NORTH HARBOR COMMUNITY CHURCH BYLAWS

**ARTICLE ONE**

**NAME**

This religious organization shall be known as North Harbor Community Church.

**ARTICLE TWO**

**PURPOSE**

The purpose of this corporation shall be to establish and maintain a church and to provide a place of public worship and prayer; to buy, sell, lease, mortgage or otherwise encumber, hold or dispose of both real and personal property of the corporation; to further all religious and charitable work; and for such purpose to adopt and establish bylaws, rules and regulations in accordance with law and not inconsistent with the Title 13-B M.R.S.A. sections 403 et. seq. of the Maine Statutes. This corporation is organized exclusively for religious purposes, including, for such *religious purposes* , the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

**ARTICLE THREE**

**MEMBERSHIP**

3.1. The corporation shall have one class of members. No more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

3.2. Any person agreeing to be bound by the articles of incorporation of this corporation, by these bylaws, the tenants of this church and such rules and regulations as the directors may from time to time adopt, is eligible for membership in this corporation.

3.3. The directors shall from time to time prescribe the form and manner in which application may be made for membership.

3.4. No member shall have any right, title or interest in any of the property or assets, including any earnings or investment income, of this corporation. Nor shall any of such property or assets be distributed to any member on dissolution or winding up of the corporation.

3.5. No member of this corporation shall be personally liable for any of the debts, liabilities or obligations of this corporation. Nor shall any member be subject to any assessment.

3.6. Membership in this corporation is nontransferable. Any procedure for the expulsion or suspension of the termination or suspension of membership or membership rights must be in conformity with the provisions of applicable Maine law relating to corporations. Individuals, whose membership has been terminated in accordance with Maine law, may apply for reinstatement in the same manner as application is made for initial membership.

**ARTICLE FOUR**

**AFFILIATION**

This organization shall be a Maine nonprofit corporation under Title 13-B of the Maine Revised Statutes Annotated. The government of this church shall be vested in the body of believers who compose it. The church is subject to the control of no other ecclesiastical body, but acknowledges and sustains the obligations and privileges of mutual counsel, fellowship, sympathy, advice and cooperation that are common among sister churches of the Baptist General Conference*.*

**ARTICLE FIVE**

**MEETINGS**

5.1 The annual business meeting of North Harbor Community Church shall be held in July of each year, and public notice thereof shall be given at least ten days prior to such meeting. The fiscal year shall be from July1st to June 30th. The annual budget shall be adopted, financial reports of each committee shall be given, and other necessary business shall be conducted. Other business meetings shall be held monthly, quarterly, or special meetings may be called, as deemed necessary by the pastor or board of directors.

5.2 At any meeting of the members of the North Harbor Community Church, ten (10) current members present in person shall constitute a quorum for the transaction of business; and, in case no quorum is present, the members represented shall have the power to adjourn from time to time until such quorum appears.

5.3 The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the board of Directors

**ARTICLE SIX**

**BOARD OF DIRECTORS**

6.1. The affairs of the corporation shall be managed by its board of directors. Directors need not be residents of the State of Maine.

6.2. The number of directors shall be a minimum of three and a maximum of nine directors. Directors with the exception of the Senior Pastor (paragraph 6.14)shall be elected at the annual meeting of membersand the term of office of each director shall be a maximum of three years. Directors may serve multiple, but not consecutive, terms.

6.3. A regular meeting of the board of directors shall be held without any other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. The board of directors 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.

6.4. Special meetings of the board of directors may be called by or at the request of the president or any two directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine.

6.5. Notice of any special meeting of the board of directors shall be given at least two days previously thereto by written notice delivered personally or sent by first class mail or telegram to each director at that person's address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

6.6. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

6.7. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or these bylaws (refer to paragraph 6.14 and 6.15).

6.8. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

6.9. Action by Unanimous Consent. Any action which may be taken at a meeting of the Board of Directors, or of a committee of the Board of Directors as hereinafter provided, as the case may be, may be taken without a meeting if all of the Directors of the Board or all the members of such committee, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of Board of Directors' or committee meeting, as the case may be, and shall have the same effect as a unanimous vote.

