

RESTATEMENT OF THE BYLAWS
OF
THE FIRST BAPTIST CHURCH OF BENNINGTON,
VERMONT, INCORPORATED

Approved by congregational vote on February 26, 2012

ARTICLE I: NAME

The name shall be FIRST BAPTIST CHURCH OF BENNINGTON, VERMONT, INCORPORATED.

ARTICLE II: PURPOSE

This church has been organized to carry on services of religious worship; to preach and teach the Gospel of Jesus Christ; to erect, own and preserve suitable buildings for Christian work; and to promote other projects as may be deemed necessary in connection therewith. The congregation will be affiliated with and actively support the American Baptist Churches, USA, and its regional affiliate organization known as the American Baptist Churches of Vermont and New Hampshire.

ARTICLE III: OFFICE

The registered office of the corporation shall be located at 601 Main Street, Town of Bennington, State of Vermont. 11B V.S.A. § 5.02.

ARTICLE IV: MEMBERSHIP

Section I: Titles and Qualifications.

Any person who wishes to follow the teachings of the Gospel of Jesus Christ may become a member by vote of the church members upon recommendation of the Board of Church Life following a confession of faith in Christ and after Baptism, or receipt of a letter from some other Christian church of like faith and order, or upon a personal statement of Christian experience. A vote to accept new members may be taken at any worship service at which a quorum of active members is in attendance.

Section 2: Transfer of membership.

Any member who desires to unite with some other church shall be granted a letter of transfer by vote of the Board of Church Life. Any person having been granted a letter shall cease to be a member of this church upon notification of having been received as a member by the other church.

Section 3: Dismissal of membership.

Any member submitting a written request to the Board of Church Life to be dismissed from membership shall be granted a letter of dismissal by the church on the recommendation of the Board of Church Life.

Section 4: Membership Standing.

A member shall be considered in active standing and eligible for election or appointment to church governance boards and officer positions by demonstrating active participation in the life of the congregation, through worship attendance, participation in church activities and programs, volunteerism in missional projects. A member giving a financial pledge to the congregation is encouraged but not mandatory. A member shall retain membership in active standing if age or infirmity precludes active participation or ability to attend church worship, activities or other meetings of the church.

A member who elects not to participate in worship, activities or meetings of the church on a regular basis for more than two years shall be considered an inactive member. A member determined by the Cabinet to be in such status shall not have voting rights or the ability to serve in elected or appointed office. A member can request reinstatement into active standing upon rejoining congregational worship, activities, or meetings and doing so for a period of at least six months.

The board of Church Life shall prepare with the Pastor a list of members in active standing for Cabinet review and approval. Determination of membership standing shall be recommended by the board of Church Life with final review and approval given by the Cabinet.

Section 5: Weekly Devotional Meeting and Annual Meeting.

The church shall meet each Sunday to worship God and to hear the preaching of the Gospel. The church shall observe the Ordinance of the Lord's Supper on the first Sunday of the month or at such other times as the Pastor and the Board of Church Life may decide. Other meetings may be held at the request of any organization of the church.

The annual meeting shall be held on the fourth Sunday in January, unless another date is fixed by the Cabinet.

Section 6: Special Meetings.

Special Meetings to review and vote on Church Business may be called at any time by the Pastor, the Moderator, the Chairperson of the Board of Trustees, or the Cabinet in connection with the election of the Pulpit Committee, or the Clerk upon written request of ten members in good standing.

Section 7: Place of Meeting.

The Cabinet may designate any place within the State of Vermont as the place of meeting for any annual meeting or for any special meeting. A waiver of notice signed by all members may designate any place, either within or without the State of Vermont, as the place for the holding of such meeting. If no designation is made, or if a special meeting is otherwise called, the place of the meeting shall be the registered office of the corporation in the Town of Bennington, State of Vermont. 11B V.S.A. § 7.02(d).

Section 8: Notice of Meeting.

