AMENDED AND RESTATED BYLAWS OF

NEW BEGINNINGS CHURCH

ARTICLE I: Offices; Fiscal Year, Purpose

1.01 Registered Office. The registered office of the corporation, New Beginnings Church of Middletown, in the Commonwealth of Pennsylvania shall be at 630 S. Union Street, Middletown, PA 17057, Dauphin County, Pennsylvania until otherwise established by a vote of a majority of the Board of Directors, in office, and a statement of such change is filed with the Pennsylvania Department of State; or until changed by an appropriate amendment of the articles of the church.

These Bylaws assume that when there is a change of address of the principal office by action of the Board of Directors, the church will notify the appropriate state agency pursuant to 15 Pa.C.S. § 5507(b).

The existing By-Laws shall not be changed, added to, modified or deleted except by written resolution and the same approved by a majority vote of the members elected to the Ad Council by a roll call vote.

1.02. Fiscal Year. The fiscal year of the church shall be a calendar year beginning on the first day of January.

1.03. Other Offices. The church may also have offices at such other places within or without the United States of America as deemed necessary.

1.04. Purpose. The purpose of the church is to worship God according to the tenets of the Christian Faith as set forth in the Bible.

1. New Mission Statement to be written by Pastor Britt
   1. INVITE, EMPOWER, EMBRACE
   2. Hershey Free Church’s messages (not suggesting we plagiarize)
      1. “*We care about you. We want to give you opportunities to connect with others, to intentionally invest in your relationship with Jesus, and equip you to get involved in serving.”*
      2. *“We are a community of people learning to love and follow Jesus Christ. We are all on the same journey, but none of our paths look exactly the same. We make mistakes. We grow. We encourage one another. We do life together.”*
      3. *“5-Year Vision Throughout the next five years, it is vital for us to focus on young adults. In saying this, we are not moving away from being a multi-generational church. We want to leverage our mullti-generational reality. We want to build bridges with future generations. We live in a time where it is very easy to walk away from church, and it can be even harder to engage…”*
2. New Statement of Faith to be written by Pastor
   1. Also, here is that by-law portion that was never updated after being approved:

ARTICLE TWO- MISSION STATEMENT AND STATEMENT OF FAITH

• Update to By-laws, Faith Statement,

#1.) Addition – Approved by the congregation at the corporate meeting held on **Sunday, 15 November 2015.**

o Updated the Faith Statement of the New Beginnings Church of Middletown, Pennsylvania By-Laws, to read as follows:

♣ “1. We believe that the Bible is the inspired Word of God.  As such, the scriptures contained within the Bible define the beliefs and doctrine that New Beginnings Church of Middletown, PA follows to conduct the ministries, worship services (including weddings and funerals) and outreach programs offered by clergy, employees and congregation volunteers."

ARTICLE II: Membership

2.01. Classes of Members. There shall be one (1) class of member whose voting rights and interests shall be equal. Any person accepted into membership as provided in Section 2.02 (a) shall, with the approval of the Board of Directors, be entitled to exercise the right to vote and to exercise all other rights of member as specified under the Pennsylvania Non-Profit Corporation Law of 1988 or as set forth in these bylaws. Therefore, all persons accepted in membership are voting members.

2.02. Eligibility and Membership Requirements. The following procedure will govern the process of application and acceptance into membership of the church: New Beginnings Church.

(a) Application will be made to the Board of Directors.

(b) Attendance of all prospective members at membership classes is required.

(c) The Board of Directors and/or designees will arrange a meeting with the applicants who will give an interview discussing conversion and personal faith.

(d) The accepted applicant(s) will be publicly received into membership at one of the congregation’s services. Upon induction, new members will be added to the official membership records of the Church.

(e) A member must be eighteen (18) years or older.

(f) It will be the duty and expectation of every member to loyally and faithfully

attend the services of the church.

(g) All pastors, upon assuming a pastorial position on staff, and their spouses, will be considered members of this congregation.

