

BYLAWS

Chapter 8 MEMBERSHIP

This congregation has the following expectations of its members.

C8.04.01 - Communion:

It shall be the duty of all members who have been properly prepared for receiving the Sacrament of Holy Communion to partake regularly of the Lord's Supper.

C8.04.02 - Baptism:

Parents shall present their children for Holy Baptism in early infancy and shall diligently nurture them in the Christian faith in the home and in the schools provided by the congregation.

C8.04.03 - Financial Support:

Acknowledging that all they are and all they have come as good gifts from God, members shall, as one expression of their gratitude and obedience, contribute to the financial support of the congregation and for the general work of missions, mercy and education carried on by the Evangelical Lutheran Church in America.

C8.05.01 - Transfer of Membership:

At the request of a confirmed member, a certificate of standing or of transfer of membership to another Lutheran or other evangelical congregation shall be issued to him.

C8.05.02 - Definition of Inactivity:

Responsibilities of the congregation for fostering faithful membership shall include continuing concern and conscientious pastoral care for members, in an effort to encourage fulfillment of their duties and responsibilities, when they do not partake of Holy Communion, support the church with their offerings, or appear to desire to participate in the life and worship of the congregation. The definition of an inactive adult member will be the same as a non-voting member. Voting members are confirmed members. Such confirmed members shall have communed

and made a contribution of record during the current or preceding year. An inactive member may be removed from the roll of members by the Congregation Council. This procedure will take place after such members have been counseled about the matter, if possible. Such persons who have been removed from the roll of members shall remain persons for whom the church has a continuing pastoral concern.

Chapter 10
CONGREGATION MEETINGS

C10.01.01 - Time and Purpose:

There shall be two regular Congregation Meetings each year as follows:

- (a) On such date in May or June as the Congregation Council shall establish to adopt a budget for the fiscal year, to consider any necessary modifications to the annual budget, to elect at-large members of the Congregation Council and lay chairs of Ministry Division Committees, to elect members of the Endowment Committee and the Nominating Committee, to approve laypersons to serve as voting members of the Synod Assembly and to transact such other business as may properly come before the Meeting.
- (b) On such date in September or October as the Congregation Council shall establish to receive reports, and to transact such other business as may properly come before the Meeting. Written annual reports from the pastor(s), treasurer, secretary, Congregation Council, ministry divisions, and each congregational organization shall be distributed to the Congregation at least one week prior to this Congregation Meeting and shall summarize activities during the previous fiscal year, including each organization's membership, work and finances. This Meeting shall be the Annual Congregation Meeting.

C10.01.02 - Minutes:

The Congregational Secretary shall cause to be prepared Minutes of each Congregational Meeting, which shall be submitted to the Congregation Council for correction and approval and made available to the congregation.

Chapter 11
OFFICERS

C11.01.01 - President:

The President:

- (a) shall be a lay person;
- (b) shall be Chair of all meetings of the Congregation, Congregation Council and Executive Committee;
- (c) shall be authorized and empowered, in the name of this Congregation, to sign deeds and other instruments requiring his/her signature; and
- (d) shall perform such other duties as may be required of him/her from time to time by the Congregation or the Congregation Council.

C11.01.02 - Vice President:

The Vice President:

- (a) shall be a lay person;
- (b) shall perform such duties as may be required of him/her by the President, the Congregation Council or the Congregation from time to time;
- (c) shall oversee the long-range planning process, implementation and evaluation, working closely with ministry division chairs;
- (d) shall oversee the bi-annual review of the policies of this Congregation; and
- (e) in the event of the death, disability or absence of the President, shall perform the duties of the office of the President.

C11.01.03. - Past President and three-year presidency cycle:

- (a) Under normal circumstances, the nominee for Vice President makes a three-year commitment to serve consecutive one-year terms as Vice President, President, and Past President.

- (b) The Past President serves as a voting, At-Large member of Council and as an ex officio member of the Executive Committee.

