

AMENDED AND RESTATED
BYLAWS
OF
THE FIRST BAPTIST CHURCH
OF
NEW LONDON, NEW HAMPSHIRE

Organized October 23, 1788
Incorporated December 5, 1982

ARTICLE I
Articles of Agreement

The name, location of the principal place of business, and the purposes for which this Church has been established shall be as set forth in the Articles of Agreement, as amended October 31, 2010.

ARTICLE II
Inter-Church Relationships

While this Church reserves to itself the management of its ecclesiastical and secular affairs, it accepts the responsibility and cooperation involved as a member of the American Baptist Churches, U.S.A., the American Baptist Churches of Vermont and New Hampshire, and the Central Association of New Hampshire. It affirms its participation in the ecumenical movement and supports the Church universal.

ARTICLE III
Membership

Section 1. Membership in this Church is open to any person who confesses belief in Jesus Christ.

Section 2. Any person may become a Member of this Church by:

- a. Baptism
- b. Confirmation
- c. Presentation of a letter of transfer from another Christian Church
- d. Confession of faith or reaffirmation of faith.

Section 3. Membership in this Church is also available to those who do not wish to give up their membership in another church.

Section 4. A Member may request of the Clerk that:

- a. A letter of transfer be given to any Christian church, which shall be named in the letter of transfer.
- b. Release from membership be granted.

Section 5. The membership of this Church shall consist of those Members listed on the Register of the Church. For purposes of determining eligibility to vote at Annual and Special Meetings of the Members, the Register shall be brought current no less often than quarterly.

Section 6. In consultation with the Senior Pastor and the Board of Deacons, the Church Council shall have the authority, upon a two-thirds vote of its members, to remove a Member from the Register.

ARTICLE IV **Church Government**

Section 1. The governing body of this Church shall be its Members, assembled in duly called Annual, Regular and Special Meetings.

Section 2. Under the authority of the Members of the Church, specific functions within the government of the Church may be delegated to the Senior Pastor, the Church Officers, the Church Council, and such Boards and Standing Committees as may be established by the Members.

Section 3. The following decisions shall be reserved exclusively to the Members of the Church in accordance with Section 1 of this Article:

- a. The call and dismissal of ordained Pastors.
- b. Purchase, sale, or mortgage of Church real property.
- c. Adoption of the Annual Plan and Budget.
- d. Election of the Chair of the Church Council, Clerk, Boards, Standing Committees as specified herein and at-large members of the Church Council. All persons so elected must be Members, with the exception that members of the Christian Education, Missions and Outreach and Health Ministries Standing Committees do not have to be Members.
- e. Amendment of the Bylaws.

Section 4. No individual serving on a Board or Standing Committee shall hold more than one elected position at a time except when elected to serve on a pastoral search committee. No Officer or member of the Church Council, Board or Standing Committee may succeed him or herself after serving one full term prior to the expiration of one year, unless the Church Council or Members, by a vote of two thirds, authorizes the Nominating Committee to re-nominate the individual for a second term. The Church Council, by vote of two thirds of its members, shall have authority to remove an Officer or a member of Church Council, Board or Standing Committee. After serving a partial term to fulfill another's unexpired term, an individual may be nominated to serve a full three-year term in the same position.

Section 5. The Church subscribes to the principles of conducting its affairs as a Safe Church, according to the policies and guidelines of the Safe Church Manual.

Section 6. All meetings shall be open except those that may be held in executive session when so voted by the members of the Church Council, Board or Standing Committee. A church body may enter into a non-public session only for the following purposes: (a) employment; (b) the investigation, discipline, dismissal, promotion or compensation of any Church employee; (c) matters, which if discussed in public would likely affect adversely the reputation of any person, unless such person requests an open meeting; (d) consideration of the acquisition, sale, or lease of real or personal property which, if discussed in public, would likely benefit a party or parties whose interests are adverse to those of the Church community; (e) consideration or negotiation of pending claims or litigation.

ARTICLE V
Meetings of the Members

Section 1. The Annual Meeting of the Church shall be held in November of each year, at a date, time, and place to be set by the Church Council. At the Annual Meeting, the Members shall review a proposed Annual Plan and preliminary Budget; elect Officers, Boards, Standing Committees, and Members-at-Large of the Church Council, who shall all take office on January 1 of the upcoming year; and transact such other business as may properly come before the meeting. The final Annual Plan and Budget shall be voted upon by the Members at a Regular Meeting to be called no later than February 15 of the following year.

Section 2. Special Meetings shall be called by the Clerk at the request of the Church Council, the Senior Pastor, the Chair of the Church Council, a Board, or upon petition to the Clerk signed by not fewer than ten Members of the Church. Within seven days after the receipt of the request or petition, the Clerk, in consultation with the Church Council, shall set a date, time, and place for the Special Meeting to take place not more than thirty business days after receipt of the petition or request.