Membership (congregation):

* 1. How to become a member of the church
     1. 1.Membership shall be open to all who……….All prospective members shall meet \_\_\_\_\_ time(s) with \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ or a designee of \_\_\_\_\_\_\_\_\_\_\_\_\_\_. \*P. Britt ideas???
     2. Upon induction, the new member will be added to the official membership records and will remain in the record until said member submits a written request to be removed.
     3. Need to stipulate timeframe and procedure for removal when a member voluntarily vacates membership without providing a written request, has not attended church for “x” period of time and clearly, chooses not to remain a member.
  2. Voluntary revocation of membership
     1. Policy re: Accessibility to church property ????
     2. Policy re: Former members’ participation in events in which they act as/are seen as representatives of New Beginnings Church ???

2.03. Withdrawals: Termination Transfer of Membership.

(a) Any member of this church may withdraw from membership by written communication to a Pastor or member of the Board of Directors for any reason.

(b) A letter of recommendation from the Board of Directors will be given upon request to any member who leaves the church in good standing.

(c) If a member is absent from the annual congregational meeting for three (3) consecutive years, unless excused for good and sufficient reason, the individual may be removed from membership with notification.

2.04. Discipline

* + - * 1. Should any member, by sinful and ungodly life or by heresy, bring dishonor upon or be offensive to the Lord, such membership may be terminated if the Board of Directors so decides. However, he or she will first be dealt with in a loving and Christian Spirit according to Matthew 18:15 18, Titus 3:10-11 and Timothy 5:19-22 so that he or she may be restored to the will of God.

* + - * 1. A member whose membership was terminated because of a sinful life may be readmitted, if the Board of Directors so decides, when evidence is shown that he or she become repentant and is living in fellowship with God.

* + - * 1. Members who absent themselves from the church services and fail to support or participate in the congregation for a period of one (1) year will be contacted by phone or in writing. The Board of Directors, after inquiry, has the right to remove such members from the church membership list.
        2. Whenever possible, disciplinary matter will be dealt with a by a small team of members as approved by the Board of Directors and/or their designees.

ARTICLE III: Meetings of Members

3.01. Place of Meeting. All meetings of the members of the church shall be held at the registered office of the church unless another place is designated by the Board of Directors in the notice of such meeting. Public church services shall be held weekly and as decided by the Board of Directors.

3.02. Communion Services. A communion service shall be held on a regular basic as established by the Board of Directors. Communion services are open to all Christians.

3.03. Annual Meeting. A congregational business meeting will be held each year. The order of business at any annual meeting of the members shall be determined by the Board of Directors prior to the meeting.

1. Members must be eighteen (18) years old or older in order to have voting rights. Members and Board of Directors must attend seventy-five percent (75%) of all services in order to have voting rights within the Church.

1. A quorum, consisting of twenty-five percent (25%) of the active membership, is required to present to conduct an annual meeting. Action on normal resolution or matters set forth requires a majority vote. Action on real estate requires two-thirds (2/3) majority vote of those members present.

1. The confirmation and installation of new Directors shall take place at the annual congregational meeting unless deemed necessary for another meeting.

3.04. Special Meeting. Only the Board of Directors may call special congregational meetings. Any such meeting shall be held at such time and place as shall be designated by in Section 3.05, Notice of Meetings.

3.05. Notice of Meetings. Written notice of the annual meeting of the members, shall be published at least ten (10) days prior to the day named for the meeting. Written notice of any special meeting shall be published at least ten (10) days prior to the day named for the meeting. Every notice of special meeting shall state briefly the purpose or purposes thereof, and no business, other than that specified shall be conducted at the special meeting. Attendance at any meeting, whether annual or special, shall be a waiver or notice thereof.

* 1. Meeting frequency
  2. Meeting notice
     1. To all Council Members
     2. To Congregation
     3. Advertise in bulletin for two consecutive weeks, two weeks prior to the meeting
     4. Agenda shall be posted to the website 10 days prior to the meeting and it shall be advertised in bulletin that it is available to the congregation upon request
  3. Meeting Agenda items
     1. Any congregant may request to have their issue added to the agenda

3.06. Quorum, Manner of Acting, and Adjournment.

1. At any duly organized meeting of the members, including annual and special meetings, the presence of at least twenty-five percent (25%) of the members shall constitute a quorum. The members present can continue to do business until adjournment.