C11.01.04 - Secretary:

The Secretary:

- (a) shall keep or cause to be kept accurate minutes of all meetings of the Congregation, the Congregation Council and the Executive Committee in a volume provided by the Congregation, which shall be preserved permanently in the Congregation's archives;
- (b) shall cause notice of all Congregation Meetings to be given to voting members of the Congregation as required by the Constitution;
- (c) is authorized and empowered, in the name of this Congregation, to attest all instruments calling for or requiring attestation and which are signed by the President or Vice President and to affix to any such instrument the Seal of this Congregation; and
- (d) shall perform such other duties and responsibilities as may be required of him/her from time to time by the Congregation Council or Congregation.

C11.01.05 - Treasurer:

The Treasurer:

- (a) shall keep or cause to be kept the books of account of this Congregation;
- (b) shall provide and be accountable for management of the monies and accounts of this Congregation, investment of Congregational funds upon proper authorization, receipt and acknowledgment of offerings, contributions and bequests made to this Congregation and payment of regular appropriations and orders on the several accounts of the Congregation as authorized and the monthly remittance of benevolence receipts to the Treasurer of the North Carolina Synod;
- (c) shall make or cause to be made accurate written reports of all of his/her transactions on behalf of

the Congregation to the Congregation Council monthly, to the Congregation at the fall Congregation Meeting and at such other times as may be requested by the president, the Audit Committee or the Congregation Council;

- (d) shall perform such other duties and responsibilities as may be required of him/her from time to time by the Congregation Council or Congregation; and
- (e) shall give corporate surety in an amount determined by the Congregation Council, the premium for which shall be paid by the Congregation. Such bond shall be kept in the custody of the Secretary. Fidelity coverage provided by the Evangelical Lutheran Church in America shall be deemed a fulfillment of this requirement.

C11.01.06 - Communications Coordinator:

The Communications Coordinator:

- (a) is a voting member of Council and may serve ex officio on the Executive Committee at the discretion of the voting members of the Executive Committee;
- (b) shall coordinate with the Council Secretary to assure consistency with minutes and other information provided by Council;
- (c) in conjunction with Division and Administration Chairs sitting on Council, shall ensure that Council actions and upcoming agenda items are communicated in an appropriate, timely, and accurate manner to the congregation and to any ministry divisions, committees, and task groups which are affected;
- (d) shall serve as a designated liaison for the congregation to inquire about Council actions and agenda and to provide feedback and requests to Council.

C11.01.06 - Death, Resignation or Disability of an Officer:

1. Should the President die, resign or be unable to serve, and there be no Vice President or the Vice President be unable to perform the duties of the office of the President, the Congregation Council

shall appoint a President until the next Congregation Meeting or, in case of temporary disability, until the President is able to serve again.

2. Should the Vice President, Secretary or Treasurer die, resign or be unable to serve, the Congregation Council shall fill the vacancy until the next Congregation Meeting or, in the case of temporary disability, until the officer is able to serve again.

C11.02.01 - Nominations and Elections:

At the annual congregational meeting, the congregation will elect the President, Vice President, Secretary, Treasurer, and Communications Coordinator.

C11.02.02 - Term of Officers:

The officers of this congregation shall serve for a term beginning July 1 and ending June 30 or until their successors are elected.

C11.02.03 - Majority Vote:

A majority of the votes cast shall be necessary for election.

C11.02.04 - Absentee Ballots:

Absentee ballots may be cast in accordance with rules and procedures adopted by the Congregation Council. Rules and procedures once adopted by the Congregation Council shall be applicable until they are rescinded or replaced by revised rules and procedures.

C11.02.05 - Vacancies:

Vacancies occurring on the Congregation Council between Congregation Meetings shall be filled by the Congregation Council.