Section 3. Notice of the date, time, and place of all Meetings of the Members shall be read by the Clerk, the Chair of the Church Council, or a Pastor at the regular public worship services of the Church on the two consecutive Sundays immediately preceding the day of a Meeting.

Section 4. The items of business to be conducted at any Special Meeting shall be described in the notice thereof.

Section 5. The call for each Annual, Regular or Special Meeting shall include a statement of the number of Members required for a quorum. A quorum at any Annual, Regular or Special Meeting shall be ten percent of the total number of Members of the Church, shown as current Members on the current Register, with an address in the State of New Hampshire, except on questions concerning the dismissal of an ordained Pastor, or when real property of the Church is to be purchased, sold, or mortgaged, in which case the quorum shall be twenty percent of the Members on the current Register with an address in the State of New Hampshire.

Section 6. Except as otherwise required by law or provided herein, the vote of a majority of Members present and voting at a duly called Annual, Regular or Special Meeting shall be the action of the Church. Voting by proxy shall not be permitted.

Section 7. Informational meetings for the Members may be called when deemed appropriate by the Church Council. No binding vote shall be taken on any Church business at any informational meeting.

Section 8. The procedure at all meetings of the Members shall be in accordance with the most recent edition of *Robert's Rules of Order Newly Revised*.

ARTICLE VI **Officers**

Section 1. The Officers of the Church shall be a Chair of the Church Council and a Clerk. The Chair of the Church Council and the Clerk shall be voting members of the Church Council. No Officer shall receive any form of remuneration for service as an Officer and no Officer may serve on a Board or Standing Committee while in office.

Section 2. The Chair of the Church Council is the chief elected officer of the Church and shall be elected at an Annual Meeting for a three-year term. During an absence or disability of both the Senior Pastor and Associate Pastor, the Chair of the Church Council shall assume the administrative responsibilities of the Senior Pastor. The Chair of the Church Council shall preside at all meetings of the Church and shall be the presiding officer of the Church Council. The Chair of the Church Council shall serve as an ex officio member of the Human Resources Committee. In the absence of the Chair of the Church Council, the Clerk shall act as Chair of the Church Council, and in his or her absence, the Chairperson of the Board of Trustees shall act as Chair of the Church Council.

- a. As the senior lay official, the Chair has direct oversight of the Senior Pastor. In this capacity, the Chair will ensure that professional goals and objectives are established collaboratively and reviewed with the Senior Pastor on a quarterly basis. A final performance rating is rendered annually.
- b. In the absence of the Senior Pastor and the Associate Pastor, the Chair of the Church Council will exercise administrative management of the church staff.

Section 3. The Clerk shall be elected at an Annual Meeting for a three-year term. The Clerk shall keep a record of all transactions at all Meetings of the Members and all meetings of the Church Council. The Clerk shall oversee the keeping of an accurate Register of Members, with dates of admission and termination and current address. The Clerk shall also oversee the keeping of a record of all baptisms, dedications, weddings, and funerals; the issuance of letters of transfer of membership; and the receipt of letters of transfer from persons seeking membership in the Church. The Clerk shall provide a copy of the minutes of each meeting of the Church Council to the Church office staff for distribution to the Officers and the members of the

Council. In the absence of the Clerk, a member-at-large of the Church Council shall be appointed by the Chair of the Church Council to serve as Clerk.

ARTICLE VII
Church Council

Section 1. The Church Council shall consist of nine (9) members:

- a. The Chair of the Church Council.
- b. The Church Clerk
- c. The chairperson (or designated alternate) of the Board of Deacons.
- d. The chairperson (or designated alternate) of the Board of Trustees.
- e. Three at-large members elected at the Annual Meeting for three year staggered terms.
- f. The Senior Pastor, non-voting member, ex officio
- g. The Associate Pastor, non-voting member, ex officio

The Church Council shall meet at least monthly and at other times at the request of the Chair of the Church Council, the Senior Pastor or any three Council members. Four voting members shall constitute a quorum. The vote of a majority of the voting members present at a Council meeting shall be the action of the Church Council.

The role of at-large members is to provide representation for the congregation on the Church Council. It is the responsibility of such at-large members to actively seek input from the congregation on any and all church related issues which may be brought to the Church Council for discussion.

Section 2. The Church Council, between duly called Meetings of the Members, shall be the chief governing body of the Church. The Council shall represent the Members and shall take such action as the Members might take on all matters requiring immediate action and shall report on those matters at the next Annual, Regular or Special Meeting. It shall advise and consult with the Officers, Boards, Standing Committees and any interested groups in the Church on the general direction of the Church's work. In the event of a disagreement between a Board or Standing Committee and the Church Council, the Church Council's decision shall be binding.