(b) Except as otherwise specified with these bylaws or provided by law, the acts of a majority of members present shall be the acts of the members.

3.07. Organization. At every meeting of the members, the Pastor or designee shall preside, or in the case of a vacancy in office or absence of the Senior Pastor, Vice-Chairman or Church Secretary, in such order, shall preside.

3.08. Voting. Every member attending shall be entitled to one (1) vote. There will be no proxy voting.

* 1. Voting
     1. Quorum required for all votes
        1. Define
     2. Majority vote
        1. Define
     3. No vote will be taken on the same day that an issue is brought before the council; all votes must be prayerfully considered and voted on at the next scheduled meeting
     4. Proposed amendments shall not be voted on during the same meeting at which they are offered. Amendments must be considered and approved by the committee that offered the original proposal to the council. Upon that committee’s majority approval of the amendment(s) the amended proposal shall be resubmitted to the council for approval as amended, it shall be resubmitted to council in original form should the amendment fail, or the committee may submit an alternative, amended proposal to Ad Council for approval .
     5. Each committee shall meet as a committee for the purpose of considering matters on which to present to Ad Council for a vote.
        1. Committees shall present their proposal to Ad Council for a vote.
        2. Ad Council shall
           1. vote on the proposal in its present form
           2. return the proposal to the issuing committee with recommendations for amendments

The committee shall consider the recommended amendments and vote to approve amendments.

Committees shall:

Offer proposal with approved amendments to Ad Council for a vote on the proposal as amended.

Notify ad council of failure of the amendments and offer the original proposal to Ad Council for a vote

Offer Ad Council an alternative amended proposal for a vote

3.09. Recordings. Audio and/or video recording of any church meeting is strictly prohibited

ARTICLE IV: Pastors and Board of Directors- Selection and Qualifications

4.01 Selection of Pastors. All new pastoral positions must be recommended and approved by the Senior Pastor and Board of Directors, except for the position of Senior Pastor, which is provided for in Section 4.01(a)(ii). The Board of Directors provides counsel as provided in Section 6.05(e).

1. The following steps will be followed in choosing a pastor.

(i)The Board of Directors shall define the particular qualities expected in a pastor for a specific position, and shall evaluate the qualifications of candidates for the position. This evaluation shall include such areas as the candidate’s training, experience, reputation, ministerial standing, doctrine, availability and character. All pastors must be men and women who have experienced the saving grace of Jesus and be of established and irreproachable Christian character. All pastors must be men and women who have experienced the saving grace of Jesus and be of established and irreproachable Christian character. They must be able to equip members for ministry in some form and execute the duties of a pastor in every way. Their qualifications are described in Galatians 5:22-23, Timothy 3:1-7, and Titus 1:4-9.

(ii) The Board of Directors shall nominate the Senior Pastor candidate to the congregation at a special meeting of the church. A two-thirds (2/3) majority vote of members present is needed to confirm the nomination. The vote shall be taken by written ballot.

* 1. Selection of Board of Directors.

Do we need a President?

(a) Candidates may be directed to the Senior Pastor. Candidates will be considered as provided for in this section, on the basis of their general qualifications as an elder and their desire and ability to lead, instruct and care for the flock in the fullness of the Holy Spirit. They must be members of the church and be in accord with the church’s Statement of Faith. In addition, candidates may be recommended on the basis of specific qualifications for a particular office as listed in Section 6.05, with the Board of Directors. As in the New Testament, they are to be individuals of exemplary Christian character and practice. Theirs will be a ministry of leadership based on their service to Christ and His Church. Their qualifications are described in Timothy 3:1-7 and Titus 1:4-9. After the Senior Pastor considers candidates and submits recommendations to the Board of Directors, confirmation will be made by the Board of Directors based on majority vote.

(b) This group of candidates that have been approved by the current Board of Directors, along with the elders who are up for their three-year review, will be listed in the bulletin four (4) weeks before the annual meeting to be confirmed at the annual meeting.

(c) Any member that has a specific biblical reason why any of the Board of Directors candidates presented should not be confirmed at the annual meeting should submit the reason(s), in writing to the Senior Pastor, who will determine whether the affected person(s) should be confirmed at annual meeting.

