

SUTTONS BAY CONGREGATIONAL CHURCH

AMENDED AND RESTATED BYLAWS

Adopted August 6, 2017
Effective September 10, 2017
As amended through January 27, 2019

ARTICLE I

THE COVENANT

The Suttons Bay Congregational Church (hereinafter in these Bylaws referred to as the Church) exists as a distinct body whose Members accept the following Covenant:

"We are banded together as a Christian Church to maintain the worship of God; to proclaim the gospel of Christ; to develop in all a consciousness of their relations and duties to God and to one another and to inspire them with love for truth, passion for righteousness and enthusiasm for service. To this end we pledge our loyalty to Christ and covenant with each other to strive to express the spirit of Christ in our individual and corporate life; to live together as Christians and to submit ourselves to the mutual service of this Church, working, giving, praying for its increase, its purity, its peace, and seeking in every way to make it a power for the building up of the Kingdom of God."

ARTICLE II

FORM OF GOVERNMENT AND DOCTRINE

1. Form of Government: The government of the Church is vested in its Members. Although the Church is subject to no other ecclesiastical body, it recognizes and supports the obligation of mutual counsel and cooperation as commonly expressed by Congregational Churches through the fellowship of the Western Michigan Association of Congregational Christian Churches, the Michigan Conference of Congregational Christian Churches, the National Association of Congregational Christian Churches, and other local Congregational Churches.
2. Doctrine: The Church accepts the Scriptures as its authority in matters of faith and practice.

ARTICLE III

MEMBERSHIP

1. Qualifications: The Members of the Church are persons who have agreed to follow in the way of Jesus Christ, have been welcomed into its fellowship, and have been recorded in the official church records of membership. Members whose membership has not been

terminated pursuant to section 3 of this Article III and Members who have not been classified as inactive pursuant to section 4 of this Article III shall be placed on the Active Membership Roll of the Church.

2. Responsibilities: The duties of Church Membership include support of the purposes of the Church and its benevolent interests and service in its organized work.
3. Termination of Membership: Membership is terminated by death, transfer to another church, or withdrawal. A letter of transfer shall be issued by the Clerk on the request of any Member. Any Member who desires to withdraw from the Church shall notify the Minister or the Clerk.
4. Inactive Members: Any Member who has not participated in the Church or contributed to its support for two years may be classified as an Inactive Member by action of the Church Council. The Minister and the Clerk shall identify and report such Members to the Church Council during the third quarter of each year. Members who have been placed on the Inactive Membership roll are not eligible to serve on Boards or Committees or to vote at meetings of the Congregation. Members who have been placed on the Inactive Membership roll may be reinstated on the Active Membership roll by action of the Church Council. An Inactive Member may request a letter of transfer to another church without having returned to active participation in the Church. Any Member may request to be reclassified from Active to Inactive or Inactive to Active.

ARTICLE IV

MINISTER

1. Selection of the Minister: The Minister of the Church is called by the affirmative vote of not less than eighty percent (80%) of the Members of the Church present in person at a meeting of Members where a quorum exists and which is called for that purpose in accordance with Article XIII. The Minister shall be a graduate of a seminary accredited by the Association of Theological Schools, and be an ordained minister or have an established date of ordination. The term of the Minister of the Church is indefinite. The Minister's relationship with the Church may be dissolved by either the Minister or the Church upon giving sixty days' prior written notice of such action.
2. Responsibilities of the Minister: The Minister is charged with the spiritual welfare of the Church. To this end, the Minister preaches the Gospel, administers the Sacraments and has responsibility for all services of public worship. While not all inclusive, the Minister:
 - (a) Offers Christian love, encouragement, assistance and visitation;
 - (b) Provides leadership to envision the spiritual possibilities of the Church;
 - (c) Assists the Board of Deacons in formulating education programs for the Church;
 - (d) Assists the Board of Deacons in welcoming and assimilating potential and new Members of the Church;

- (e) Assists the Clerk in annually reviewing the Membership Rolls as provided in section 4 of Article III;
- (f) Prepares a yearly budget proposal for those expenditures that are the responsibility of the Minister and submits such budget in a timely manner to the Trustees Committee;
- (g) Represents the Church in the community; and
- (h) Offers assistance and advice as appropriate to Officers and Committees.

