They must work well with others (1 Timothy 3:3).
- They ask for forgiveness when they offend and give forgiveness when offense has been done to them (Matthew 6:12; 18:21-35).
- They have evidence of the fruit of the Spirit in their lives (Galatians 5:22).
- They have evidence of making wise decisions. They seek God's will through prayer and in accordance to scripture (Acts 6:3).

#### Accountability:

The CLT is accountable to the Church membership. The membership will be regularly apprised of the CLT's plans, initiatives, activities, and decisions.

The CLT may act on matters that come to its attention unless specifically restricted by the Church Constitution and Bylaws.

#### Duties and Responsibilities:

In accordance with the other sections of these bylaws, the CLT shall perform the following tasks:

- As the corporate Board of Directors, the corporate powers of the church shall be exercised, conducted, and directed by the CLT. The CLT will oversee the legal, business, financial, and administrative affairs of the church.
- With the Senior Pastor, provide a clear vision for the church's mission and ministry, and lead the church toward achieving that vision.
- Coordinate the ministries of the church and oversee the Church Action Teams and Committees, and name special teams to accomplish tasks as needed. When vacancies occur, CLT may appoint interim Officers and Action Team Chairpersons to serve until the next Membership Meeting.
- Submit an annual budget for approval to the congregation after consultation with the Stewardship Action Team. CLT will manage the budget, and make adjustments as necessary.
- Nominate members to serve as Church Officers, Action Team Chairpersons, and members of the CLT.
- Consider and vote on the approval of any proposed policies.
- Arrange for financial audits per Article VI of these bylaws.
- Vote to accept candidates for membership per Article III, Section B of these bylaws.
- Advise the Senior Pastor. The CLT shall provide a "job description" for the position of Senior Pastor, and annual personnel evaluations.
- In the absence of a Senior Pastor, the CLT shall temporarily reassign the responsibilities of the Senior Pastor.
- Organize and lead Membership Meetings per Article V of these bylaws.

#### Members:

The CLT shall consist of lay members elected by majority vote of the church members at the annual Membership Meeting. The desired number of CLT members shall be six (6) and shall not be less than three (3). No less than fifty (50%) percent of the CLT shall be lay members not related to each other by blood or marriage or related to paid staff. The term of service shall be three years, and no member may be re-elected without at least one year of non-service between terms. The Senior Pastor will be a non-voting *ex officio* member of the CLT, however the Senior Pastor will serve as the tie-breaking vote whenever necessary.

In the event that a CLT member is not able to complete a full three-year term, replacement members may be elected, at a regular or called membership meeting, to fulfill the remainder of the term. A CLT member may at any time deliver a written notice of intent to resign to the Chairperson, which shall be effective upon acceptance by the CLT. A member may be removed by a two-thirds vote of the CLT membership.

#### Chair:

The CLT members will select a Chairperson from among its members. The CLT Chairperson and the Senior Pastor are authorized to call meetings of the CLT. The Chairperson of the CLT is authorized to sign contracts on behalf of the church per Article VI of these bylaws.

#### Meetings:

The CLT will meet regularly to attend to the business of the church. Meeting dates and times will be published in regular church publications.

Meetings of the CLT will be open for observation by any church member. When matters of privacy are concerned (such as during personnel discussions) that portion of the meeting shall be "closed."

The CLT will develop internal policies and procedures for its meetings and operations.

Two-thirds of the lay CLT members shall constitute a quorum for the purposes of transacting business.

Actions and decisions shall be decided by majority vote.

Minutes will be taken at all meetings, and should be filed as soon as possible with the church clerk. Printed copies of the minutes are to be made available upon the request of any church member.

Decisions that need to be made between scheduled meetings may be conducted by email or by phone. All decisions made outside of regular meetings shall require a unanimous vote. Such votes shall be recorded with the minutes of the following regular meeting.