Chapter 12
CONGREGATION COUNCIL

C12.01.01 - Voting Membership:

- (a) The voting membership of the Congregation Council shall consist of the Senior Pastor, Assistant Pastors as determined by Council or Congregational action, the chairs of the Ministry Division Committees, and the six (6) at-large members and officers of the Congregation elected as provided in the Constitution and Bylaws.
- (b) Other pastors and divisional program staff are encouraged to serve ex officio.

C12.02.01 - Term of Congregation Council Members:

- (a) At-large members from the Congregation shall serve for a three-year term beginning July 1 and ending June 30 or until their successors are elected. Elections shall be staggered so that a new Vice President and either the Secretary, Treasurer, or Communications Coordinator are elected each calendar year. At-large members may serve only one three-year term but may stand for election again after a one-year hiatus.
- (b) Ministry Division Chairs shall serve for a two-year term beginning July 1 and ending June 30 or until their successors are elected. Elections shall be staggered so that two or three Ministry Division Chairs are elected each calendar year. Ministry Division Chairs may serve only one term but may stand for election again after a one-year hiatus.

C12.05.01 - Powers and Authorities:

The Congregation Council shall have the power and authority:

- (a) to provide for additional committees, subcommittees and task groups of the congregation and Congregation Council and to approve the plans and ministries of such groups (C13.02, C13.06);
- (b) to allocate funds budgeted for one purpose that have not been used, to meet other needs within the budget

(C12.05(c));

- (c) to sell, assign, convey, exchange, lease and otherwise deal in and dispose of personal property of the Congregation (C12.05(a) & (e));
- (d) to make employment decisions related to associates in ministry and other staff on recommendation by the Senior Pastor and to delegate to the Senior Pastor power and authority to make employment decisions related to associates in ministry and other staff (C12.08).

C12.12.01 - Robert's Rules of Order:

Robert's Rules of Order, latest edition, shall govern parliamentary procedure of all meetings of the Congregation Council.

CHAPTER 13
Organizational Structure

C13.01.01 - The Executive Committee:

The Executive Committee of the Congregation Council shall:

- (a) consist of the President, Vice President, Secretary and Treasurer of the Congregation and the senior pastor as voting members, and the Communications Coordinator and Past President serving ex officio at the discretion of the voting officers;
- (b) consider and, in the case of emergencies, act upon, issues which arise between meetings of the Congregation Council;
- (c) see that the annual review of the Senior Pastor is conducted no later than the anniversary of the effective date of his/her call as Senior Pastor of this congregation;
- (d) provide advice and counsel to the President, and other officers of the Congregation, and the Pastors;
- (e) appoint certain committee chairs and fill vacancies as specified elsewhere in the bylaws; and
- (f) perform such other duties and responsibilities as may be assigned to it from time to time by the Congregation Council or the Congregation.

C13.02.01 - Ministry Divisions:

The mission and ministry of the Congregation shall be governed by the following Ministry Divisions:

- (a) Worship Ministries

The Worship Ministries Division is devoted to working closely with the pastors and worship music professionals to provide a variety of experiences to meet the worship needs of members of all ages, to developing Lutheran worship as evangelism to reach out to the broader community, and at the same time to maintaining the high standards of worship that is the First Lutheran tradition. The Division is

devoted to recruiting, training and coordinating the activities of volunteers that support the worship services.

(b) Congregation Lifelong Faith Formation Ministries

The Congregation Lifelong Faith Formation Ministries is devoted to the spiritual education of disciples at First Lutheran Church and to the development of the First Lutheran Church membership as a supportive, Christ-centered spiritual family. Congregation Lifelong Faith Formation Ministries is composed of two main areas: (1) Lifelong Learning, and (2) Small Group formation.

(c) Congregation Wellness Ministries

Congregation Wellness Ministries is devoted to extending Christ's pastoral care, compassion, and healing presence to members and participants during times of concern and celebration, and to fostering Christian fellowship, fun and a sense of connection while being openly inviting and welcoming to all members and guests. Congregation Wellness Ministries is composed of two main areas: (1) Congregation Care, and (2) Congregation Fellowship.