Section 3. The Church Council shall prepare a proposed Annual Plan for the forthcoming year based on the recommendations of the Boards and Standing Committees, the Senior Pastor and other staff. The proposed Annual Plan shall be developed by September 15 to enable preparation of the preliminary budget and implementation of the stewardship campaign.

- a. The proposed Annual Plan shall state the goals and objectives of the Church as prepared by the Church Council after consultation with the Pastor(s), Boards and Standing Committees. This will be accompanied by the preliminary Budget indicating the financial resources required to achieve the Annual Plan. The Church Council is responsible for allocating appropriate

resources to the various church activities contained within the preliminary Budget.

- b. The Church Council shall communicate the proposed Annual Plan and preliminary Budget to the Members by publishing the Plan, together with the associated income and expense projections, at least two weeks prior to the November Annual Meeting.
- c. The Church Council shall submit the Proposed Annual Plan and Budget for final approval by vote of the Members at a regular meeting to be held no later than February 15 of the following year. The Church Council is responsible to ensure that the approved Annual Plan and Budget are executed.
- d. The Church Council shall evaluate the Church's progress with the Annual Plan and Budget on a quarterly basis at a regular meeting of the Members called to review such progress and will recommend adjustments to the Plan and Budget as necessary.

Section 4. The Church Council is responsible for making decisions on behalf of the membership for any policy, personnel or governance issues, except those which are reserved for the entirety of the membership to act upon, as contained in Article IV, Section 3 herein. The Church Council may bring other resources, organizations and people together to address such issues.

Section 5. The Church Council shall ensure the overall efficient functioning of the staff, to include, but is not limited to, the periodic evaluation of all staff members and programs to ensure that the Church is fulfilling its mission, goals and objectives as defined and approved by the congregation in the Annual Plan and Budget.

Section 6. The Church Council shall require a written report after any meeting of a Board or Standing Committee. The reports shall be given to the Church office. The Church office staff shall keep these reports available for viewing by any Member of the Church.

Section 7. The Church Council shall authorize the employment of staff other than the Senior Pastor and any Associate Pastor, as provided in Article XI C.

Section 8. The Church Council shall be responsible for the annual performance reviews of the Senior Pastor and, if any, the Associate Pastor. Written summaries of the reviews shall be provided to the Human Resources Committee for inclusion in the Church's personnel files.

Section 9. By majority vote, the Church Council may terminate a staff member other than the Senior Pastor or the Associate Pastor, according to the policies and procedures of the Human Resources Committee and after proper review of the proposed termination by the Senior Pastor and the Human Resources Committee.

Section 10. When the position of Senior Pastor becomes vacant, the Church Council shall submit to the Membership a list of nominees to serve on the Pastoral Search Committee and

shall call a Special Meeting of the Members, pursuant to Article X A, Section 2, to elect a Pastoral Search Committee. Pursuant to Article X A, Section 1, the Council shall also appoint an ad hoc committee to identify candidates for Interim Pastor to serve until a new Senior Pastor assumes his or her position.

When the position of the Associate Pastor becomes vacant the Church Council shall determine if the vacancy should be filled, and if so, determine if a current ministerial staff member meets the minimum qualifications for the position and will vote on whether or not to recommend the qualified staff member to the Membership. In the event that the Church Council votes not to recommend a current ministerial staff member to the Membership, or no current qualified candidate exists, the Church Council shall submit to the Membership a list of nominees to serve on the Pastoral Search Committee and shall call a Special Meeting of the Members, pursuant to Article X A, Section 3, to elect a Pastoral Search Committee.

Section 11. The Church Council shall present at the Annual Meeting qualified nominees for vacancies occurring on the Nominating Committee. Nominations shall be made by an ad hoc committee of the Church Council using a list to be provided by the Nominating Committee of Members not presently committed to an office or to a Board or Standing Committee. Prior to nomination, the ad hoc committee will evaluate an individual's qualifications and interest in the Church. Upon nomination, members of the ad hoc committee will contact the nominees to ensure their understanding of the commitment and responsibilities the position requires. Additional nominations may be made from the floor, provided that permission from the person to be nominated has been received by the Chair of the Church Council before the vote.

Section 12. The Church Council, following consultation with the appropriate Board or Standing Committee, shall fill by appointment any vacancies occurring during the year in any elective office of the Church until the next Annual Meeting, at which time a replacement shall be elected for any unexpired term.

Section 13. The Church Council may appoint ad hoc committees to facilitate the work of the Church Council, provided that at least one member of the Church Council shall be a member of each such committee and that the committee reports regularly to the Church Council. The Church Council shall decide at the end of each year whether to continue such committees.

Section 14. The Church Council shall report not less than quarterly to the Members through the Church's publications, and shall distribute an Annual Report to the Members not later than February 15 of the following year and a copy of the auditor's report when available.