(d) A Director serves at the request of the Senior Pastor with the confirmation of the Board of Directors. Directors serve on this team without term limitations. However, directors willingly submit to three-year evaluations by the Senior Pastor. Sabbaticals, voluntary retirement, or disciplinary actions would be reasons for termination of their service on the Board of Directors. Serving as a director being after the Annual Congregational Meeting confirmation.

ARTICLE V: Duties of Pastors

5.01. Pastors.

1. The duties of the Senior Pastor shall be to devote his time to the work of the ministry, to teach the Bible, pray, preach the Gospel, and to watch over the spiritual welfare of the church and lead its members in practical Christian work. The Senior Pastor serves as Lead Director on the Board of Directors and leads by developing the consensus of the team. The Senior Pastor is an ex-officio member of all committees established by the Board of Directors.

(b) Major positional changes of pastors will be approved by the Officers with the Board of Directors providing counsel. When major responsibilities change, the congregation will be informed of these changes.

(c) A period of four (4) weeks advance notice is required from the Senior Pastor to resign his position. By mutual agreement with the Board of Directors, however, this period of time may be changed. In the event of doctrinal problems or moral issues, the pastor, after having been dealt with in terms of 1 Timothy 5:19-21, and given the right to a hearing by the Board of Directors, may be dismissed from his/her pastoral duties upon a two-thirds (2/3) vote by the Board of Directors.

1. Whenever possible, personnel matters related to pastors, i.e., conflicts, concerns or disciplinary actions will be handled by the Personnel Committee of the Board of Directors.
2. Governing Body – oversight of Pastors’ employment?????
   1. Acknowledgement that “head of the church”
   2. Decision making authority over all matters; not to be overruled
3. Deacons

ARTICLE VI: Board of Directors

6.01 General Powers: Personal Liability.

1. In accordance with the practice recorded in the New Testament, members of the Board of Directors will oversee the welfare of the church. The Board of Directors shall have full power to conduct, manage, and direct the business and affairs of the church; and all such powers of the church, except those specifically reserved or granted to the members by law or by these bylaws, are hereby granted to and vested in the Board of Directors.
2. A director of the church shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his or her office under 15 Pa C S A. Subch. 57B and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability of an elder for the payment of taxes pursuant to local, state or federal law. Nothing in this bylaw shall be construed to impose a greater standard of liability on said director than set forth in the Pennsylvania Nonprofit Corporation Law of 1988. Indemnification shall be as provided for in Article XI.

6.02. Qualification, Number, and Selection.

(a) The Board of Directors shall be selected in accordance with the provisions of Section 4.02. The Board of Directors shall comprise of members and pastors who, in plurality, will oversee and direct the ministries of the church and be responsible for the spiritual and material well-being of the church.

(b) The Board of Directors shall consist of not less than nine (9) members.

6.03. Term of Office. Each Director shall hold office for the respective term specified in, or determined in accordance with, Section 4.02.

6.04. Pastoral Staff. The pastors will be accountable to the Senior Pastor for the fulfillment of their duties, though both pastors and directors will pray and work together to lead the church. A pastor has specific oversight within the department entrusted to him/her. Decisions, whenever possible, will be made by the consensus of directors and pastors in the spirit of humility and mutual submission. Ultimate authority resides with the Board of Directors.

6.05 Specific Powers of the Board of Directors. In addition to the general powers of the Board of Directors in Section 6.01, the Board of Directors, along with the pastors, will be responsible for the spiritual nurture of the congregation. The directors will individually participate in particular ministries within the church and collectively guide the spiritual life of the church. They will be responsible for fostering spiritual growth and the pursuit of holiness by the members of the congregation. The Board of Directors may exercise all such power of the church and do such lawful acts and things, including, but not limited to the following:

(a) Approve candidates for membership and make all additions to or deletions from the membership role;

(b) Oversee the public worship of the church and any activities of any group meeting in the name of the church, on or off the premises of the church;

(c) Assist the pastors in the visiting of the sick and needy within the congregation and the offering of biblical counsel where needed;

(d) Handle all matters of discipline as described in Article II;

(e) Bring counsel to the hiring of all pastoral staff;

(f) Review nominations for the office of director, make recommendations to fill vacancies and present approved members to the congregation for confirmation;

(g) Be responsible for the activities of all committees organized to oversee specific areas of ministries within the church;

(h) Designate the chair of Board of Directors’ standing committees, including the Finance Team and Missions, and oversee the activities of each of them;

(i) Ordain pastors and license ministers within the church as well as those that are sent out ministries from New Beginnings Church.