(d) Community Ministries

The Community Ministries Division is devoted to extending this congregation's ministry into the world beyond First Lutheran Church and to evangelism. Community Ministries equips disciples to (1) provide caregiving and outreach (by both lay and paid professionals) to the community, (2) connect members to existing programs and efforts in the community to serve others, and (3) prepare members for evangelism.

(e) Stewardship Ministries

The Stewardship Ministries Division is devoted to managing the time, talent, and treasure of our congregation and best applying these gifts to the various ministries of First Lutheran Church. Stewardship Ministries equips disciples to (1) identify, develop, and direct their gifts of service and leadership effectively to the ministries of First Lutheran Church; (2) oversee and facilitate fundraising; and (3) provide for a year-round emphasis on Christian stewardship in all three areas of time, talent, and treasure.

(f) Administration Ministries

The Administration Ministries Division is devoted to supporting and enabling all ministries of FLC through (1) accountability for all financial reporting, bookkeeping functions and budgeting including compliance with all laws, general accounting practices and privacy; (2) management of office operations and supervision of office staff; (3) oversight of facilities insurance, maintenance, planning and execution; and (4) support of Personnel Committee requirements regarding pay and benefits of all employees.

The Ministry Division Committees shall have the following powers and authority:

- (a) Each Ministry Division may provide for additional committees, subcommittees, and task groups to pursue the mission and objectives of the Division.
- (b) The Director and Chair of each Ministry Division, in consultation with the Senior Pastor, will select committee members.
- (c) Division Committees will meet as needed and will report regularly to the Congregation Council.
- (d) Will have the authority to operate within their approved budgets.

Within the ministry area for which it is responsible, each Division Committee shall assist its Assigned Staff in the development and implementation of goals, policies and strategies for complying with the Constitution and for broadening the scope and improving the quality of the Congregation's ministry, shall oversee its budget, assist in recruiting, training and equipping lay volunteers and no less than annually shall evaluate its ministry programs.

C13.02.02 - Appointment of committee members:

Each Ministry Division Chair shall appoint no less than five (5) voting members of the Congregation to the Division Committee for which they are responsible.

C13.02.03 - Terms:

The Chairs of each Division are elected as specified

elsewhere in the bylaws (C12.02.01-b). Division Committee members shall be appointed for one-year terms beginning July 1 and ending June 30. Committee members are eligible to be reappointed to the same Committee for no more than four (4) consecutive years, except when the Division Chair deems it necessary to serve a fifth year to complete a necessary task or enable recruitment of new members.

C13.02.04 - Staffing:

The Senior Pastor shall designate a pastor, associate in ministry, staff person, or layperson if necessary as a Division Director to relate to each Ministry Division Committee. The Division Director shall be primarily responsible and accountable for all congregational activities within the authority of his or her Committee.

C13.02.05 - Other Committees:

Within the ministry area for which they are responsible, Ministry Division Committees may appoint and retire such ad hoc committees, subcommittees, task or work groups as they deem appropriate to fulfill the ministry of the Congregation for which they have primary responsibility. Exceptions include Standing Committees wherein they serve partly under the auspices of a Ministry Division.

C13.03.01 - Standing Committees:

The Standing Committees of the Congregation shall be:

(a) The Personnel Committee

The Personnel Committee shall:

1. consist of six (6) voting members of this congregation appointed by the Executive Committee for a term of two (2) years beginning January 1 and ending December 31 and appointment of the successor, provided that the terms of the first Personnel Committee appointed after adoption of this Bylaw provision shall be staggered so that the terms of one-half ($\frac{1}{2}$) will expire each year. The Executive Committee shall designate one (1) member as Chair for a term of one (1) year beginning July 1 and ending June 30 or until appointment of a successor. The Chair and

members of the Personnel Committee are eligible to be reappointed as Chair or member of the Personnel Committee for no more than four (4) consecutive years. Vacancies shall be filled in the same manner as annual appointments are made;

