

THE VILLAGE CHAPEL BYLAWS

ARTICLE I NAME AND LOCATION

The Village Chapel is a non-stock corporation pursuant to the statutes of the State of North Carolina, which operates as a church under the name of “The Village Chapel” (The Chapel). The Chapel shall operate as a tax-exempt entity in accordance with the applicable statutes of the State of North Carolina and section 501(c) (3) of the Internal Revenue Code. The location is 10 Azalea Road, adjacent to The Village Green, Village of Pinehurst, County of Moore and the State of North Carolina.

ARTICLE II PURPOSE AND BELIEFS

Section 1. Purpose

The purpose of The Chapel is to fulfill its mission, which states: *As an interdenominational Christian community, we actively seek to worship God; to teach and encourage the Christian faith; to support the spiritual needs of our congregation; and to reach out to others with the Gospel of Jesus Christ.*

Section 2. Beliefs

As a Christian Church, we have the following beliefs: The Chapel acknowledges Jesus Christ as its Head and serves Him as its Lord and Savior. We are a Trinitarian community (Father, Son and Holy Spirit) in practice, word and deed. We proclaim and advocate the basic Christian beliefs as stated in both the Nicene and Apostles’ Creeds. We study, proclaim, and use the Bible as the inspired word of God. We believe that prayer guides, directs and empowers all we do in fulfilling God’s desire for our lives. As an independent, interdenominational Christian congregation, this church has no stated or inferred denominational polity, dogma or doctrine.

ARTICLE III MEMBERSHIP

Section 1. Membership Qualifications

The members of The Chapel are professing Christians who have been baptized, have made a profession of faith, have formally applied and been accepted for membership, are recorded as such on the Chapel’s Membership Roll, and have agreed to commit themselves to The Chapel and uphold it by their prayers, presence, gifts and service.

Children and youth may be members of The Chapel.

Section 2. Member Rolls

The Pastors are responsible for all matters pertaining to qualifications for membership in The Village Chapel. The Board of Trustees is responsible for maintaining and reviewing membership rolls semi- annually as well as establishment and oversight for policies and procedures as required.

Section 3. Annual Meeting

The annual membership meeting for the transaction of such business as may be brought before the meeting shall be held during the first (60) sixty days of the calendar year. The primary location of meetings will be The Chapel, but may be elsewhere as determined by The Board Chair, or in his/her absence, the Vice-chair. The fiscal year is coincident with the calendar year.

Section 4. Special Meetings

A special meeting of the voting members may be called by The Board Chair upon his/her own initiative, the initiative of The Board or upon the written request of (50) fifty Chapel members within (30) thirty days of the request. Such meetings shall be held at The Chapel or elsewhere as determined by The Board Chair.

Section 5. Notices

The Board Chair shall cause a notice of each annual meeting and each special meeting of members to be mailed to each member, whose name shall appear on the Membership Roll of The Chapel as of the date of the notice, not less than (10) ten days before the date of such meeting. Such notice of any meeting shall set forth the time and place and the nature of the business to be transacted. Only those items specified in the notice will be on the agenda. In an emergency, the normal official notification procedure for a membership meeting may be suspended with the agreement of two-thirds of the current Board Members.

Section 6. Quorum

At any meeting of the members, (150) one hundred fifty voting members present, in person or by written, dated and executed proxy at said meeting shall constitute a quorum for the transaction of business (except in a meeting where changes of the bylaws are considered as provided in Article III, Section 9), but any meeting may be adjourned from time to time by a majority vote of the voting members present whether or not a quorum shall be in attendance.

Section 7. Organization

The Board Chair, or in his/her absence, the Vice-chair, shall call all meetings of the members to order and shall act as chair of such meetings. In the absence of both said officers, any other Board member present may call the meeting to order, and a chair for such meeting shall be chosen by majority vote of The Board members present. The chair of the meeting shall appoint any person to act as secretary.

Section 8. Voting Procedure

On issues that require a vote by The Chapel membership, a member shall be deemed “present” whether represented in person or by written proxy represented, executed and dated by said member. Members who are 18 years old or older may vote. Unless herein provided otherwise, any proposal considered by the membership shall require a majority.

Section 9. Alteration, Amendment and Repeal of Bylaws

These bylaws may be altered, amended, repealed, or new bylaws adopted at any annual meeting of the members or at any special meeting of the members, which meeting is attended by not less than (150) one hundred and fifty of the voting members, present in person or by dated, written, and executed proxy, and by a two-thirds vote of members present, in person or by dated, written and executed proxy, provided that the notice of such meeting shall have been set forth for the alteration, amendment, repeal, or adoption of new bylaws to be considered at said meeting.