Transactions with interested parties:

A contract or other transaction between the Church and one or more of its CLT members, Pastors, Officers, or family members thereof (hereinafter "interested Party"), or between the Church and any other entity, of which one or more of the Church or its CLT members, Pastors, or Officers are also Interested Parties, or which entity is an Interested Party has a financial interest – shall be voidable at the sole election of the Church unless all the following provisions are satisfied:

- The Church entered into the transaction for its own benefit.
- The transaction was fair and reasonable as to the Church, or was in furtherance of its exempt purposes at the time the Church entered into the transaction.
- Prior to consummating the transaction, or any part, the CLT authorized or approved the transaction, in good faith, by vote of a majority of the CLT members then in office, without counting the vote of the interested CLT member(s), and with knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and
- Prior to authorizing or approving the transaction, the CLT, in good faith, determined after reasonable investigation and consideration, that either the Church could not have obtained a more advantageous arrangement with reasonable effort under the circumstances, or the transaction was in furtherance of the Church's tax-exempt purposes.

Common or interested CLT members may not be counted in determining the presence of a quorum at a meeting of the CLT (or a committee thereof), which authorizes, approves, or ratifies such contract or transaction. The CLT may adopt additional conflicts of interest policies that will provide for full disclosure of the material conflicting interests by CLT members, Officers, or employees. These policies will permit the CLT to determine whether the contemplated transaction may be authorized as just, fair, and reasonable to the Church. Notwithstanding the above, no loan shall be made by the Church to any of its CLT members, Officers, Pastors, Deacons, or Members.

No salary or compensation will be paid to any member of the CLT in their capacity as a member of the CLT, but nothing herein will be construed to preclude any CLT member from serving the Church in any other capacity and receiving reasonable compensation. Moreover, the CLT member may receive reasonable reimbursement for preapproved travel and other preapproved expenses upon request and written documentation.

**Section B. Church Officers**

Deacons:

Deacons are spiritual leaders in the church who are charged to serve and encourage church members to pursue spiritual maturity and set an example by their witness for others to follow.

Deacons will help the church serve the widows, shut-ins, and sick of the church. They partner with the pastors to provide pastoral and benevolent care to our congregation and the community. The qualifications of a deacon are:

- They desire Jesus Christ more than success, money, or material blessings (1 Timothy 3:3; 6:10).

- They desire to see the Gospel of Jesus Christ proclaimed and the Kingdom of God to come to the Fredericksburg area and beyond (Matthew 28:19-20).
- They are teachable (1 Timothy 3:2).
- They care more for others than they do themselves (1 Timothy 3:7).
- They have been a follower of Christ for two years or more (1 Timothy 3:6).
- If a spouse, they treat their wife or husband with love and respect (Ephesians 5:22-30).
- If a parent, they provide love, discipline, and model Christ-likeness to their children (1 Timothy 3:4-5).
- They must work well with others (1 Timothy 3:3).
- They ask for forgiveness when they offend and give forgiveness when offence has been done to them (Matthew 6:12; 18:21-35).
- They have evidence of the fruit of the Spirit in their lives (Galatians 5:22).
- They have evidence of making wise choices (Acts 6:3).

The Deacon Council shall establish policies regarding the number of deacons and the deacons' term of office. Policies will be published in the Church Policy and Procedures Manual.

Elections shall be held to fill vacancies and to add to the number of deacons as necessary. The Deacon Council and the CLT shall work together to identify candidates for the position of deacon. Elections may be held at any Membership Meeting of the church, whether regular or called.

Ordination by another Baptist Church will be accepted.

Treasurer and Assistant Treasurer:

Annually, the Church shall elect a Treasurer and an Assistant Treasurer who shall act in the Treasurer's absence and assist in performing the Treasurer's duties. Members of the Church's administrative staff may also assist the Treasurer; however, the Treasurer remains responsible for all delegated duties. Duties of the Treasurer shall be listed in the Church Policy and Procedures Manual.

Financial and Assistant Financial Secretary

Annually, the Church shall elect a Financial Secretary and an Assistant Financial Secretary who shall act in the Financial Secretary's absence and assist in performing the Financial Secretary's duties. The work and records of the Financial Secretary are confidential and privileged information between those who maintain records of giving and those who give. Duties of the Financial Secretary shall be listed in the Church Policy and Procedures Manual.