The Minister shall serve *ex-officio* as a non-voting member of the Church Council and of each Standing Committee provided for in Article VIII.

3. Minister Position Vacated: When the position of Minister is vacated, the Board of Deacons shall immediately arrange for the continuation of Church services. A Minister Search Committee of nine Members shall be nominated by the Church Council consisting of two representatives from the Church Council, one representative from the Trustees Committee (who shall not be a member of the Church Council), three representatives from the Board of Deacons, one representative from the Youth, if available, and two Members-at-Large. All members of the Minister Search Committee shall be approved by a majority vote of the Members of the Church present at a meeting called for that purpose in accordance with Article XIII. The Minister Search Committee shall (a) recommend to the Church Council a person to be engaged as an interim minister, if such an engagement is deemed appropriate, and (b) recommend to the Members a person to be engaged as the new Minister to be called pursuant to section 1 of this Article IV.
4. Dismissal of Minister: Any issues that may arise regarding the discharge by the Minister of his/her duties shall first be referred to the Church Staff Committee for resolution. The relationship between the Minister and the Church may be dissolved, with or without cause, by the vote of not less than seven members of the Church Council.

ARTICLE V

ELECTION OF MEMBERS OF CHURCH COUNCIL AND BOARD OF DEACONS

1. Qualifications: To be eligible for such service, each member of the Church Council and each member of the Board of Deacons shall be a Member of the Church.
2. Number, Terms of Office and Manner of Selection of Church Council: There shall be nine members of the Church Council, five of whom shall be Elected Members and four of whom shall be Designated Members. The terms of office of the Elected Members and the Designated Members begin at the start of a Program Year and expire at the end of a Program Year.
 - (a) Elected Members: Elected Members shall be elected by the Members at the Program Annual Meeting to serve for a term of three years. The terms of office of the Elected Members shall be staggered such that the terms of two Elected Members expire at the

end of successive Program Years and the term of one Elected Member expires at the end of the next succeeding Program Year.

- (b) Designated Members: The Designated Members shall consist of the chairpersons of the Standing Committees holding office at the time of each Program Annual Meeting. The Designated Members serve as such for the Program Year during which they serve as the chair of a Standing Committee.
3. Number and Manner of Election of Board of Deacons: The Board of Deacons shall consist of six male and six female members, each of whom shall be elected by the Members at a Program Annual Meeting to serve for a term of three years. The terms of office of members of the Board of Deacons begin at the start of a Program Year and expire at the end of a Program Year. The terms of office of the members of the Board of Deacons shall be staggered such that the terms of four of the members expire at the end of each Program Year.
 4. Limitation on Re-election: Following the completion of a three-year term of service as an Elected Member of the Church Council or as a member of the Board of Deacons, no person shall be eligible for re-election to that position for a period of one year.
 5. Nominations:
 - (a) At its first meeting following each Program Annual Meeting, the Church Council shall appoint a Nominating Committee consisting of no fewer than four members, none of whom shall be a member of the Church Council or the Board of Deacons. The persons appointed shall serve until the next succeeding Program Annual Meeting. The duties of the Nominating Committee are to provide to the Church Council: (i) no later than August 1, (A) a slate of nominees for election as Elected Members and members of the Board of Deacons at the next Program Annual Meeting; and (B) recommendations for appointment to the Standing Committees as provided in Article VIII, section 2; and (ii) recommendations as to the filling of any vacancies on the Church Council or on any Standing Committee that occur between Program Annual Meetings.
 - (b) Members shall have the right to make nominations from the floor at the Program Annual Meeting. No person shall be presented as a nominee unless he or she has consented to serve if elected.
 6. Voting: If at any election there are no more persons nominated than there are positions to be filled, then those persons may be elected by a voice vote of the Members. If there are more nominees than there are positions to be filled, then the election shall be by written ballot of the Members in attendance at the meeting and the persons receiving the greatest number of votes for each position shall be deemed elected.
 7. Vacancies:
 - (a) Any vacancy occurring among the Elected Members of the Church Council or on any Standing Committee, whether by resignation, death, disability or otherwise, shall be filled by the Church Council.

