

PERRY HALL BAPTIST CHURCH, INC.
(A Maryland Religious Corporation)

BYLAWS

The following are adopted as the amended and restated Bylaws of PERRY HALL BAPTIST CHURCH, INC., a religious corporation.

ARTICLE ONE
Members of the Church

I. **Membership.** The church is a spiritual organization governed by Biblical principles. Membership in the church is a spiritual matter, and shall consist of those who are now members of the church and those who shall unite with it by profession of faith in Jesus Christ as Lord and Savior and have been baptized by immersion.

ARTICLE TWO
Meetings

I. **Semi-annual meetings.** The semi-annual meetings of Perry Hall Baptist Church, Inc. shall be held in March and August of each year, on such date as set by the Elders. The place and time of said meetings shall be set by the Elders. At the semi-annual meetings, the moderator shall call for the business of the church including the following procedures:

- A. Minutes
- B. Reports
- C. Old business
- D. Affirmation of church officers (March)
- E. Presentation of budget (August)

II. **Notice of semi-annual meetings.** Notice of the time, place, and purpose or purposes of the semi-annual meetings shall be served via typical means of church communication not less than ten (10) days before the meeting, including announcement from the pulpit on two successive Lord's Day services and posting via typical means of church communication.

III. **Special meetings.** Special meetings of the members may be called at anytime for any purpose by the call of the Elders or upon the written request of twenty percent (20%) of members of the church. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

IV. **Notice of special meetings.** Notice of the time, place, and purpose or purposes of the special meetings shall be served via typical means of church communication not less than ten (10) days before the meeting, including announcement from the pulpit on two successive Lord's Day services and posting via typical means of church communication.

V. Quorum. A quorum shall consist of those active voting members that are present at a properly called meeting.

VI. Voting. At every meeting of members each member shall be entitled to vote in person. To accommodate members that are unable to attend a meeting, paper and electronic absentee ballots may be made available, at the discretion of the Elders, and if so made available shall be issued one (1) week prior to the properly called meeting. Absentee ballots can be submitted at any time within that one (1) week prior to the meeting. All ballots shall be signed and counted by a team consisting of at least one Deacon and one Trustee. Each member of the church, being at least 18 years of age, shall be entitled to one vote. All questions and/or matters requiring a vote of church members shall be decided by a minimum affirmative vote of three-fourths (3/4) majority of total ballots cast, except as may be provided otherwise by law.

VII. Waiver of notice. Church members may at any time waive any notice required by law, these Bylaws or the Articles of Incorporation of Perry Hall Baptist Church, Inc. Action by the Board of Trustees and/or Elders may be taken without notice and/or without the lapse of any prescribed period of time, if such requirements are waived by the person or persons entitled to such notice.

VIII. Conduct of the Meetings. The Elders shall designate a moderator to preside over a meeting. The moderator shall open and close every meeting with prayer and conduct meetings in an orderly manner.

IX. Powers. The following actions of the Board of Trustees shall be presented to the members of the church at a properly called semi-annual meeting or special meeting for affirmation prior to execution thereof:

A. Purchase, sell, mortgage, transfer, or dispose of church or real property belonging thereto, or execute a lease as a lessee or lessor with annual commitments of greater than or equal to 5% of the church's then-current approved budget.

B. Construct, alter, or repair property where any single item of expenditure is in excess of 5% of the church's then-current approved budget. The Elders may authorize the Board of Trustees to undertake emergency repairs to the existing property without the limitations stated herein. The Elders will notify the church members of such transaction(s) in a timely manner.

C. Make notes, liens, or extraordinary expense commitments where any single item of expenditure is in excess of 5% of the church's then-current approved budget.

ARTICLE THREE
Board of Trustees

I. Nominations and Elections. The terms and conditions of appointment to the Board of Trustees shall be at the discretion of the Elders. The Elders shall elect by majority vote, and upon consideration of input given by the then current members of the Board of Trustees, members for the Board of Trustees from among the active members of the church.

II. Number, Term & Removal. The number, term, removal, and filling of vacancies of Board of Trustees shall be as stated in the Articles of Incorporation.

III. Resignation. Any Trustee may resign at any time by giving written notice of such resignation to the Elders.

IV. Regular and special meetings. The Board of Trustees shall meet as needed. At each meeting, minutes shall be kept in the corporate record book, as required by Maryland law and these Bylaws. Special meetings may be held whenever such a meeting is called for by a majority of the members of the Board of Trustees or by a majority of the Elders. Any and all business may be transacted at regular meetings. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

V. Notice of meetings. Regular meetings of the Board of Trustees may be held without notice at such time and place as shall be determined by the Board of Trustees. Any business may be transacted at any regular Board of Trustees' meeting.

VI. Quorum. At any meeting of the Board of Trustees the presence of a majority of the members of the Board of Trustees shall constitute a quorum. An affirmative vote of a majority of the board members present shall be necessary for the passage of any resolution. The Pastor shall be exempted from all discussions and decisions regarding the Pastor's tenure, salary, benefits, evaluation, and related subjects.