Clerk and Assistant Clerk:

Annually, the Church shall elect a Clerk as its clerical officer and an Assistant Clerk who shall act in the Clerk's absence and assist in performing the Clerk's duties. Members of the Church's administrative staff may also assist the Clerk. However, the Clerk remains responsible for all delegated duties. Duties of the Clerk shall be listed in the Church Policy and Procedures Manual.

**Section C. Church Staff**

Senior Pastor:

Duties:

- The Senior Pastor shall be accountable to the CLT.
- The Senior Pastor shall be a member of the CLT, but shall only vote in a tie-breaking capacity.

- The Senior Pastor shall be responsible for the day-to-day ministries and operations of the church.
- The Senior Pastor shall be the supervisor of the staff, and with the advice and consent of the CLT, has the authority and responsibility for the process of hiring and dismissal of Associate Pastors and non-pastoral staff.
- The Senior Pastor, with the CLT, will provide a clear vision for the church's mission and ministry and will lead the church toward achieving that vision.

Selection Process:

As the need arises, the CLT shall oversee the process of nominating a candidate for the position of Senior Pastor. At a churchwide Membership Meeting, called for the specific purpose of selecting a Senior Pastor, the Church shall vote on the motion to hire the candidate. A vote of three-fourths of the covenant members present and voting shall be required to hire the candidate. Voting shall be by secret ballot.

Conflict Resolution:

In the case of major differences between the Church and a Pastor, a group of the Deacons and members of the CLT must meet to discuss the issue(s). If agreed, the group will develop a plan of reconciliation and redemption according to Matthew 18:15-17 and 2 Corinthians 2:4-8. If the local group cannot resolve the conflict, then the group must call a mediator from the Baptist General Association of Virginia or another appropriate outside concern to assist in resolving the conflict. Finally, if the conflict cannot be resolved via internal and external mediation, then the Church must decide whether to vacate the position at a special Membership Meeting called for this purpose.

The vote to dismiss the Senior Pastor shall be by secret ballot and an affirmative vote of three -fourths of the members present and voting. Termination shall be immediate and the compensation shall be rendered in agreement with the CLT and Pastor.

Associate Pastors and non-pastoral staff:

The CLT, with the Senior Pastor, shall prepare job descriptions for all Associate Pastors and non-pastoral staff. Annual performance evaluations will be performed under the direction of the Senior Pastor and reported to the CLT.

Selection Process:

A candidate for a position as Associate Pastor shall be presented to the congregation for approval.

Duties:

Associate Pastors and non-pastoral staff will carry out all duties assigned by their job descriptions, and by the Senior Pastor.

**Section D. Standing Action Teams**

The Church shall have three Standing Action Teams. The standing teams are Stewardship Team, Personnel Support Team, and Building and Grounds Team. The CLT may from time to time assign special ad hoc teams to perform specific tasks and projects. Such ad hoc teams shall not exist beyond the duration of one year without reauthorization by the CLT

### Team Chairs:

Chairpersons shall be nominated annually by the CLT and elected by the church at the annual Membership Meeting. The chairpersons will select teams to accomplish the tasks assigned below. Chairpersons report directly to the CLT.

### Stewardship Action Team:

The Stewardship Action Team serves the church by developing and recommending an overall stewardship development plan, unified church budget, and budget subscription plan. Its responsibilities include:

- Working in conjunction with the CLT to align budget funds, requests, and expenditures with the strategic priorities of the Church.
- Managing the Church accounting systems, including auditing, record keeping, and financial reporting.
- Advising and recommending in matters of banking, investing, fund raising, trusts, borrowing, debt payment, capital expenditures, budget disbursements, and gifts to the Church.
- Working with the Treasurer to prepare and present reports of the Church's financial positions and affairs to the membership.
- The Team chair functions as the Church's financial manager in partnership with the Treasurer who is the Church's financial officer.
- The Team's responsibilities also include stewardship education and estate matters.