2. subject to any guidelines and procedures established by the Congregation Council or the congregation and in consultation with the Senior Pastor, develop personnel policies and procedures for the congregation; insure that annual evaluations of all staff are completed; and perform such other related duties as may be assigned to it from time to time by the congregation, the Congregation Council or the Executive Committee. All matters related to the effectiveness of staff and their relationship to the congregation shall be within the province of the Senior Pastor and the Personnel Committee;
3. as necessary, submit recommendations to the Congregation Council with regard to financial support, provisions for continuing education, fringe benefits, vacation, work hours, division of responsibilities, holidays and other employment policies for the pastor(s), associates in ministry and other staff; and
4. be directly responsible and accountable to the Administration Ministries Division on all other matters.

(b) The Audit Committee

The Audit Committee shall:

1. consist of three (3) voting members of this congregation who are not members of the Executive Committee, appointed by the Executive Committee for a term of three (3) years beginning July 1 and ending June 30 and appointment of the successor. The Executive Committee shall designate one (1) member as Chair for a term of one (1) year beginning July 1 and ending June 30 and appointment of the successor. The Chair and members of the Audit Committee are eligible to be reappointed as Chair or member of the Audit

Committee for no more than six (6) consecutive years. Vacancies shall be filled in the same manner as regular appointments are made;

2. make recommendations to the Congregation Council with regard to financial record keeping, accountability and internal controls;
3. review, report and make recommendations to the Congregation Council and Congregation with regard to audits and accounts of the Treasurer, Division Committee, other organizations within the Congregation and persons authorized to handle funds for the Congregation;
4. perform such other related duties as may be assigned to it from time to time by the Congregation, Congregation Council or the Executive Committee; and
5. be directly responsible and accountable to the Congregation Council.

(c) The Mutual Ministry Committee

The Mutual Ministry Committee shall:

1. consist of a Chair appointed by the Executive Committee and not fewer than two (2) additional members appointed by the Chair. The Chair shall be appointed for three-year terms beginning July 1 and ending June 30 or until appointment of a successor; provided that the terms of the first Mutual Ministry Committee appointed after adoption of this Bylaw provision shall be staggered so that the terms of all members do not expire at the same time. The Mutual Ministry Committee shall perform the following duties:
2. give and receive counsel (communicate) related to the Pastors, Associates in Ministry and other staff of this congregation;
3. listen to each staff member in terms of self, family and profession;
4. maintain confidentiality in all things with the

exception of a violation of law, which must be reported to the Congregation Council; and

5. perform such other duties as may be assigned to it from time to time by the Congregation Council or the Executive Committee.

C13.04.01 - Elected Committees of the Congregation

(a) The Endowment Committee:

1. shall consist of six (6) voting members of this congregation elected by the congregation at the May/June Congregation Meeting for a term of three (3) years beginning immediately thereafter. Terms shall be staggered so that each year two members of the Committee shall be elected. A vacancy on the Committee shall be filled by appointment of the Executive Committee to serve until the next Congregational Meeting at which time an individual will be elected to serve out the specific unfilled time of the former committee member. The Endowment Committee shall elect from its membership a Chairperson, Financial Secretary and Recording Secretary for terms of one (1) year beginning July 1 and ending the last day of June or until election of their successors. The officers and members of the Endowment Committee are eligible to be re-elected as an officer or member of the Endowment Committee for no more than six (6) consecutive years; Members who have been appointed to serve unexpired terms shall not have their appointed time counted in the six-year limitation.
2. shall be custodian of the First Evangelical Lutheran Church of Greensboro, North Carolina, Endowment Fund (the "Fund") and assure that the Fund is maintained and administered to enhance the mission of the congregation. Principal shall be defined as the amount of the original gift and subsequent gifts and does not include capital appreciation. Except where authorized otherwise in the terms of the gift, or these Bylaw provisions, all principal amounts will be retained and only the income expended. The income of the Fund shall be defined as the real total return, which is the sum of capital appreciation (or loss) and current yield (dividends and interest) minus any

incurred expenses;