ARTICLE VIII
Boards

There shall be two Boards, whose members shall be elected by the Members at the Annual Meeting for three-year staggered terms. Each Board shall annually elect its own officers and may establish ad hoc committees as needed to facilitate its work, provided that at least one member of the Board shall be a member of each ad hoc committee. The Senior Pastor shall be a non-voting member ex officio of each Board. Each Board shall meet monthly and shall provide a copy of the minutes of each meeting to the Church office staff for distribution to the Officers and members of the Church Council, and shall report yearly to the Members in the Annual Report of the Church.

A. Board of Deacons

Section 1. The Board of Deacons shall be composed of at least nine Members, with every effort made to maintain gender balance. A quorum shall be a majority of the members of the Board.

Section 2. The Deacons shall be responsible for assisting, advising and supporting the Senior Pastor and Associate Pastor in enhancing and executing the worship life of the church and providing pastoral care to its members. Accordingly, the Deacons shall:

- a. Provide the required ordinances for Baptism and Communion.
- b. Create a Pulpit Sub-Committee, composed of three Deacons, who are responsible for church service logistics, such as: obtaining ushers, serving Communion, providing pulpit supply and music leadership during the absence of the Pastors or Music Director, scheduling the use of the sanctuary and chapel, in coordination with the church staff, and planning other similar church service events.
- c. Collaborate with the Pastors and the Music Director in evaluating and enhancing all aspects of worship.
- d. Create a Worship and Music Sub-Committee composed of three Deacons, one member of the choir, one member of the Gathering musicians, one member from the Bell Choir and one at-large member. This Sub-Committee shall meet at least quarterly with the Pastors and Music Director to review and evaluate every aspect of worship, working to enhance the worship experience in accordance with the Church Mission Statement.
- e. Administer Communion to home-bound and hospitalized congregants, as requested.
- f. Administer the Deacons' Fund to assist the Senior Pastor and/or the Associate Pastor in ministry to the Church and community, and designate a bank or banks to hold the Fund.

Section 3. The Deacons shall create a Membership Sub-Committee that is composed of three Members, one of whom is a Deacon. The Membership Sub-Committee shall annually

develop a program for increasing, supporting and sustaining the Membership of the Church. To perform its responsibilities, the Sub-Committee shall:

- a. In coordination with appropriate Boards, Committees, Pastors and staff, create opportunities to attract non-members to worship services, programs and other events at the Church.
- b. In coordination with the Pastors, use home visits and other activities to encourage potential Members to become Members.
- c. Ensure integration of all new or potential Members into the Church family.
- d. In coordination with the Pastors, the Parish Nurse and Health Ministries Standing Committee, maintain pastoral contact with congregants, including visiting the home-bound and the hospitalized.

B. Board of Trustees

Section 1. The Board of Trustees shall be composed of at least nine Members. A quorum shall be a majority of the members of the Board.

Section 2. The Board of Trustees shall be responsible for the financial affairs of the Church except for decisions reserved exclusively to the Members under Article IV, Sections 3.b and 3.c. Further, the Trustees shall:

- a. Be responsible for the prudent investment of the Church's trust funds. The Board shall maintain brokerage accounts and may engage investment advisors to provide professional management of such funds. The Board shall establish an investment policy that shall govern the investment of the Church's funds. To oversee such policy, the Board shall annually appoint an Investment Subcommittee composed of at least three Trustees, one of whom shall be the Treasurer. The Investment Subcommittee shall monitor the performance of the Church's trust funds, review the investments at least quarterly and submit quarterly reports to the Trustees and the Church Council. When appropriate, the Investment Subcommittee shall recommend to the Board of Trustees changes in investments, asset allocations or investment advisors. At no time shall the Board engage any investment advisor or broker who is a Church Member or is related to a Church Member.
- b. Manage and maintain all Church property and coordinate with the office staff with respect to specific projects assigned by the Trustees to employed maintenance staff.
- c. Annually appoint a member of the Board of Trustees to serve as Treasurer of the Church for a one-year term. The Treasurer shall oversee the duties of the Financial Secretary, including:
 1. that all monies are paid out as directed by the Trustees;
 2. the accuracy of the accounts of receipts and disbursements;
 3. that such financial matters and correspondence are handled as prescribed by the Trustees; and
 4. that reports required by the State of New Hampshire are prepared and duly filed.