### Personnel Support Action Team:

The Personnel Support Action Team serves the church by providing for care of church personnel. Its responsibilities include:

- Working to assure the spiritual development of each staff member.
- Assisting the CLT in the work of supporting ministry staff and other support personnel necessary for the work of doing ministry.
- Serving as an advocacy and liaison group to mediate, advise, encourage and coach; doing any and all actions necessary for the enhancement of the overall health and efficiency of all ministry staff and support personnel.
- Assessing the individual personal and family needs of the Pastoral staff and determining ways to meet those needs in order to enhance ministry performance.
- Coordinating periodic "pastor appreciation" encounters with church membership and ministry groups.

### Building and Grounds Action Team:

The Building and Grounds Action Team serves the Church by taking care of the church facilities and property. Its responsibilities include:

- Maintaining the church facilities.
- Providing security.
- Recommending policies regarding use of facilities and property.
- Consulting with the CLT and the Stewardship Committee regarding budget matters.
- Cooperating with church maintenance personnel.
- Developing and presenting for approval any long-range capital improvement to the Church's facilities and property.



## **ARTICLE V. CHURCH MEETINGS**

### **Section A. Regular and Special Membership Meetings**

The Church shall hold an annual Membership Meeting in the month of November. The purposes of this meeting include approval of the following year's budget and election of Church Officers.

Absentee ballots may be used, in limited circumstances, when a member cannot be present. If the question or matter being considered is amended at the time of voting, absentee ballots will not be counted. The Church Clerk shall receive ballots in a sealed envelope with the member's name written on the outside of the envelope.

The Church may conduct Special Meetings to consider matters which require church approval. A meeting may be called by the CLT, the Senior Pastor, or by the membership by presentation of a petition signed by ten (10%) percent of the active covenant members. The agenda may consist of only the matters defined in the calling of the meeting. No less than a two-week's notice must be given for a special called meeting. The notice shall appear in writing and include the subject, date, time and place. It shall also be announced at least one Sunday at all regular worship services.

### **Section B. Ministry Update Meetings**

Ministry Update Meetings shall be held on a quarterly basis. Reports shall be given regarding membership, finances, and actions taken by the CLT, the staff, and other ministries. If needed, a Ministry Update Meeting may be converted into a Special Membership Meeting by following the guidelines in Article V, Section A.

### **Section C. Quorum**

The quorum consists of those members who attend the Membership Meeting.

### **Section D. Parliamentary Rules**

Robert's Rules of Order, Revised, is the authority for parliamentary rules of procedure for all Membership Meetings of the Church.

### **Section E. Minutes**

Minutes of the regular and special meetings shall be taken and kept in the records under the custody of the Clerk or a designated staff member.

### **Section F. Review**

The Church Constitution and Bylaws shall be subject to review at a minimum of every five years.

## **ARTICLE VI. FINANCES**

### **Section A. Records for Finances**

Accurate records for accounting of income and expenses, including contributions, shall be kept by the Treasurer. A monthly financial report will be presented to the CLT and will be made available in the church office.

### **Section B. Deposits**

The CLT shall select banks, trust companies, or other depositories in which all funds of the Church not otherwise employed shall, from time to time, be deposited to the credit of the Church.

### **Section C. Checks**

All checks or demands for money and notes of the Church shall be signed by the Treasurer or Assistant Treasurer of the church or such other persons as the CLT may from time to time designate. Any check over the amount of five thousand dollars (\$5000.00) shall require the signatures of both the Church Treasurer and one disinterested CLT member.

### **Section D. Fiscal Year**

The CLT, in consultation with the Stewardship Team, shall have the power to fix, and from time to time to change, the fiscal year of the Church. Unless otherwise fixed by the CLT, the fiscal year shall be the calendar year. Accurate records shall be kept by all organizations of the church and reports made on the fiscal year basis. All funds handled by any and all organizations shall be reported to the CLT.

### **Section E. Contracts**

The Chairperson of the CLT is authorized to sign contracts but the CLT may authorize any officer or officers, agent or agents of the Church, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of, or on behalf of, the Church, including real estate transactions. Such authority may be general or confined to specific instances.

### **Section F. Endowments**

The CLT may establish, on behalf of the Church, any endowments for the general purposes or for any special purpose of the Church.