- (b) A person appointed to fill a vacancy on the Church Council or on the Board of Deacons shall serve until the next Program Annual Meeting, at which time the position shall be filled for its unexpired term in accordance with the process described in this Article V, sections 2 and 3.
- (c) A person appointed to fill a vacancy on the Trustees Committee, the Missions Committee or the Staff Committee shall serve until his or her successor is appointed in accordance with the process described in Article VIII, section 2.

ARTICLE VI

OFFICERS

1. Positions and Terms of Office: The Officers of the Church shall consist of a Moderator, a Vice Moderator, a Clerk and a Treasurer. The Officers shall be elected by the Church Council from among its members at its first meeting following each Program Annual Meeting and shall serve until their successors are elected. Following the completion of a term of service as an Officer, no person shall be eligible for re-election to that position for a period of one year.
2. Moderator: The Moderator shall preside at the Annual Meetings and at all other meetings of the Congregation and serve as Chairperson of the Church Council. In the absence of the Moderator, the Vice Moderator shall preside. The Moderator shall appoint a Historian to keep historical Church records and documents and to collect and preserve photos, programs, and newspaper clippings of events likely to be of historical interest to the Church.
3. Clerk: The Clerk shall keep or cause to be kept and maintained in the Church office a complete record of (a) the minutes of the Annual Meetings, special Church meetings and meetings of the Church Council and (b) Memberships, baptisms, marriages performed in the Church and deaths of Members, and shall cause a video record to be made and maintained of the Annual Meetings. The Clerk shall give notice of all meetings where such notice is required by these Bylaws.
4. Treasurer: The Treasurer shall (a) disburse or cause to be disbursed all monies expended by the Church, (b) present regular interim financial reports to the Church Council and Trustees Committee in such formats as may be agreed upon among them, (c) prepare an annual financial report for presentation to the Members at the Financial Annual Meeting, (d) file with the State of Michigan an annual report required to maintain the Church's nonprofit status and (e) arrange for other financial reports requested by the Church Council. In the absence of the Treasurer, checks in payment of expenses of the Church may be signed by one or more other members of the Church Council designated for that purpose by the Church Council.
5. Vacancies: Any vacancy occurring among the Officers, whether by resignation, death, disability or otherwise, shall be filled by a majority vote of the Church Council.

ARTICLE VII

CHURCH COUNCIL

1. Duties: The business, property and activities of the Church shall be managed under the direction of the Church Council. In addition to those duties and responsibilities set forth elsewhere herein, the duties and responsibilities of the Church Council include but are not limited to the following:
 - (a) Establishing and monitoring the execution of policies and procedures for the governance of the Church and the conduct of its affairs;
 - (b) Recommending annual budgets for approval by the Members in accordance with Article XIII, section 1;
 - (c) Approving near- and long-term financial plans for the Church;
 - (d) Guiding the stewardship efforts of the Church, including the development of procedures and strategies intended to assure the generation of funds sufficient to carry out its mission;
 - (e) Developing strategic plans for the Church at not less than five-year intervals, and overseeing the execution of the strategies adopted for achievement of the objectives of those plans;
 - (f) Appointing the members of the Standing Committees of the Church provided for in Article VIII;
 - (g) Overseeing the performance by the officers and Standing Committees of the Church of their duties and responsibilities as described in these Bylaws;
 - (h) Determining staffing levels and employee compensation and benefits, based on the recommendations of the Church Staff Committee;
 - (i) Creating subcommittees or task groups and monitoring their activities and those of subcommittees and task groups created by the Standing Committees;
 - (j) Maintaining clear lines of communication between and among the Members of the Church, its officers and committees;
 - (k) Resolving issues that may arise concerning the conduct of the affairs of the Church; and
 - (l) Discharging the other duties specifically provided for the Church Council in these Bylaws.