Section 10. Membership Authorities

In addition to those issues that require a vote by The Village Chapel membership as set forth in other articles of these bylaws, the membership shall vote on:

- (1) All capital expenditures (land, buildings, equipment) expected to be in excess of \$100,000.
- (2) Any acquisition and/or disposals of real estate, mortgages, liens and building leases.

ARTICLE IV AUTHORITY

The Senior Pastor and the Board are elected by and accountable to the Chapel membership. The religious and spiritual activities of The Chapel are the responsibility of the Senior Pastor. The financial and business affairs of The Chapel are the responsibility of The Board.

ARTICLE V PASTORS

Section 1. Responsibilities

The Senior Pastor is the spiritual leader of The Chapel responsible for all its religious services, religious activities and use of the Sanctuary consistent with the Mission Statement and Beliefs. Activities that encourage membership affiliation and retention are also a primary responsibility. The Senior Pastor may delegate certain duties and assignments to an Associate or Assistant Pastor.

Section 2. Requirements

All pastors shall have been ordained by a Christian organization, hold an advanced degree in theology from an accredited college, university or seminary and have been called by a two thirds vote of the voting members of The Chapel present in person or by written, dated and executed proxy at a congregational meeting.

Section 3. Employment

The Board of Trustees is responsible for all employment arrangements for all pastors during their term in office. Any pastor called by a congregational vote of The Chapel may be involuntarily terminated by a two thirds vote of The Chapel's voting members present in or by written, dated and executed proxy at a congregational meeting.

Section 4. Assumed Responsibilities

In the absence of the Senior Pastor, another pastor of the Chapel shall assume all rights of the Senior Pastor, with the concurrence of the Board.

**ARTICLE VI
BOARD OF TRUSTEES**

Section 1. General Authority

The Board of Trustees is the governing body of The Chapel and is accountable to the congregation. It is responsible for the vision, planning, administrative, operational, financial and legal functions. The Board has the responsibility for the accuracy of the financial records of The Chapel and therefore may, at its discretion, cause the records or transactions of The Chapel to be audited by a competent firm or individual.

Section 2. Board Composition and Terms

The voting members of the Board shall consist of the Senior Pastor, the Treasurer and nine church members – Trustees – of whom one third shall be elected annually by the church members by ballot, as set forth in Article VII Section 5, to serve for a period of three years; the Treasurer shall be elected to one three year term by the membership. The Trustees and Treasurer may be reelected subsequent to an intervening period of absence on the Board of at last one year.

Section 3. Board Vacancies

Any vacancy that shall occur among the elected trustees and/or treasurer for any reason will be filled by the Nominating Committee from candidates remaining from the last selection by the committee. Such trustees and/or treasurer who are filling a vacant seat must be elected for the unexpired term by the membership at the next annual election of the Trustees and Treasurer.

Section 4. Trustees Service

Attendance at regularly scheduled Board meetings is expected as a condition for remaining a trustee. A trustee who fails to attend (4) four regularly scheduled meetings during a fiscal year will be dismissed by the Board. A trustee may be dismissed by the Board for cause by a two-thirds majority of the Board members as long as nine members are present.

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such trustees.

Section 5. Meetings

Regularly scheduled Board meetings shall be held no fewer than (8) eight times a year and may be called at any time by the Chair, or in absence, the Vice-Chair. Further, a Board meeting may be called at any time by the Corporate Secretary upon the written request of any (4) four Trustees.

Members of the Board of Trustees may participate in and act at any meeting of such Board by means of conference telephone or electronic mail if all persons participating can hear each other simultaneously or respond electronically. Participation in such a meeting shall constitute presence in person at the meeting.

Proceedings of all meetings are filed in The Chapel office.

Section 6. Quorum

A majority of the voting members shall constitute a quorum for the transaction of business. Any motion needs a majority of those present to be approved.

Section 7. Notices

The Board Chair shall post a notice of each Board meeting along with an agenda at least (5) five days in advance of any meeting. In the event of an emergency, the normal official notification procedure for Board meetings may be suspended by the Board Chair.

Section 8. Officers

The officers of the Board shall be Chair, Vice Chair, Corporate Secretary and Treasurer and with the exception of the Treasurer shall be elected each year from the Board membership by the members of the Board as soon as possible after January 1st. The outgoing Chair, without vote, will chair the election meeting. Officers may serve in a given office if re-elected. The Board shall fill any vacancy that may occur among the officers, with the exception of the Treasurer. An interim Treasurer may be appointed pending election of a new treasurer by the congregational vote at the next annual election.