Notice of any business meeting and its purpose shall be published in the church notices at least two consecutive weeks in advance of such meeting and shall be read from the pulpit at least two consecutive Sundays in advance of such meeting. Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be posted on the church website at least two days in advance of said meeting. 11B V.S.A. § 7.05.

Section 9: Quorum.

A quorum for the transaction of business shall consist of fifteen active members present at any duly called meeting. If less than one-tenth of the membership in active standing is represented at a meeting, a majority of the active members so present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally notified. 11B V.S.A. § 7.22.

Section 10: Proxies.

At all meetings of members, a member may not vote by proxy.

Section 11: Voting.

All members in good standing are qualified voters. Any action that is proper for a special meeting may be conducted by written ballot in lieu of a meeting so long as a written ballot is delivered to every member entitled to vote on the matter . 11B V.S.A. § 7.08.

Section 12: Resolutions.

All resolutions offered for the consideration of the members shall be presented in writing prior to discussion before the membership.

Section 13: Rules.

Meetings of members shall be governed by Robert's Rules of Order, Newly Revised (1990). 11B V.S.A. § 2.06(b).

ARTICLE V: BOARDS

Section 1: Powers.

The business and affairs of the Church shall be managed by the board of directors, (also known as the Cabinet). 11B V.S.A. § 8.01. The Cabinet shall consist of the church officers and chairpersons of the Trustees and Church Life boards. The Cabinet may appoint committees for any purpose, including a Board of Trustees and a Board of Church Life and an executive committee that may exercise any of the authority of the board. 11B V.S.A. § 8.25.

Section 2. Number, Tenure, and Qualifications.

Cabinet members shall be elected at the annual meeting of members, and the term of office of each director shall be as specified by the terms of constituent members. Cabinet members meet the criteria for active standing of the Corporation at the time of their election. 11B V.S.A. § 8.02& 8.04.

The members of the board of Trustees and the board of Church Life shall consist of a chairperson and a maximum of five additional persons, all of whom must be members in good standing. The board members shall be elected at an annual meeting of members and the term of office for board members shall be set to be three years. Each board will be divided into three groups so that one-third of its membership shall be elected each year. A board member can serve two three year terms. No member of a board who has served two full terms shall be eligible for re-election to that board for a period of one year following the expiration of his/her term. Board

members shall assume office immediately following the annual meeting. Each board shall elect a secretary, and shall meet regularly at a stated time.

Section 3. Regular Meetings.

A regular meeting of Cabinet shall be held without notice other than this bylaw immediately after and at the same place as the annual meeting of members. The Cabinet may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution. 11B V.S.A. § 8.20.

Section 4. Special Meetings.

Special meetings of the Cabinet may be called by or at the request of the president or any two Cabinet members, and shall be held at the principal office of the corporation or at such other place as the Cabinet may determine. 11B V.S.A. § 8.20.

Section 5. Notice.

Notice of any special meeting shall be given at least forty-eight (48) hours before the time fixed for the meeting, by written notice delivered personally or mailed to each Cabinet member at his or her business address, or by fax. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, not less than three days prior to the commencement of the above-stated notice period. Any director may waive notice of any meeting. The attendance of a Cabinet member at a meeting shall constitute a waiver of notice of such meeting, except where a Cabinet member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Cabinet need be specified in the notice or waiver of notice of such meeting. 11B V.S.A. § 8.22& 8.23.

Section 6. Quorum.

A majority of the cabinet members shall constitute a quorum for the transaction of business. The act of a majority of the cabinet members present at a meeting at which a quorum is present shall be the act of the directors. Any action consented to in writing by each and every cabinet member shall be as valid as if adopted by the Cabinet at a duly warned and held meeting of the Cabinet, provided such written consent is inserted in the minute book. 11B V.S.A. § 8.24.

Section 7. Voting.

Any action that is proper for a special meeting may be conducted by written ballot in lieu of a meeting. 11B V.S.A. § 8.21.

Section 8. Removal of absent directors.