- d. The Financial Secretary shall report to the Treasurer.
- e. The Trustees shall be responsible for an annual performance review of the Financial Secretary.
- f. Annually appoint a Stewardship Subcommittee composed of two Trustees, three at-large members and the Senior Pastor as an ex officio, non-voting member. In fulfilling these responsibilities, the Stewardship Committee shall:
 - 1. Plan and conduct the annual Stewardship Campaign that supports the annual budget.
 - 2. Be responsible for the promotion of systematic giving by all Members and congregants.
 - 3. In cooperation with the Senior Pastor, provide on-going educational opportunities to inform the membership about all aspects of Christian stewardship.
- g. Annually appoint a Budget Subcommittee, composed of at least three Trustees and the Treasurer, who shall, after consultation with the Church Council, Boards, Standing Committees, prepare and submit to the Church Council by October 15 a preliminary Budget to finance the Annual Plan.
- h. Receive and acknowledge gifts to the Church. According to the specifications of the gift and with the approval of the Church Council, the Board of Trustees may utilize restricted and non-restricted gifts received by the Church that are not included in the Annual Plan and Budget.
- i. Control expenditures in line with the approved Annual Plan and Budget and keep appropriate records of all financial transactions.
- j. Submit to the Members at the November Annual Meeting:
 - 1. An accounting of Church income and expenses through September 30 of the current year as compared with the Budget for that period, a status and performance report of the trust funds and any other pertinent financial information for that year.
 - 2. A preliminary Budget for the upcoming year as compared to the Budget for the current year.
- k. Submit the proposed Budget for final approval by the Members at a Special Meeting to be held no later than February 15 of the following year.
 - 1. Ensure that all persons who handle Church funds are bonded.

Section 3. The Board of Trustees shall direct the Treasurer as to the payment of monies for which the Board has responsibility, as authorized by the Annual Plan and Budget, and shall oversee the Treasurer's accounts. If the Annual Plan and Budget need to be changed in the course of a fiscal year, the Board of Trustees shall meet with the Church Council and Pastors, and they shall jointly determine the action to be taken. The Church Council shall have final authority on budget adjustments.

Section 4. The Board of Trustees shall designate banks for the deposit of all Church funds donated or raised in the name of the Church other than those of the Board of Deacons and the Baptist Women's Fellowship.

Section 5. With the approval of the Church Council, the Board of Trustees may raise and spend funds for special purposes not included in the Annual Plan and Budget.

Section 6. The Board of Trustees, on behalf of the Church, shall employ an independent auditor to:

- a. Review or audit all the Church's accounts and records, including all special funds administered by the Standing Boards and Church-related organizations for each fiscal year.
- b. Review procedures and controls used in the maintenance of such accounts and records and recommend changes where appropriate.
- c. Provide a written report to the Church Council by August 1st of each fiscal year.

Section 7. Annually, one Trustee will be designated by the Trustees to exercise oversight of compliance with the Safe Church Policy and Procedures Manual. Adherence to the policies outlined in the manual are the responsibilities of the staff and membership at large.

Section 8. Annually, the Trustees will designate one Trustee who will be the liaison in church communication matters.

ARTICLE IX **STANDING COMMITTEES**

There shall be five Standing Committees, which are the Christian Education Committee, the Missions and Outreach Committee, the Health Ministries Committee, the Human Resources Committee, and the Nominating Committee. Each Standing Committee's members shall be elected by the Members at the Annual Meeting for three year staggered terms. Each Standing Committee shall elect annually its own officers, as deemed appropriate for each Committee. Each Standing Committee shall meet monthly, when possible, and shall provide a copy of the minutes of each meeting to the Church office staff for distribution to the members of the Church Council. The Committees are responsible for reporting their progress to the Church Council on a quarterly basis and shall report yearly to the Members in the Annual Report of the Church. The Committees are empowered to augment their composition as necessary for "ad-hoc" projects and special purposes. Membership on the Nominating and Human Resources Committees requires each person to be a Member of the Church. Any "ad-hoc" membership for special projects or purposes does not require such participant to be a Member of the Church. None of the elected members of the Christian Education, Missions and Outreach, or Health Ministries Standing Committees is required to be a Member of the Church.

A. Christian Education Committee

Section 1. The Christian Education Committee will be comprised of at least three members. A quorum shall be a majority of the members of the Committee. The Committee may be augmented from time to time with other persons selected to perform specific tasks.

Section 2. The Christian Education Committee, in collaboration with the Associate Pastor, shall establish and supervise the education program of the Church, which will include the Sunday School, youth ministry, adult education and Bible study. The Committee shall:

- a. Assist the Church Council in achieving the annual goals and objectives of the Church, as approved by the Members, as they may relate to the activities under the Committee's purview.
- b. Approve curriculum and programs for ages four and up.
- c. In consultation with the Associate Pastor, appoint volunteer Christian Education staff.
- d. Oversee any programs and services related to Christian education, ensuring that Safe Church Policies and Guidelines are followed at all times.
- e. Provide support and supervision to Sunday School and Youth Group leadership.
- f. Arrange for nursery and pre-school childcare during worship services in accordance with the Safe Church Manual.

B. Missions and Outreach Committee

Section 1. The Missions and Outreach Committee shall be composed of at least three members. A quorum shall be a majority of the members of the Committee. The Committee may be augmented from time to time with other persons selected to perform specific tasks.