(j) New ventures must be approved by the Board of Directors. Church plants are established under the guidance and direction of the Board of Directors.

(k) Discern and adjust changes in the overall vision of the church;

(l) Process and confirm doctrinal interpretations affecting the church;

(m) Affirm directors to serve on the Board of Directors;

(n) Confirm amendments to bylaws.

(o) Give oversight to policies, general operational issues, and the hiring/firing of pastors.

(p) Process the financial aspects pertaining to staff personnel.

(q) Give oversight to the budget.

6.06. Resignations. Any director may resign at any time by giving written notice to the Senior Pastor, who is the Chair of the Board. Such resignation shall take effect upon the date of the receipt of such notice or at any later time specified therein approved by the Senior Pastor. The acceptance of such resignation shall not be necessary to make it effective.

6.07. Vacancies.

(a) The Board of Directors may declare vacant the office of an director if such a director is declared of unsound mind by an order of court, or convicted of felony, or if the director shall have been absent from two (2) consecutive and regularly called meetings of the board, unless excused for good and sufficient reason by the Chairman of the Board of Directors, or if within sixty (60) days after notice of his selection, the director does not accept such office either in writing or by attending a meeting of the Board of Directors or for any other proper cause.

(b) Any vacancy or vacancies in the Board of Directors because of death or resignation, an increase in the number of director positions, or any other cause, may be filled by a majority vote of the remaining members of the Board of Directors though less than a quorum, at any regular or special meeting; and each person so elected shall be a director to serve for the balance of the unexpired director’s term.

* 1. Vacancies – for all positions
     1. Must be advertised to congregation on 4 consecutive Sundays
        1. By announcement
        2. In the bulletin
        3. On the website
     2. Announcement shall contain a detailed description of the committee duties
     3. Shall be announced beginning 10 days following a final vacancy posting
     4. A vacancy shall be filled
        1. By a majority vote of approval by the council
        2. Or in urgent situations by the verbal agreement of the full council (no voting meeting required)
        3. No vacancy shall be filled by the sole decision of the Chair

6.08. Organization Meeting. Immediately after each annual confirmation of directors, the Board of Directors shall meet for the purpose of organization, election of officers as given in Section 7.01, and the transaction of other business, at the place where the annual election of directors was held. Notice of such meeting need not be given. Such organizational meeting may be held at any other time or place which shall be specified in a notice given as provided in Section 6.10 of this Article for special meetings of the Board of Directors.

6.09. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly or as deemed necessary by the Chairman of the Board of Directors. At such meetings, the directors shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given.

* 1. Order of Business
     1. Welcome – Chair
     2. Prayer
     3. Approval of prior months minutes
     4. Committee Reports
     5. Pastor’s Report
     6. Old Business
     7. New Business
     8. Closing Prayer
     9. Adjournment

6.10. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chairman of the Board of Directors or by majority of directors. Notice shall state the time, purpose and place of the meeting. No business shall be transacted in a special meeting other than what is stated in advance notice as the purpose of the meeting.

6.11. Quorum, Manner of Acting, and Adjournment. The presence of a majority of the Board of Directors shall constitute a quorum. Except as otherwise specified in these bylaws or provided by law, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. In the absence of a quorum, a majority of the Board of Directors present and voting, may adjourn the meeting from time to time until a quorum is present.

6.12. Fees. A director shall not be paid compensation for services as such but may be reimbursed for reasonable expenses under policies fixed by the Board of Directors.