Section 9. Duties of Officers

- a. The Chair shall call all business meetings of The Chapel members and the Board. He/she shall preside at these meetings. Also the Chair serves as the chief officer elected by the Board from serving trustees to coordinate the Boards responsibilities. The Chair operates under the overall authority of the Board and within the written policies of The Chapel. The Chair or other appointed officer is authorized to execute on behalf of The Chapel, contracts, conveyances and other instruments that have been approved by the Board.
- b. The Vice Chair shall assume the duties of the Chair when necessary. If neither the Chair nor the Vice Chair is available a temporary Chair may be elected by a majority of the voting members present who may act on their behalf. Further, the Vice Chair shall have such powers and perform such duties as may be assigned to him/her by the Board while serving in that capacity.
- c. The Corporate Secretary shall act as the Secretary of the Corporation and the Board of Trustees; shall cause to be sent appropriate notices or waivers of notice regarding congregational and Board meetings; shall cause to be prepared and maintained all records, reports and minutes of the Corporation and the Board of Trustees and committees; and as official custodian, shall perform such other duties as are customarily performed or required of corporate secretaries.
- d. The Treasurer shall have the care and custody of all funds and securities of The Chapel, and shall deposit and keep the same in such banks and depositories as The Board shall from time to time direct and shall disburse such funds under the direction of The Board. The Treasurer shall insure that full and accurate accounts of all monies received and paid out by him/her are maintained. The Treasurer shall perform all other necessary acts and duties in connection with and administration of the financial affairs of The Chapel except those retained by The Board, and shall function as the chair of the Finance Committee. If required by The Board, the Treasurer shall be bonded, at the expense of The Chapel, for the faithful discharge of his/her duties in such sum as the Board may prescribe.

ARTICLE VII COMMITTEES

Section 1. Pastoral Responsibility

The Senior Pastor shall have responsibility for establishing and supervising those committees whose activities

pertain to The Chapel's religious activities. These committees include Worship, Care of the Congregation, Christian Education, Ministries, Outreach, Evangelism, Hospitality and Membership.

The Senior Pastor shall select the chair of said committees from the membership of The Chapel, and they shall function under the personal supervision of the Senior Pastor. The committee chair, with the advice and consent of the Senior Pastor, is authorized to add or involuntarily remove a member of any committee. The Senior Pastor may attend any meeting of any Chapel Committee.

Section 2. Board Responsibility

The standing committees of the Board include Finance, Human Resources, Audit, Stewardship and Property Management. The Chair shall select the chairs of these committees from the membership excepting Finance which is chaired by the Treasurer. They shall function under the personal supervision of the Board chair. The chairs of all committees are authorized to add or involuntarily remove committee members with the approval of the Board chair. The Board chair may attend any meeting of any Chapel committee.

Section 3. Other Committees

The Board Chair may appoint ad hoc committees, their chair and the members from the membership of The Chapel. The Chair of these committees reports directly to the Board Chair.

Section 4. Search Committee

All pastoral vacancies shall be filled by a search committee of members in good standing selected and charged by the Board. It will act independently of the Board, choose its own chair, and give notice to the Board of its recommendations.

Section 5. Nominating Committee

Annually, the Board shall appoint and charge a nominating committee consisting of seven (7) members in good standing of The Chapel. The committee will choose its own chair and act independently of the Board. No member of the committee may be nominated for membership on the Board. The committee will work within the guidelines established for Responsibilities of a Board Member and the qualifications to be a Board Member. The committee shall have its first meeting no later than July 15th and will serve until July 14th of the following year. The committee will prepare a slate of nominees for membership on the Board of Trustees and Treasurer, it will request nominations from the membership no later than July 31st, accept nominations until September 30th, and prepare a ballot containing the name, biographical sketch and picture of the nominees to the congregation no later than October 15th. All nominees will have agreed to serve if elected. The Board will provide a list of the nominees to the Board for information before printing the ballots. Ballots will be delivered to voting members by first class mail and must be returned within fifteen (15) business days of their mailing. Write in candidates are permitted.

ARTICLE VIII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern procedures to be followed in conducting all meetings, including general membership meetings, meetings of standing committees and The Board.

ARTICLE IX DISSOLUTION OF THE VILLAGE CHAPEL

The dissolution of The Chapel shall require the affirmative vote of two-thirds of the voting members present (whether in person or by written, dated and executed proxy) at a duly constituted meeting of the membership for that purpose.

Upon the dissolution of The Chapel, The Board shall, after payment of all the liabilities of The Chapel, dispose of all of the assets of The Chapel exclusively for the purposes of The Chapel in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organizations under Section 501 (c) (3) of the Internal Revenue Code of

1986, as amended (or of the corresponding provisions of any future United States Revenue Law) as The Board shall determine. No part of the net earnings of The Chapel shall inure to the benefit of, or be distributable to, its members, officers, Trustees, or any person except that The Chapel shall be authorized and empowered to pay reasonable compensation for services rendered.

James Calvin Schneider
Chairman, Board of Trustees

Date