Section 2. The Missions and Outreach Committee, in collaboration with the Senior Pastor, shall be responsible for identifying, promoting and supporting various opportunities for charitable contributions on behalf of the Church. The Committee shall:

- a. Annually submit to the Church Council for inclusion in the Church's proposed Annual Plan its recommendations for the mission and outreach objectives to be achieved by the Church for the coming year, and the resources required to meet those objectives.
- b. Use established criteria to identify and provide support to local, regional, national or international charitable organizations, including regional, national and international American Baptist Churches that are committed to the provision of support to persons in need.
- c. From time to time, originate and support other opportunities to provide service locally on "ad-hoc" mission projects, utilizing any person interested in participating in these projects.
- d. Assist the Church Council in achieving the annual goals and objectives of the Church, as approved by the Members, as they relate to the activities under the Committee's purview.

Section 3. The Missions and Outreach Committee may also identify and support various opportunities for service for the Church as a whole and its congregants, and shall encourage participation in such service projects.

Section 4. Inform and educate the congregation about the needs, progress and results of the Church's missions and outreach efforts by reporting regularly to the congregation.

C. Health Ministries Committee

Section 1. The Health Ministries Committee shall be composed of at least six members. A quorum shall be a majority of the members of the Committee. The Committee may be augmented from time to time with other persons selected to perform specific tasks.

Section 2. The Health Ministries Committee, in collaboration with the Parish Nurse, shall be responsible for cultivating health and wholeness in spirit, mind and body for the Members, congregants and friends of the Church in an atmosphere of love and respect. The Committee shall:

- a. Annually, develop a program to promote and address issues related to health and wellness through activities, projects and events.
- b. In coordination with the Senior Pastor, the Associate Pastor, the Board of Deacons and the Parish Nurse arrange to visit persons who would benefit from a pastoral visit.
- c. Assist the Church Council in achieving the annual goals and objectives of the Church, as approved by the Members, as they relate to the activities under the Committee's purview.

D. Human Resources Committee

Section 1. The Human Resources Committee shall be composed of three members elected by the Members at the Annual Meeting for staggered three year terms. A quorum shall be a majority of the members of the Committee. The Chair of the Church Council is an ex officio, non-voting member of the Committee. The Committee shall report to the Church Council as necessary, but no fewer than four times per year.

Section 2. The Human Resources Committee shall be responsible for the employment policies and procedures of the Church. The Committee shall:

- a. Prepare a manual of employment policies and procedures, to be approved by the Church Council, that contains, at least, the Church guidelines for job descriptions, employment, compensation and benefits, performance reviews, discipline, mediation and arbitration of grievances and termination. The Committee shall review and update such manual periodically, ensuring that references to all employment laws and regulations are periodically reviewed, and shall present the revised manual to the Church Council for approval.
- b. Ensure that the employment policies and procedures apply to all staff, whether full-time or part-time.
- c. Mediate conflicts involving staff, consulting as appropriate with the Senior Pastor and Chair of the Church Council.

- d. Advise and consult with the Senior Pastor regarding staff performance reviews. Such reviews are to be conducted on at least a semi-annual basis.
- e. Ensure the timely completion of annual performance evaluations of all staff and make certain that a written evaluation is filed in each staff person's personnel file.
- f. Consult with the Board of Trustees on any employment matters which may have a budget impact.
- g. Formulate all compensation policies and for recommending annual compensation adjustments.

E. Nominating Committee

Section 1. The Nominating Committee shall be composed of six Members elected at the Annual Meeting for staggered three-year terms. A quorum shall be a majority of the members of the Committee. The Committee shall report directly to the Members of the Church.

Section 2. The Nominating Committee shall present to the Annual Meeting qualified candidates for vacancies occurring within the Church Council, all Boards and Standing Committees, the officers and other positions as directed in the Bylaws. The Nominating Committee shall accept recommendations from the Senior Pastor and Church Members for any positions that are to be filled, but shall not be bound by those recommendations. Candidates shall each be elected at an Annual Meeting and shall be ineligible to succeed themselves in the same position prior to the expiration of one year after completing a three-year term, unless the Church Council by a two-thirds vote of its members authorizes the Nominating Committee to nominate a person to serve a second three-year term. The Officer, Church Council member, Board member, or Standing Committee member for whom a second term is being considered shall not be present when a second term is being discussed. Additional nominations may be made from the floor, provided that permission from the person to be nominated has been received by the Chair of the Church Council.

Section 3. Prior to nomination or re-nomination, the Nominating Committee shall evaluate an individual's qualifications and interest in the Church. Upon nomination, members of the Nominating Committee shall communicate directly with nominees to ensure their understanding of the responsibilities of the positions for which they are to be nominated and their commitment to performing the same. No person may be nominated to serve in more than one elected position at a time.