VII. Contracts and services. The Board of Trustees and officers of Perry Hall Baptist Church, Inc. may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by Perry Hall Baptist Church, Inc., and may freely make contracts, enter transactions, or otherwise act for and on behalf of Perry Hall Baptist Church, Inc., notwithstanding that they may also be acting as individuals, or as Trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as members, Trustees, or otherwise; provided, however, that any contract, transaction, or act on behalf of Perry Hall Baptist Church, Inc. in a matter in which the Board of Trustees or officers are personally interested shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation against Perry Hall Baptist Church, Inc.'s use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of Perry Hall Baptist Church, Inc. which would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its regulations as they now exist or as they

may be amended. In no event, however, shall any person or other entity dealing with the Board of Trustees or officers be obligated to inquire into the authority of the Board of Trustees and officers to enter into and consummate any contract, transaction, or other action.

VIII. Compensation. Trustees shall not receive any stated salary for their services. The Board of Trustees shall have power in its discretion to contract for and to pay to Trustees rendering unusual or exceptional services to Perry Hall Baptist Church, Inc. special compensation appropriate to the value of such services.

IX. Powers. The business and property of Perry Hall Baptist Church, Inc., a religious corporation, shall be managed and controlled by a Board of Trustees. All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Maryland, shall be vested in the Board of Trustees. The Board of Trustees may by general resolution delegate to committees of their own number, or to officers of Perry Hall Baptist Church, Inc., such powers as they may see fit and as approved by the Elders. The Board of Trustees may from time to time, appoint or employ such persons in such capacities as the board may consider necessary to assist in the proper conduct of the activities and management of Perry Hall Baptist Church, Inc. The Board of Trustees shall operate within the confines of state law at the direction and supervision of the Elders.

X. Principle. The Board of Trustees should be guided by the general principle that financial commitments (current, continuing, and contractual) shall not exceed budgeted funds. Where it is found that commitments exceed budgeted funds, they shall immediately notify the Elders and propose means for meeting the obligation.

XI. Key areas of Trustee responsibility.

A. Property & Facilities Committee

Under the supervision of the Elders and with the support of the assigned staff member(s), the Board of Trustees will ensure that all Perry Hall Baptist Church facilities and property are properly maintained and made available for use by the church and other organizations authorized to use the buildings and/or grounds.

1. Duties and Responsibilities:

- a. Assure the opening and closing/securing the facilities for use during church services and other designated functions.
- b. Maintain the equipment of the church.
- c. Care and custody of all relevant papers and documents, such as leases, deeds, agreements, and policies.
- d. Participate with Elders to identify facilities' needs for improvement, renovation, maintenance.
- e. Plan, design, and execute the construction and renovation of church facilities.

B. Finance/Stewardship Committee

Under the supervision of the Elders and with the support of the assigned staff member(s), the Board of Trustees will ensure the proper, legal, and God-honoring execution of financial operations of Perry Hall Baptist Church.

1. Duties and Responsibilities:

- a. Annually prepare, in cooperation with the leadership of other ministry teams and appropriate staff members, a consolidated budget for the coming church year. After review and approval by the Elders, such budget shall be presented to the church members for their affirmation at the semi-annual meeting (August).
- b. Serve as a resource to the Elders as appropriate in matters of finance and may be tasked with making recommendations to the Elders in budget-related matters.
- c. In cooperation with the human resources committee, recommend to the Elders salaries of non-pastoral church personnel.
- d. Maintain or assign the responsibility to maintain an adequate system of receipt, custody, and disbursement of all church funds. In general, duties will be segregated as follows to provide continuing audit, control, and security:
 - 1.) Count and deposit of funds.
 - 2.) Control records and summary reports.
 - 3.) Commitment and authorization to disburse funds.
 - 4.) Analysis of payments.
 - 5.) Donor records.
 - 6.) Periodic audit and review.

C. Human Resources Committee

Under the supervision of the Elders and with the support of the assigned staff member(s), the Board of Trustees will support the human resources, volunteer and staff, management and administration functions of Perry Hall Baptist Church.

1. Duties and Responsibilities:

- a. Support Elders in hiring non-pastoral personnel for authorized positions.
- b. In concert with the finance/stewardship committee, recommend to the Elders, as part of the budget development process, compensation (i.e. salaries, benefits) for staff positions.
- c. When necessary, recommend and support the process for dismissing personnel for unsatisfactory service.
- d. Support the search process for hiring into any position for which a search committee is appointed.
- e. Assure that the personnel policies and practices of Perry Hall Baptist Church are current and consistent with prevailing labor laws.
- f. Assure that non-pastoral staff members' performance is evaluated on a regular basis.

- g. Provide leadership to volunteer recruitment, placement, training, development, and recognition efforts.
- h. Participate with Elders, human resources committee, and appropriate staff to identify and recommend staffing appropriate to meet the needs of the church.

ARTICLE FOUR

Officers

I. **Number.** The officers of Perry Hall Baptist Church, Inc. shall be the president (chairperson of the Board of Trustees), vice president (vice-chairperson of the Board of Trustees), secretary, treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Elders. Any two offices, except those of president and vice president, may be held by the same person. With the exception of treasurer, officers must be a member of the Board of Trustees.