3. shall hold all assets of the Fund in the name of First Evangelical Lutheran Church of Greensboro, North Carolina, Endowment Fund. The Committee shall hold, sell, exchange rent, lease, transfer, convert, invest, reinvest, and in all other respects manage and control the assets of the Fund, including stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent;
4. shall abide by the following procedures:
 - (A) it shall each year determine the value of the Fund prior to the annual disbursement of funds.
 - (B) income from the Fund, not to exceed five percent of the total value of the Fund, may be distributed annually and such other times as deemed necessary and/or feasible to accomplish the following purposes: (i) for capital improvements and building program, including debt reduction, of this Congregation; (ii) for outreach into Guilford County, including, but not limited to, urgent and extraordinary community needs; (iii) for special programs and projects of this Congregation beyond the normal operating budget and other budgeted programs, including initial underwriting for creative or developing programs or projects for a period of not more than three years; and (iv) for extended mission work and benevolence, including, but not limited to, new mission congregations, synodical and church-wide programs, and support of the agencies affiliated with the North Carolina Synod and the Evangelical Lutheran Church in America;
 - (C) Fund income earned in one calendar year, but not disbursed by the Committee in that calendar year, may be dispersed by the Committee in subsequent calendar years without being considered an expenditure from the Fund principal;
 - (D) the formula of distribution of income from the Fund shall be reviewed at least every five (5) years;

(E) the congregation shall have the right to appropriate so much of the principal and income of the Fund as the congregation shall deem necessary for any urgent or unusual need, provided that the undesignated principal of the Fund shall not be spent unless the very survival of the Congregation is at risk. If the congregation shall determine that the Fund should no longer exist, then, and in that event, the congregation shall distribute all remaining principal and income, and the Fund shall cease to exist;

(F) Two types of gifts will be received by the Fund: (1) restricted gifts of a minimum of \$25,000.00 and (2) unrestricted gifts. A donor may provide reasonable restrictions for the use of his or her gift. However, the Congregation encourages the giving of unrestricted gifts.

A donor may restrict the uses to which the principal, income, or both, will be applied. Every reasonable attempt will be made to comply with the donor's restrictions. The Endowment Committee may counsel with any donor who has indicated an intention to make a restricted gift if the restrictions, conditions, form, or uses of such a gift would not, in the opinion of the Endowment Committee, be consistent with this Congregation's existing policies or missions. The Endowment Committee has the power to decline a gift if the restrictions, conditions, form, or uses are unacceptable.

Real estate, corporate stocks and bonds, or other will be sold and the proceeds reinvested.

5. shall meet monthly with exceptions. A quorum shall consist of four (4) members. A majority present and voting at any meeting at which a quorum is present shall carry any motion or resolution;
6. shall a member of the Congregation Council as **an** advisory members of the Committee. The Committee may call on a pastor - active or retired - to serve as an advisor as needed.

7. shall have the following officers:
 - (A) a Chairperson who shall preside or designate another member to preside at all meetings of the Endowment Committee;
 - (B) a Recording Secretary who shall maintain complete and accurate minutes of all meetings of the Endowment Committee and deliver a copy thereof to the Congregation Council and each member of the Endowment Committee; and
 - (C) a Financial Secretary who shall assist the Treasurer of this congregation in maintaining complete and accurate books of account for the Endowment Fund of First Evangelical Lutheran Church of Greensboro, N.C. (the "Fund"). All checks drawn on the Fund shall be signed by the Treasurer of this congregation and the Financial Secretary of the Endowment Committee. The Financial Secretary shall sign all other necessary documents on behalf of the congregation in furtherance of the purposes of the Fund and shall each year ascertain that the books of the Fund are included in the audit of the church's financial records.
8. shall administer the Fund so that it will maintain tax exempt status under the rules and regulations of the Internal Revenue Service;
9. may seek professional counseling on investment or legal matters as it deems to be in the best interest of the Fund;
10. shall be subject to the following limitation of liability: members of the Committee shall not be liable for any losses which may be incurred upon the investments of the assets of the Fund except to the extent such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as he/she acts in good faith and with ordinary prudence. Each member shall be liable only for his/her own willful misconduct or omissions, and shall not be liable for the acts or omissions of any other member. No member shall engage in any self-