F. AD HOC COMMITTEES

In addition to the Standing Committees, it is anticipated that, from time to time, "ad-hoc" committees may be formed for a specific purpose and for a stipulated time. Such "ad-hoc" committees shall be attached to the Church Council, Boards, or Standing Committees, and participation on any such "ad-hoc" committee is open to all, whether or not a participant is a Member of the Church.

ARTICLE X
ADDITIONAL COMMITTEES

A. Pastoral Search Committees

Section 1. In an interim between two Senior Pastorates, the Church Council shall appoint an ad hoc committee of up to five persons to search for an Interim Pastor. The ad hoc committee shall present its recommendations to the Church Council, which shall appoint an Interim Pastor to serve until a new Senior Pastor assumes his or her position.

Section 2. Upon the retirement, resignation or discharge of the Senior Pastor, the Church Council shall nominate a Pastoral Search Committee composed of Church Members. To discharge this responsibility, the Council shall accept recommendations from the Membership and shall present to the Membership, at an Annual or Regular Meeting or Special Meeting called by the Church Council for the purpose of electing a Search Committee, the names of no fewer than seven nor more than eleven nominees. The names of the nominees shall be announced at the same time the notice of the Annual, Regular or Special Meeting is given. Additional nominations may be made from the floor, provided that permission from the person to be nominated has been received by the Chair of the Church Council. The Members shall then elect from seven to eleven Members from among the nominees to serve on the Pastoral Search Committee.

Section 3. When the need for an ordained Associate Pastor has been established and provision for funding has been made in the Annual Plan and Budget, the Church Council shall determine if a current ministerial staff member meets the minimum qualifications for the position and will vote on whether or not to recommend the qualified staff member to the Membership. In the event that the Church Council votes not to recommend a current ministerial staff member to the Membership, or no current qualified candidate exists, a Pastoral Search Committee, including the Senior Pastor as a voting member, shall be nominated as set forth in Section 2 above. The number of nominees for the Search Committee shall be no fewer than five nor more than nine, and no fewer than five nor more than nine members shall be elected.

Section 4. The Pastoral Search Committee shall keep the Church Council and the Members informed of its progress in a pastoral search and shall submit its recommendations for a vote at the Annual Meeting or at a Special Meeting of the Members called for that purpose. A vote of three-fourths of the Members present and voting shall be necessary to extend a call to a new Senior Pastor or to any Associate Pastor, each of whom shall serve for an indefinite term.

B. Other Committees

The Members may establish such other standing or ad hoc committees as they deem necessary to carry out the business of the Church.

ARTICLE XI
Staff

The staff shall consist of the Senior Pastor and additional staff members who may be employed from time to time by the Church. Such additional staff members may include: Associate Pastor, Sunday School Coordinator, Youth Director, Director of Music, Bell Choir Director, Church office staff, Financial Secretary, Sexton, Parish Nurse or others according to specific needs. Staff members other than the Senior Pastor shall not be members of any Board or Standing Committee.

A. Senior Pastor

Section 1. The Senior Pastor shall be called for an indefinite term by vote of three fourths of the Members present and voting at a duly called Annual, Regular or Special Meeting, pursuant to Article X A, Section 4.

Section 2. The Senior Pastor shall be the spiritual leader of the Church. In consultation with the Board of Deacons, the Senior Pastor shall fulfill the duties and responsibilities of pastor, teacher and counselor, including:

- a. Being responsible for the services of public worship.
- b. Administering the Ordinances of Baptism and Communion.
- c. Conducting marriages, funerals and services of dedication.
- d. Rendering pastoral care.

Section 3. The Senior Pastor shall also be the administrative head of the Church, including:

- a. Supervising the day-to-day work of the staff other than the Financial Secretary.
- b. Implementing personnel policies and procedures.
- c. Except as provided in ARTICLE VIII, B, Section 2.e. with regard to the annual performance review of the Financial Secretary, performing annual performance reviews of the staff and providing written evaluations for each staff person's personnel file.
- d. Working in close coordination with Boards and Standing Committees (other than the Nominating Committee or a Pastoral Search Committee for a Senior Pastor).

Section 4. The Senior Pastor shall implement the Annual Plan of the Church through the staff and in cooperation with the Church Council, and the Boards and Standing Committees, and may recommend modifications to the Annual Plan as appropriate.

Section 5. The Senior Pastor shall be a non-voting, ex officio member of the Church Council and of the Boards of Deacons and Trustees, as well as the Missions and Outreach Committee, attending meetings as necessary for the performance of his or her duties as Pastor

and administrative head of the Church. The Senior Pastor will not be an ex officio member of either the Nominating Committee or the Search Committee for a Senior Pastor.

Section 6. The Church, by a three-fourths vote of its Members present and voting at a Special Meeting duly called for the purpose, or the Senior Pastor by notice of resignation, may terminate the Senior Pastor's relationship with the Church, understanding that such termination shall not be effective for a period of ninety days unless the termination is for cause, or it is otherwise mutually agreed.