2. Meetings: The Church Council shall meet not less frequently than ten times per year, at such dates and times as it may determine. Special meetings may be held on the call of the Moderator or any three members of the Church Council.

ARTICLE VIII

STANDING COMMITTEES

1. In General: The Standing Committees of the Church shall consist of the Board of Deacons, the Trustees Committee, the Missions Committee, and the Church Staff Committee.
2. Terms of Office; Appointment: The terms of office of members of the Standing Committees shall (a) begin at the start of a Program Year and expire at the end of a Program Year, and (b) be staggered such that the terms of one-third of the members of each committee expire at the end of each Program Year. Except for the Board of Deacons (who are elected pursuant to Article V, section 3), no later than August 31 of each year the Church Council shall appoint persons to replace the members of the Standing Committees whose terms will expire at the end of the current Program Year. Following the completion of a three-year term of service as a member of a Standing Committee, no person shall be eligible for re-appointment to that committee for a period of one year.
3. Duties: The Standing Committees report to the Church Council. The duties of the Standing Committees include the following, in addition to those numerated in Article IX, section 2 (relating to the Board of Deacons), Article X, section 3 (relating to the Trustees Committee), Article XI, section 3 (relating to the Missions Committee) and Article XII, section 3 (relating to the Church Staff Committee):
 - (a) Developing annual budgets of revenue and expense related to the activities of the committee and submitting a budget request to the Trustees Committee by November 1 for its review;
 - (b) Initiating, developing and advocating to the Church Council policies, programs and practices for the advancement of the mission of the Church within their areas of responsibility; and
 - (c) Implementing those polices, programs and practices that are approved by the Church Council.
4. Subcommittees and Task Groups: The Standing Committees shall have the authority to establish and name the members of such subcommittees and task groups as they determine to be necessary or appropriate to the discharge of their duties; provided, however, that any such action shall be reported to the Church Council at its next regular meeting.
5. Qualifications: The members of the Board of Deacons, the Trustees Committee and the Church Staff Committee shall be Members of the Church. The Missions Committee and any subcommittee or task group may include persons who are not Members of the Church as long as a majority of its members are Members of the Church.

6. Election of Standing Committee Chairpersons: Prior to August 31 of each Program Year, each Standing Committee shall elect one of its members as chairperson for the succeeding Program Year, to take office as of the beginning of that year. The chairperson shall serve until his or her successor takes office. Chairpersons may not be elected to successive terms.

ARTICLE IX

BOARD OF DEACONS

1. Meetings: The Board of Deacons shall meet not less frequently than ten times per year, at such dates and times as the Board may determine. Special meetings may be held on the call of the Moderator or the chairperson.
2. Duties and Responsibilities: The duties and responsibilities of the Board of Deacons include the following:
 - (a) Assisting the Minister to envision and to achieve the spiritual possibilities of the Church;
 - (b) Overseeing, with the Minister, worship services and pastoral care, including administering the Sacraments of Communion and Baptism;
 - (c) Securing a substitute for the pulpit in the case of vacancy or, when the Church is without a regular minister, a Deacon may administer the Sacraments in accordance with traditional Congregational usage;
 - (d) Assisting the Minister in welcoming and assimilating potential and new Members;
 - (e) Assisting the Minister in offering Christian love, encouragement, assistance and visitation to the sick, the sorrowing and the stranger;
 - (f) Overseeing, with the Minister, the adult education programs of the Church;
 - (g) Supervising the Church library;
 - (h) Annually reviewing and acting upon the Membership Rolls with the assistance of the Clerk and Minister as provided in section 4 of Article III;
 - (i) Arranging for greeters, acolytes, and flowers for worship services;
 - (j) Conducting a training program for greeters, ushers, and acolytes; and
 - (k) Establishing and overseeing a caring ministry.
3. Subcommittees: There shall be three permanent subcommittees of the Board of Deacons, each consisting of such number of members as may be determined by the Board of Deacons from time to time, and having the duties and responsibilities described herein. The Board of Deacons shall designate the persons to serve on the subcommittees pursuant to such