### **Section G. Designated Contributions**

The Church may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses as approved by the CLT, and such designations generally will be honored. However, the Church shall reserve all rights, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any funds (including designated contributions) to assure that such funds will be used to carry out the Church's tax-exempt purposes.

### **Section H. Audit**

The CLT shall arrange for an independent financial audit as they deem appropriate, but no less often than every five years, or as required by law. Upon approval by the CLT, an external audit may be conducted at the time of a change of the Treasurer if requested.

### **Section I. Partnerships, Joint Ventures, LLC's and Auxiliary Corporations**

The CLT may authorize in writing any officer(s), or agent(s) of the Church to enter into any partnerships or joint ventures or create auxiliary corporations or limited liability companies that the CLT determine will advance the religious purposes and goals of the members as described herein and not violate the Church's tax-exempt status.

### **Section J. Purchase or sale of property and borrowing**

Neither Officers nor agents of the Church may purchase or sell real or personal property on behalf of the Church unless authorized by the CLT, and in cases of real property, the Members according to these Bylaws. Any

borrowing of money must be approved by the CLT and a majority of the Members present at a regular or special Membership Meeting.

**ARTICLE VII. Settlement of Disputes Within or Against Church Members**

In any dispute arising between or among Church members, Pastors, or Staff, the dispute may be resolved by the CLT (or a duly appointed team from the CLT) according to Biblical admonitions under the Christian Conciliation Rules and Procedures available at [www.Peacemaker.net](http://www.Peacemaker.net). All employees of the church shall sign policies or agreements as written in the Church Policies and Procedures manual.

Any dispute between a member and the Church, or one of its agents in their representative capacity, shall be resolved according to Biblical mandates through Christian Conciliation. Christian mediation should be attempted, but if it does not resolve the dispute, then legally binding Christian Arbitration shall be employed by the CLT or individuals selected by the CLT in accordance with the Rules of Procedure for Christian Conciliation found at [www.Peacemaker.net](http://www.Peacemaker.net). A decision shall be reached after prayerful consideration, in a spirit of humility, with each Arbitrator seeking that which most glorifies God and regarding one another before themselves.

Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. Jurisdiction and venue shall be the county and state where the church is located and Virginia law will apply to dispute. Members, pastors, staff or third-party vendors/contractors shall understand that these methods shall be the sole remedy for any controversy or claim arising against the Church and expressly waive their right to file a lawsuit in any civil court against one another or the Church for such disputes, except to enforce an arbitration decision. In that case, judgment upon an arbitration award may be entered by any court having competent jurisdiction, in conformity with the laws of the Commonwealth of Virginia. Notwithstanding this above provision, to protect the church and its members and under its risk policy procedures, the church is required to maintain liability insurance. Therefore, this conflict provision is conditioned upon agreement by the church's insurers that, in light of the particular facts and circumstances surrounding the disputed matter, this provision, and the process it establishes will not diminish any insurance coverage maintained by the church.

**ARTICLE VIII. Indemnification**

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal by reason of the fact that he or his testator is or was a Director or officer, employee or agent of the Church, may be indemnified by the Church, and the Church may advance his related expenses, to the full extent permitted by law. The Church may purchase and maintain insurance to indemnify: (a) itself for any obligation that it incurs as a result of the indemnification specified above; and (b) its Directors, officers and agents.

**ARTICLE IX. Amendments**

Church Bylaws. The Bylaws may be amended at any Regular or Special Membership Meeting of the Church. Each proposed amendment approved by the CLT shall be made available to all member families via the Church newsletter or a special mailing (electronic and/or paper) no less than thirty days prior to the membership or called meeting. Amendments to the Bylaws shall require an affirmative vote of at least two-thirds of those members present and voting.

I, the undersigned Clerk of Chancellor Baptist Church do hereby certify that the above Constitution and Bylaws were amended on November 12 by the members at a duly called meeting and that this Constitution and Bylaws are current and in operation as of that time.

\_\_\_\_\_  
Church Clerk

\_\_\_\_\_  
Date