dealing or transactions with the Fund in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interests would conflict with the interest of the Fund.

11. shall report semi-annually to the Congregation Council and at the Annual Congregation Meeting shall render a full and complete account of the administration of the Fund during the preceding year; and
12. shall be subject to and abide by these Bylaw provisions and other resolutions and action of the Congregation (a copy of which shall be attached to these Bylaws). In the event First Evangelical Lutheran Church of Greensboro, North Carolina ceases to exist either through merger or dissolution, disposition or transfer of the Fund shall be determined by this congregation, provided such determination is consistent with the Constitution, Bylaws and Continuing Resolutions of the Congregation and the applicable provisions of the Constitution, Bylaws and Continuing Resolutions of the North Carolina Synod of the Evangelical Lutheran Church in America.

Any amendment to these Bylaw provisions related to the Endowment Committee that will change, alter or amend the purpose for which the Fund is established shall be adopted by a two-thirds (2/3) vote of the members present at a regular meeting of the congregation or at a special meeting called specifically for the purpose of amending said provision.

(b) The Nominating Committee

The Nominating Committee shall:

1. consist of six (6) voting members of this Congregation, elected at the May/June congregational meeting for a term of two (2) years beginning July 1 and ending the last day of June, or until their successors are elected. Their terms shall be staggered so that each year three (3) members are elected. The members of The Nominating Committee shall designate one (1) member as Chair for a term of one (1) year beginning July 1 and ending June 30 or until

appointment of a successor. The Chair and members of the Nominating Committee are not eligible for consecutive appointment. Should a member's seat on the Nominating Committee be declared vacant, the Committee shall elect, by majority vote, a successor until the next annual meeting.

2. subject to any guidelines and procedures established by the Congregation Council or the Congregation, arrange for and facilitate an opportunity for congregational involvement in the nominating process. The Nominating Committee shall function year round;
3. prepare and distribute to the Congregation at least sixty (60) days prior to the May/June Congregational Meeting nominations for Division Chairs and other Council positions as specified elsewhere in the bylaws;
4. prepare and distribute to the congregation, at least thirty (30) days prior to the Annual Congregational Meeting, nominations for members of the Endowment and Nominating Committees;
5. be directly responsible and accountable for its progress to the Stewardship Ministries Division, utilizing other Stewardship resources and coordinating with other Stewardship efforts to locate and recruit appropriately gifted persons for nominated roles within the organization; and
6. perform such other related duties as may be assigned to it from time to time by the Congregation, Congregation Council or the Executive Committee.

Chapter 19
INDEMNIFICATION

C19.01.01 - Indemnification:

Any person who at any time serves or has served as a member or officer of the Congregation Council, employee or agent of the Congregation or in such capacity at the request of the Congregation for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Congregation to the fullest extent permitted by law for directors, officers, employees and agents of North Carolina non-profit corporations against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether or not brought by or on behalf of the Congregation, seeking to hold him/her liable by reason of the fact that he/she is or was acting in such capacity, and (b) reasonable payments made by him/her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he/she may have become liable in any such action, suit or proceeding.

The Congregation Council shall take all such action as may be necessary and appropriate to authorize the Congregation to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him/her and giving notice to, and obtaining approval by the members of the Congregation.

Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Congregation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

C19.01.02 - Effective Date

These Bylaws shall go into effect this 1st day of July, 2006.