procedures as it may establish from time to time. The terms of office of the members of the subcommittees shall be staggered such that the term of one-third of the members shall expire at the time of each Program Annual Meeting.

- (a) The Children and Youth Subcommittee, which shall promote a warm and welcoming environment for all children and youth of the Church that will address their spiritual and social needs and provide a place where they can build a growing relationship with Jesus Christ, with each other, with the Members and with the community, by:
 - (i) Designing, planning and administering a curriculum with the assistance of the Minister and the Children and Youth Coordinator (the “Coordinator”);
 - (ii) Providing fellowship activities for children and youth and their families throughout the program year;
 - (iii) Overseeing the recruitment, training and recognition of the Coordinator;
 - (iv) Assisting the Coordinator in recruiting teachers for Sunday school, to serve in the absence of the Coordinator;
 - (v) Assisting in the provision of nursery care providers;
 - (vi) Assisting the Coordinator and the Minister in the development and administration of other educational programs, Vacation Bible School, confirmation classes and other appropriate activities;
 - (vii) Supporting the Coordinator and the Minister in providing other appropriate programs such as mentoring, intergenerational activities, mission trips and retreats;
 - (viii) Establishing community outreach programs by working with other churches in our community to unite our children and youth in Christian education and service projects; and
 - (ix) Developing and reporting to the Trustees Committee annual budgets for the activities of the subcommittee and assessments of its facilities needs.
- (b) The Music Subcommittee, which shall work with the Director of Music to implement an effective Church music program, supervise the use and care of the Church's musical instruments, and evaluate the need for new or additional musical instruments.
- (c) The Hospitality Subcommittee, which shall initiate and coordinate Church social activities such as coffee hours, dinners, and other occasions that promote the fellowship of the Church.

- 4. Honorary Deacons: The Board of Deacons may nominate Members of the Church to be elected as Honorary Deacons in recognition of past service to the Church. Honorary Deacons shall be elected at a Program Annual Meeting and shall serve for life.

ARTICLE X

TRUSTEES COMMITTEE

- 1. Number: In addition to the Treasurer, who shall serve as a member of the Trustees Committee *ex officio*, the Trustees Committee shall consist of not less than six or more than nine appointed members as determined by the Church Council from time to time.

2. Meetings: The Trustees Committee shall meet not less frequently than ten times per year, at such dates and times as it may determine. Special meetings may be held on the call of the Moderator or the chairperson.
3. Duties and Responsibilities: The duties and responsibilities of the Trustees Committee shall include the following:
 - (a) Advising the Church Council on all matters relating to the custody, care and use of all Church property, including maintenance and provision for custodial services;
 - (b) Advising the Church Council regarding the investment of Church funds and the investment criteria appropriate for monitoring the investment performance of those funds;
 - (c) Developing and administering a gift acceptance policy;
 - (d) Monitoring the performance of any investment vehicles holding Church funds and providing periodic reports thereon to the Church Council and to the Members;
 - (e) Advising the Church Council regarding the purchase, mortgaging, leasing or sale of the Church's real and personal property;
 - (f) Arranging for minor alterations to existing Church properties at its discretion;
 - (g) Annually evaluating and reporting to the Church Council on the adequacy of the Church facilities relative to the needs of the Congregation and its programs;
 - (h) Filing with the State of Michigan all forms needed to comply with state law regarding solicitation of funds and conduct of licensed gaming events;
 - (i) By July 1 of each year, filing with the State of Michigan an unclaimed property report;
 - (j) By December 1 of each year, reviewing the budget requests of the Standing Committees and submitting to the Church Council a draft budget of annual revenue and expense for the ensuing year;
 - (k) Monitoring the operations of the Church as compared to the budget approved by the Members; and
 - (l) Reviewing proposed changes to these Bylaws, drafting Bylaws amendments and presenting to the Church Council its recommendations with respect thereto.