Members of the Cabinet or the members of boards missing three consecutive regular meetings are deemed removed absent the decision of the Cabinet to the contrary. 11B V.S.A. § 8.08.

Section 9. Vacancies.

Any vacancy occurring in the Cabinet or boards may be filled by the affirmative vote of a majority of the remaining Cabinet members though less than a quorum of the Cabinet. A person elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. 11B V.S.A. § 8.11.

Section 10. Fees.

The Cabinet may waive any fee expectations of church members in active standing.

Section 11. Rules.

Meetings of the Cabinet shall be governed by Robert's Rules of Order, Newly Revised (1990). 11B V.S.A. § 2.06(b).

Section 12. Duties.

a. The Cabinet

The Cabinet shall

- (1) Make clear all questions of policy brought to it;
- (2) Refer specific issues to the group responsible for such matters;
- (3) Make recommendations to the church members concerning questions which require church action;
- (4) Act on any resignations of officers, board members or committee members which may occur between annual meetings;
- (5) Fill vacancies on the basis of nominations from the Nominating Committee;
- (6) Seek to coordinate the work of all departments;
- (7) When required, appoint a pulpit committee and charge it using best practices for clergy search and call processes and any prevailing laws;

- (8) Prepare and present to the church an annual budget for all church expenses; and
- (9) Present a slate for the Nominating Committee at the annual meeting

b. The Board of Trustees

The Board of Trustees shall

- 1) Hold in trust all church property, taking all measures necessary for its protection, upkeep and management;
- 2) Designate the bank where the funds of the church shall be deposited and ensure the proper oversight and management of congregational endowed funds;
- 3) Approve the bills before they are paid by the treasurer by vote to approve all normal bills as set by the approved annual budget and by vote on any bills not anticipated in the approved annual budget;
- 4) Make provision for securing the funds required to meet the budget adopted by the church;
- 5) Oversee the personnel management needs of the church;
- 6) Be responsible for bonding of the treasurer;
- 7) Perform all other duties that are imposed on it by the church and by Vermont and federal law;
- 8) Can appoint or create ad hoc taskforces and taskforce members and by vote authorize with specific responsibilities.

c. The Board of Church Life

- 1) Be responsible for the oversight of programs and oversight of volunteer management needs related to the core activities of Christian discipleship, including worship and education needs and the encouragement of missional projects and outreach initiatives;
- 2) Be responsible for monthly communion preparation,
- 3) Oversee with the Pastor the administration of the Deacons' Fund to ensure confidential assistance is available for active congregants who are in times of crisis and need, or occasional community needs not already served by our existing benevolence budget or missional projects,
- 4) Meet with persons interested in becoming members and make appropriate recommendations on congregational membership regarding the receiving of members to the Moderator for congregational consideration;
- 5) Ensure, with the Pastor and Clerk, accurate records of church membership, including new membership, letters of transfer and dismissal, and all inquiries regarding questions of a member being in good standing. The Church Life board shall make a recommendation of a member's current standing for the Cabinet's review and decision.
- 6) Ensure, with the pastor, appropriate worship leadership and congregational care in the absence of a pastor,

- 7) Can appoint or create ad hoc taskforces and taskforce members and by vote authorize a taskforce with specific responsibilities.

ARTICLE VI: OFFICERS

Section 1. Number

The officers of the Corporation shall be a president, secretary, financial secretary, and a treasurer, each of whom shall be elected by the annual meeting of the church. By State of Vermont law, any two or more officers may be held by the same person, except the offices of president and secretary (11B V.S.A. § 8.40.). Following generally accepted accounting practices (hereafter G.A.A.P.) the offices of financial secretary and treasurer may not be held by the same person.

Section 2. Election and Term of Office:

The church officers shall be elected annually at the annual meeting of the members. Each officer shall hold office until his or her successor has been duly elected and qualified or until his or her death, resignation, or removal in the manner hereinafter provided. 11B V.S.A. § 2.06(b). An officer may serve consecutive one-year terms.