II. **Term of office and qualifications.** Any member of the church may serve as an officer of Perry Hall Baptist Church, Inc. An officer shall have no set term but shall serve at the pleasure of the Elders.

III. **Vacancies.** In case any office of Perry Hall Baptist Church, Inc. becomes vacant by death, resignation, retirement, disqualification, or any other cause, that office is required to be filled. The Elders shall appoint an officer to fill vacancies for the office of president and treasurer. The Trustees shall elect an officer to fill vacancies for the office of vice chairperson and secretary.

IV. **President** (chairperson). The president (chairperson) candidate selected by the Board of Trustees from among its members shall be presented to the Elders and with the concurrence of the Elders the Board of Trustees may elect by majority vote the selected member to serve as president (chairperson). At all meetings of the Board of Trustees, the chairperson shall preside.

V. **Vice President** (vice chairperson). The Board of Trustees shall elect a vice president from among its members by majority vote. At the request of the president, or in the event of his absence or disability, the vice president shall perform the duties and possess the powers of the president including presiding at meetings; and to the extent authorized by law the vice president shall have such other powers as the Elders may determine and shall perform such other duties as may be assigned to him by the Elders.

VI. **Secretary.** The Board of Trustees shall elect a secretary from among its members by majority vote. The secretary shall:

- A. Have charge of books, documents, and papers as the Elders may determine.
- B. Have custody of the corporate seal.
- C. Ensure that the minutes of all the meetings of the Board of Trustees are kept.
- D. Ensure, either directly or by way of delegation, that a record of all persons who are members of the church is kept, and such book shall be open for inspection as prescribed by law.

E. In general, perform all the duties incident to the office of secretary, subject to the control of the Board of Trustees and Elders and shall perform such other duties as may be assigned to him by the Elders.

VII. Treasurer. The treasurer will be appointed by the Elders from among active church members and may continue to serve until retirement or dismissal from the office by the Elders. The treasurer shall:

- A. Have the custody of all funds, property, and securities of Perry Hall Baptist Church, Inc., subject to such regulations as may be imposed by the Elders.
- B. When necessary, endorse on behalf of Perry Hall Baptist Church, Inc for collection checks, notes, and other obligations, and shall deposit the same to the credit of Perry Hall Baptist Church, Inc. at such bank or banks or depository as the Board of Trustees and/or the Elders may designate.
- C. Ensure the performance of all the duties, either directly or by way of delegation, incident to the office of treasurer, subject to the control of the Elders, and shall do such other duties as may be assigned to him/her by the Elders.
- D. Make the treasurer's records available to the Elders and, upon request, to church members.
- E. Upon retirement or dismissal from the office by the Elders, deliver the Treasurer's records to his or her successor, and/or to the chairperson of the Board of Trustees.

VIII. Executing Agreements and Contracts. The president and/or secretary may sign, in the name of and on behalf of Perry Hall Baptist Church, Inc., any contracts or agreements authorized by the Board of Trustees and/or Elders and, when so authorized or ordered by the Board of Trustees and/or Elders, they may affix the seal of Perry Hall Baptist Church, Inc.

IX. Salaries. If an officer receives a salary, it shall be fixed by the Board of Trustees and shall be reasonable in amount.

X. Removal. Any officer may be removed from office by the affirmative vote of a majority of all Elders at any regular or special meeting called for that purpose. The Elders shall not be required to disclose the reason for removal.

ARTICLE FIVE

Miscellaneous Provisions

I. Fiscal Year. The fiscal year of Perry Hall Baptist Church, Inc. shall begin on September 1 each and every year.

II. Prohibition Against Sharing in Corporate Earnings. No member, Trustee, officer, or employee of, or member of a committee of, or person connected with Perry Hall Baptist Church, Inc., or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of Perry Hall Baptist Church, Inc., provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for Perry Hall Baptist Church, Inc. in effecting any of its purposes as shall be

fixed by the Board of Trustees; and no person shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of Perry Hall Baptist Church, Inc. All members of Perry Hall Baptist Church, Inc. shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of Perry Hall Baptist Church, Inc., whether voluntary or involuntary, the assets of Perry Hall Baptist Church, Inc., after all debts have been satisfied, then remaining in the hands of the Board of Trustees shall be distributed in such amounts as the Board of Trustees may determine exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

III. Amendment. Any amendment to these Bylaws (except as otherwise provided by law or the Articles of Incorporation) must be approved by affirmative vote of three-fourths (3/4) of ballots cast by members of Perry Hall Baptist Church at a properly called meeting. Prior to conducting a meeting to cast ballots to amend these Bylaws, all proposed amendments shall first be presented to the members of Perry Hall Baptist Church at a separate and properly called meeting of the members.

IV. Exempt Activities. Notwithstanding any other provision of these Bylaws, no member, Trustee, officer, employee, or representative of Perry Hall Baptist Church, Inc. shall take any action or carry on any activity by or on behalf of Perry Hall Baptist Church, Inc. not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

Approved as the amended and restated Bylaws of PERRY HALL BAPTIST CHURCH, INC.

Dated: _____

Secretary