ARTICLE XI

MISSIONS COMMITTEE

1. **Number:** The Missions Committee shall consist of not less than six or more than nine appointed members as determined by the Church Council from time to time.
2. **Meetings:** The Committee shall meet not less frequently than ten times per year, at such dates and times as it may determine. Special meetings may be held on the call of the Moderator or the chairperson.
3. **Duties and Responsibilities:** The duties and responsibilities of the Mission Committee shall include the following:
 - (a) Conducting the Missions program of the Church including the appointment of one Church Representative for Leelanau Christian Neighbors for a period of time determined by the Committee;
 - (b) Serving others – locally, regionally and internationally – with emphasis on the Church’s immediate community;
 - (c) Identifying the needs of the communities served, determining ways of responding to those needs, and engaging the congregation in those mission opportunities so that the needs may be addressed by many;
 - (d) Setting goals for the support of the Church’s mission efforts and presenting these goals to the Church Council;
 - (e) Developing for Church Council approval annual budgets for mission activities;
 - (f) In coordination with the Church’s other fundraising activities, soliciting gifts for special mission projects; and
 - (g) Planning and presenting programs for the congregation on the Church’s current and proposed mission activities.

ARTICLE XII

CHURCH STAFF COMMITTEE

1. **Number and Qualifications:** The Church Staff Committee shall consist of not less than three or more than five appointed members as determined by the Church Council from time to time.
2. **Meetings:** The Committee shall meet not less frequently than six times per year, at such dates and times as it may determine. Special meetings may be held on the call of the Moderator, the chairperson or the Minister.

3. Duties and Responsibilities: The duties and responsibilities of the Church Staff Committee include the following:
- (a) Setting ministerial goals with the Minister at the beginning of each program year, conducting a performance review at the end of that year, and providing to the Church Council its recommendations as to the compensation and benefits to be provided by the Church for the succeeding year;
 - (b) With assistance of the Minister, creating and reviewing job descriptions for other Church staff members, updating those descriptions as necessary, and recommending to the Church Council the elimination of staff positions or the creation of new staff positions;
 - (c) Participating with the Minister in the selection of other staff members to be employed by the Church;
 - (d) Supervising the other staff members employed by the Church, including the appointment of committee members as staff liaisons and quarterly meetings of the liaisons with the staff members;
 - (e) Annually assessing the performance of staff members other than the Minister and providing to the Church Council, no later than November 1 of each year, a written evaluation of the job performance of each employee and its recommendations as to the compensation and benefits to be provided by the Church for each employee for the succeeding year; and
 - (f) Serving as the liaison between any Member and the Minister and bringing to the attention of the Minister any matters which should be resolved by mutual agreement of all parties for the benefit of the Church, the Minister and any Member or Members.

ARTICLE XIII

MEETINGS OF MEMBERS

1. Regular Meetings: There shall be two regular meetings of Members in each calendar year:
- (a) The Financial Annual Meeting, which shall be held on the last Sunday of January at a time and place designated by the Church Council. The agenda for the Financial Annual Meeting shall include:
 - (i) Approval of the minutes of the previous Financial Annual Meeting;
 - (ii) A Treasurer's Report (provided by either the immediate past or the current Treasurer, or his or her designee) on the operations of the Church for the previous year and its financial condition as of the end of that year;
 - (iii) A presentation by the Trustees Committee of the proposed budget for the ensuing year, and a vote on question of approval of that budget; and