ARTICLE VII: Officers

7.01. Number, Qualifications, Designation. Officers of the Board of Directors shall be designated annually within the Board of Directors and will serve in the following capacities:

(a) The Senior Pastor will act as Chairman of the Board of Directors and will be an ex officio member of all committees.

(b) The Vice-Chairman will act as Chairman of the Board of Directors in the absence of the chairman.

(c) The Church Secretary, or his/her designee, will be responsible for recording the minutes of all the Board of Directors and congregational meetings.

(d) The Church Treasurer will be responsible for assuring an accurate record is kept of all funds received and disbursed as authorized by the congregation and Board of Directors. Disbursements must be signed by the Treasurer or other person authorized by the Board of Directors.

(e) Officers will serve in terms of one (1) year.

(f) Each officer may only serve a maximum of three (3) terms in a position.

ARTICLE VIII: Finance Team

8.01. Finance Team. The Finance Team will be recommended on the basis of their spiritual qualifications for leadership as stated in Acts 6:3, 1 Timothy 3, and Titus. They must be members of the church and be in accord with the church’s Statement of Faith. They may also be recommended on the basis of specific qualifications for a particular area of service. The Finance Team shall consist of a minimum of one (1) director and six (6), but no more than twelve (12) Finance Team members with the Chairperson of the Finance Team to be the Senior Pastor the Vice Chairman and the Church Treasurer.

8.02. Duties of the Finance Team. The duties of the Finance Team shall include, but not be limited to, the following:

(a) Be responsible, under the authority of the Board of Directors, for financial advisory oversight of the church;

(b) Meet monthly to review monthly financial statements) and the financial status of the church;

(c) Assist the pastors in financial and other kinds of counseling as needed;

(d) Keep all properties (including land, buildings, equipment, vehicles, etc.) in good repair, with the Board of Directors’ approval.

ARTICLE IX: Internal Organizations

9.01. Committees. This church, through the Board of Directors, shall provide for committees and auxiliary organizations as the needs of the work may require. All such organizations shall be subordinate to the church and shall be an integral part of and extension of the church, contributing to the harmony and development of the whole. The organizations shall be under the general supervision of the Board of Directors.

9.02. Approval. Any ministry, group, or individual operating under the name of New Beginnings Church shall have the prior approval of the Board of Directors.

ARTICLE X: Miscellaneous

10.01. Annual Report to the Members. The Board of Directors shall present annually to the members a report, verified by the chairman of the Finance Team and the Treasurer, and by a majority of the Board of Directors, showing in appropriate detail the following:

(a) The assets and liabilities, including the trust funds, of the church as of the end of the fiscal year immediately preceding the date of the report;

(b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report;

(c) The revenue or receipts of the church, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the church;

(d) The expenses or disbursements of the church, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the church.

(e) The members of the church of as of the date of the report, compared to the number of members of the previous year.

(f) The annual report of the Board of Directors shall be filed with the minutes of the of the annual meetings of members which includes:

(i) The Senior Pastor shall submit the Mission/Vision of the Church.

(ii) The Mission’s Department shall submit the Mission’s reports.

10.02. Property of the Church Corporation. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any individual elder, member or officer of this corporation, or to any private person, except that reasonable compensation may be paid for services actually rendered to the corporation in furtherance of its primary purpose.

10.03. Dissolution of the Corporation. Upon dissolution or winding up the affairs of the corporation, all remaining assets shall be distributed to one or more active churches or other religious organizations which qualify for exemption from income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Internal Revenue Law.

1. Safe Sanctuaries Guidelines

ARTICLE XI: Indemnification

11.01. The church may, by resolution adopted by a majority vote or a quorum of disinterested directors then in office, or, if such a quorum is not obtainable, by written opinion of independent legal counsel, indemnify any persons who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (including action by or in right of the church to procure a judgment in its favor), whether civil, criminal, or administrative or investigative, by reason of the fact that he or she is or was a representative of the church or is or was serving at the request of the church as a representative of another church, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with the action or proceeding, unless such person's actions or omissions in connection with the matter giving rise to the claim for indemnification have been determined by a court to have constituted willful misconduct or recklessness The church may also advance payments for such expenses to such persons prior to final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay said amount if such person shall ultimately be determined not to be entitled to indemnification. The church shall make such indemnification if such person has been successful on the merits or otherwise in defense of said action, suit or proceeding. The church may maintain a reserve, or may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under the Pennsylvania Non-Profit Corporation Law of 1988, as amended (15 Pa.C.S.A.§ 5741 et.seq.).