Section 3. Removal

Any officer or agent elected or appointed by the Cabinet may be removed by the Cabinet whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

The active church members shall have the power, for good and sufficient cause, to remove an officer, board member or committee member from the position which she/he holds at a duly warned Annual or Special Meeting. A two-thirds vote of those present, providing there is a quorum, shall be required for such removal.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Cabinet for the unexpired portion of the term.

Section 5. Powers and Duties:

The powers and duties of the several officers shall be as provided from time to time by resolution or other directive of the Cabinet. In the absence of such provisions, the respective officers shall

have the powers and shall discharge the duties associated with such offices. The secretary shall prepare minutes of all meetings of the members and the board, and shall authenticate the records of the corporation upon request. 11B V.S.A. § 8.40.

A. The powers and duties of the Church Officers shall be as follows:

1. Moderator

The president of the Church corporation serves as Moderator. The moderator shall preside at all business meetings of the Church. In the absence of the Moderator at a meeting at which he/she should preside then the Clerk shall call the meeting to order and a Moderator pro-tem shall be elected from the floor. He/she shall serve as Chairperson of the Cabinet.

2. Church Clerk shall

The Church Clerk serves as the secretary of the Church corporation. The Clerk shall oversee accurate minutes of the business proceedings of the Church. With the assistance of the Pastor and administrative support staff, keep a complete roll of the members of the church and issue letters of transfer as authorized by the Church. The Clerk shall oversee the preparation of denominational and other reports that may be requested. The Clerk shall perform all other duties prescribed by custom and/or Vermont law and federal law.

3. Treasurer

The Treasurer shall meet annually, or more often if so requested, with an accounting consultant to review the financial controls and practices of First Baptist, ensuring implementation with generally accepted accounting practices (G.A.A.P.) and compliance with governing state or federal laws, and sharing said report and recommendations with the Trustees for approval and implementation of recommendation. The Treasurer shall oversee the preparation of payments by check of all bills and benevolence approved by the Trustees, as prepared by administrative support staff and as designated by the approved annual budget or by the consent and approval of the Trustees. The Treasurer shall serve as the primary signatory for all church financial accounts, excepting the Deacons' Fund, and complete all financial account management needs as designated by the Trustees. The Treasurer shall present to the church at its annual meeting, or more often if so requested, a full financial report including receipts and disbursements, securities and trust holdings and the financial condition of the church. The Treasurer shall serve as an ex officio member of the Trustees.

4. Financial Secretary

The Financial Secretary keep a confidential account for each person showing pledges and contributions made to each fund, including Deacon's Fellowship Fund. The Financial

Secretary shall provide offering envelopes and render statements to each member; including the Deacon's Fellowship Fund. The financial secretary shall receive from the tellers a record of all church income. The Financial Secretary shall serve as an ex officio member of the Trustees.

Section 6. Salaries

For church officers, there shall be no right to a salary and a salary may not be paid unless the Cabinet so orders.

ARTICLE VII: CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. *Contracts*: The Cabinet may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific business.

Section 2. *Loans*: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Cabinet. Such authority may be general or confined to specific instances.

Section 3. *Checks, Drafts, or Orders*: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as from time to time shall be determined by resolution of the Cabinet.

Section 4. *Deposits*: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Cabinet shall select.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the Corporation shall be January 1 to December 31.

ARTICLE IX. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation under the provisions of law or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X. AMENDMENTS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Church at any regular or special meeting of the Church active members as recommended by the Cabinet called for that purpose and after being duly warned at not less than two consecutive Sundays in advance of such meeting.

ARTICLE XI. BOOKS & RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Cabinet and committees having and exercising any of the authority of the Cabinet, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XII. DISSOLUTION OR SALE OF ASSETS

A two-thirds vote of the membership shall be required to sell or mortgage assets of the corporation not in the regular course of business or to dissolve the corporation. 11B V.S.A. § 12.02& 14.02. Upon dissolution of the corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the corporation shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the organization.