- (iv) Such other business as may be proposed by the Church Council or any Standing Committee, or by any Member if presented in writing to the Moderator no less than four weeks prior to the meeting,
 - (b) The Program Annual Meeting, which shall be held on the second Sunday of September at a time and place designated by the Church Council. The agenda for the Program Annual Meeting shall include:
 - (i) Approval of the minutes of the previous Program Annual Meeting;
 - (ii) Presentation of written reports by the Moderator, on behalf of the Church Council, and by the chairpersons of the each of the Standing Committees;
 - (iii) The election of Elected Members of the Church Council and of the Board of Deacons, as provided in Article V;
 - (iv) Announcement of the Designated Members of the Church Council to serve for the next Program Year; and
 - (v) Such other business as may be proposed by the Church Council, by any Standing Committee, or by any Member if presented in writing to the Moderator no less than four weeks prior to the meeting.
2. Special Meetings: Special meetings of Members may be held at such times and places for such purposes as may be determined by the Church Council.
3. Meeting Notice: Notice of any meeting of Members held pursuant to these Bylaws specifying the time, place, and purpose of the meeting shall be published in the Church bulletin and read from the pulpit on the two successive Sundays preceding the date of such meeting, and published on the Church website at least two weeks prior to the meeting date. The agenda for the meeting, the minutes of the last prior meeting, and information on nominees for election and on any other matter to be voted on at the meeting of Members shall be made available to the Members at least two weeks in advance of the meeting date.

ARTICLE XIV

AMENDMENTS

These Bylaws may be amended by the affirmative vote of a majority of the Members present at any meeting of Members notice of which is given in accordance with Article XIII, Section 3, and at which a quorum is present.

ARTICLE XV

OTHER MATTERS

1. Meetings to be Open: All meetings of the Church Council, the Board of Deacons and each of the Standing Committees shall be open to Members; provided, however, that the Church Staff Committee may meet in closed session if it determines to do so.

2. Quorums; Voting:

- (a) Meetings of Members: A quorum for any meeting of Members shall be deemed to exist if at least twenty-five percent of the Members on the Active Membership Roll are in attendance at the meeting. The affirmative vote of a majority of a quorum shall be sufficient for any action taken at a meeting.
- (b) Attendance and Voting by Proxy: Except as provided in Article IV, section 1, a Member may appoint another Member as his or her proxy for the purpose of attendance and voting at any meeting of Members by executing and delivering to the Clerk prior to the meeting a written instrument naming the proxy and providing the Member's voting instructions.
- (c) Meetings of the Church Council and Standing Committees: A quorum for any meeting of the Church Council or a Standing Committee shall be deemed to exist if a majority of the members are in attendance in person at the meeting. The affirmative vote of a majority of a quorum shall be sufficient for any action taken at a meeting.

3. Participation in Meetings: Members of the Church Council, the Standing Committees and any subcommittees or task groups may participate in meetings by means of a conference telephone or any similar communications equipment through which each person participating in the meeting can hear and speak with the others. Such participation shall constitute attendance in person at the meeting.

4. Notice of Meetings: No notice shall be required for regularly scheduled meetings of the Church Council or of any Standing Committee, subcommittee or task group. Notice of the time, date and place of special meetings of the Church Council or of any Standing Committee, subcommittee or task group shall be given to the members thereof by telephone or e-mail not less than 48 hours prior to the time of the meeting.

5. Bylaws Review: At not less than five-year intervals the Church Council shall appoint a Bylaws Review Committee for the purpose of assessing the need for amendment of these Bylaws. The Bylaws Review Committee shall report its findings to the Church Council within six months of the time of its appointment.

6. Actions by Written Consent: The Church Council and any Standing Committee may take action by means of the unanimous written consent of its members. Consent may be evidenced by an e-mail or by a document (or multiple facsimiles) signed by all of the members.

7. Program Year: The Program Year shall begin on October 1 of each year and end on the succeeding September 30.

8. Fiscal Year: The fiscal year of the Church shall be the calendar year.

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