ARTICLE XII: Amendment

12.01. Amendment of Bylaws. Upon recommendation and approval of the Board of Directors of New Beginning’s Church these bylaws may be amended or repealed, or new bylaws may be adopted, either:

(a) By the majority vote of the members entitled to vote at any duly organized annual or special meeting; or

(b) With respect to those matters which are not by law reserved exclusively for to the members, by the affirmative vote of at least two-thirds (2/3) of the Board of Directors present and voting at any duly organized regular or special meeting of the Board of Directors.

Such proposed amendment, repeal or new bylaws, or a summary thereof, shall be set forth in any notice of such meeting, whether annual, regular, or special.

CERTIFICATION

I hereby certify that the foregoing constitutes a true and correct copy of the Bylaws of New Beginnings church of Middletown, said bylaws having been revised and approved by the Board of Directors on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2022.

Erica Godsey, Church Secretary

1. Administrative Council
   1. Pastor, recognized as head of the church, holds a vote at meetings
   2. Term of Office
   3. President of Corporation/serves as Chairperson of Ad Council ?
      1. Duties
         1. Shall include Pastor in all activities of the committee and shall consult with Pastor on all matters
      2. Appointment of interim president of corporate meeting or chairperson of council meetings
   4. V.P.
      1. Duties
   5. Chairpersons of Committees
      1. Powers & Duties
      2. Chairpersons act only upon the decisions of the committee as a whole
   6. Committee
      1. Define applicable duties/areas of focus
      2. Matters, issues, ideas and questions shall be handled by the applicable committees as outlined in the committee job description book
      3. Committee members shall advise respective Committee Chair of all communications received from congregants such as, but not limited to: matters, issues, ideas, questions, concerns, needs.
         1. The Chair shall notify all committee members in their entirety via email (or in some cases verbally at the discretion of the chair) and the committee as a whole shall agree upon a course of action
      4. Procedure for bringing a matter before the committee
         1. Matters brought to appropriate committee’s attention
         2. Committees present to Ad Council
   7. SPRC – Staff Parish Relations
      1. Define
      2. STRICT CONFIDENTIALITY
      3. Area of purview
      4. Powers
      5. Procedure for handling issues brought before the committee
         1. Fair Hearing
            1. Notify complainant and defendant
            2. Allow \_\_\_\_\_\_\_\_\_\_\_\_\_ days for responses to be submitted (written or by each party meeting independently - - with full committee )
            3. If complainant’s concerns are found to be legitimate by a majority of the SPRC members, conduct a meeting among SPRC, complainant and defendant.
            4. Resolutions/Remedial Actions - ????????? ideas???
      6. List of members & contact information shall be kept up to date
      7. Concerns shall be required to be brought directly by the complainant to an SPRC member; persons not presiding as a member of SPRC are prohibited from involvement in such matters and shall refer complainant to an appropriate SPRC member
         1. Members shall refer all issues to the SPRC Chair
         2. Chair shall advise the full committee within 10 days
         3. The full committee will prayerfully
            1. consider the matter

Determine legitimacy

Dismiss

Call for hearing

* 1. **Any question** may, by a majority vote of the members elected or informal consent of the majority, be made a special order of business. Any member of the congregation may offer questions. When the time arrives for its consideration, the Chair shall lay the special order of business before the Council.
  2. Record Keeping
  3. At-Large Members
     1. Define
     2. Requirements & duties
     3. Voted into office by Ad Council
        1. Voting rights at Ad Council Meetings?
     4. Required to attend \_\_\_\_\_\_\_\_\_\_\_ number of meetings a year to maintain seat
  4. Expectations of council members/church leaders
     1. 1 Timothy 3:1-3 (NLT) ???
  5. Revocation of council seat
     1. Infractions
     2. Fair hearing
        1. Policy & procedures \*\*\*\*see SPRC