Section 7. For the purposes of this article the Senior Pastor may designate the Associate Pastor to fulfill elements of this role.

B. Associate Pastor

Section 1. The Associate Pastor shall be called for an indefinite term by vote of three fourths of the Members present and voting at a duly called Annual, Regular or Special Meeting. Any Associate Pastor shall serve under the direction of the Senior Pastor. The termination of an Associate Pastor's relationship with the Church shall be as described for the Senior Pastor.

Section 2. In the absence of the Senior Pastor the Associate Pastor shall fulfill the roles of the Senior Pastor.

Section 3. The Associate Pastor shall be a non-voting ex officio member of the Christian Education Committee.

C. Creation or Elimination of Staff Positions

The creation or elimination of a staff position other than Senior Pastor shall be based on need, financial resources and contribution to the effective operation of the Church as determined by the Church Council.

Section 1. When the Church Council shall decide to create a new staff position or to fill a vacated position, the Chair of the Church Council shall appoint an Employment Subcommittee consisting of three members of the Church Council and one Trustee designated by the Chairperson of the Board of Trustees. In consultation with the Senior Pastor and the Human Resources Committee, the Employment Subcommittee shall follow the policies and guidelines of the Human Resources Manual to present a qualified candidate for the position. The Church Council, by majority vote, shall authorize the employment of a qualified candidate. The Church Council may terminate such other staff members as provided in Article VII, Section 9.

ARTICLE XII **Archivist**

An Archivist shall be appointed by the Church Council. The Archivist shall keep a record of all occurrences of interest to Members of the Church, and, in consultation with the

Clerk, shall be responsible for retaining, maintaining and protecting Church documents and objects of historical significance in the Church Archives.

ARTICLE XIII
Auxiliary Organizations

Auxiliary Organizations will function independently while providing support to the congregation as well as local, national and international organizations through their valuable fellowship, ministry and outreach initiatives. Such organizations shall submit an annual report to be published in the Church's Annual Report, including the amount of monies received and expended. The financial records of all such Church-related organizations shall be subject to audit by the Church's independent Auditor.

Baptist Women's Fellowship: Any female congregant is welcome to attend meetings or participate in functions or activities that are sponsored by this organization. This organization also works in concert with other Boards and Standing Committees to enrich the Church.

ARTICLE XIV
Alternate Forms of Meetings

Section 1. The members of the Church Council, Boards, and Standing Committees may participate in or hold a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation by this means shall constitute presence by the person at the meeting.

Section 2. The members of the Church Council, Boards, and Standing Committees may also take action via telephone conference conducted by the chairperson. The exact text of the action to be voted upon shall be sent or read to the members entitled to vote on the matter and the vote of each member shall be recorded.

Section 3. The members of Church Council, any Standing Board, Committee or Subcommittee may take action via email, provided that all members are given 48 hour notice of the email vote. The notice shall have necessary background on the issue to be voted upon as well as the proposed motion to be decided. If a single member objects in writing to voting via email prior to the proposed email vote, the action must be conducted in a traditional meeting or conference call. When an email vote is conducted, the vote of each member shall be recorded and shared with all members of the relevant Church Council, Board, or Standing Committee or Subcommittee.

Section 4. Actions taken by the members of the Church Council, Board, and Standing Committees shall be valid when taken, but shall be reviewed and ratified at the next regular meeting of its members.

ARTICLE XV
Disclosure of Conflict of Interest

Each Officer, member of the Church Council, Board or Standing Committee shall have an affirmative duty to disclose to the Church Council each transaction with the Church that would be a Pecuniary Benefit Transaction (as defined by New Hampshire RSA 7:19-a) as to that member, and shall be prohibited from participating in the discussion or voting on the transaction. The Church shall enter into Pecuniary Benefit Transactions only in accordance with the applicable provisions of RSA 7:19-a, as they may exist from time to time.

ARTICLE XVI
Indemnification

The Church shall indemnify each person who is or was an employee of the Church or a volunteer working on Church business to the extent authorized by law, and shall purchase and maintain insurance to protect itself and such persons against liability. Indemnification pursuant to this Article shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court or arbitrator to have constituted self-dealing, willful misconduct or recklessness.

ARTICLE XVII
Fiscal Year

The fiscal year of the Church shall be the calendar year.

ARTICLE XVIII
Amendments

These Bylaws may be amended at any Annual, Regular or Special Meeting of the Church called for that purpose, by a majority of the Members present and voting. Written notice embodying such amendment(s) shall be provided not fewer than two weeks prior to the date of the Meeting.

Restated in their entirety by vote of the Members of the Church at a Special Meeting on October 31, 2010; revised 6/22/14; revised 2/15/15, revised 6/21/15.