6.10. Informal Action by Directors. Action of the Board of Directors may be taken in accordance with the provisions of Section 708 of the Maine Nonprofit Corporation Act, Title 13-B M.R.S.A. Not in limitation of the foregoing, action taken by agreement of a majority of Directors shall be deemed the action of the Board of Directors if all Directors know of the action to be taken and no Director makes prompt objection to such action. Objection by a Director shall be effective if written objection to any specific action so taken is filed with the Secretary.

6.11. Telephonic or Similar Communication. Any Director, or any member of a committee of the Corporation, may participate in a meeting by means of a conference telephone or similar communication equipment by means of which all persons participating can hear each other and such participation in a meeting shall constitute presence in person at such meeting.

6.12. The directors, as such, shall not receive any stated salaries for their services, but by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefore.

6.13. In order to serve on the Board of Directors, one must have been baptized into the body of Christ in a manner which carries significance for him or her.

6.14. The Senior Pastor shall serve on the Board of Directors for the tenure of the employment as Senior Pastor and shall abstain from votes on matters related to their employment as Senior Pastor or matters related to the employment, or service as a volunteer staff member that involve members of their family.

6.15. Staff members either paid or volunteer other than the Senior Pastor may also serve on the Board of Directors but shall abstain from votes on matters related to their own or related to a family members employment, or service as a volunteer staff member.

6.16. Staff members, including the Senior Pastor, shall not hold a majority of seats on the Board of Directors.

**ARTICLE SEVEN**

**OFFICERS AND STAFF**

7.1. The officers of this corporation shall be a president; one or more vice‑presidents as shall be determined by the board of directors, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person.

7.2. The officers of this corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. New officers may be created and filled at any meeting of the board. Each officer shall hold office until a successor has been duly elected and qualified.

7.3. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the interests of the corporation would be thereby best served. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

7.4. A vacancy in any office, whether due to death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

7.5. The president shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The president shall preside at all meetings of members and of directors. He or she may sign, with the secretary or other officer duly authorized by the board of directors, any deeds, mortgages or deeds of trust, bonds, contracts or other instrument the execution of which has been authorized by the board of directors, except in cases where the signing and execution thereof shall have been expressly delegated by the board of directors, by these bylaws or by law to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.

7.6. In the absence of the president or in the event of the president's inability or refusal to act, the vice‑president shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions on the president. The vice‑president shall perform such other duties as may be from time to time assigned by the president or by the board of directors.

7.7. The treasurer shall be the chief financial officer and, if so required by the board of directors, shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the board of directors may deem appropriate. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such bank(s) or other depository or depositories as shall be designated by the board of directors; and in general perform all duties incidental to the office of treasurer and such other duties as may, from time to time, be assigned by the president or by the board of directors.

7.8. The secretary shall keep the minutes of the meetings of members and of the board of directors, in one or more books provided for that purpose; see that all notices are duly given in accordance with these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; keep a membership book containing the names and addresses of all members and directors of the corporation, and with respect to any membership that has been terminated, record that fact together with the date of termination; exhibit to any director of the corporation, or any agent of such director, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the articles of incorporation, the membership book, the minutes of any meeting, and other records of the corporation.

7.9. The assistant treasurers and assistant secretaries, in general, shall perform such duties as may be assigned to them by the board of directors, the president, the treasurer or the secretary of the corporation. If so required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of duties in such sum and with such surety or sureties as the board of directors may deem appropriate.

**ARTICLE EIGHT**

**MINISTER OR PASTOR**

* 1. The pastor shall have control of the pulpit, shall ordinarily preside at the church meetings of the church and shall perform the duties ordinarily attaching to the office and as are assigned by the Board of Directors
  2. Candidates for a vacant Senior Pastor position shall be selected by the Board of Directors with approval subject to a vote of the membership.

**ARTICLE NINE**

**ORGANIZATION**

Other employees or committees shall be appointed or formed by the board of directors as deemed necessary. All church officers, staff and other employees shall subscribe to the covenant of the church, and these Bylaws.

**ARTICLE TEN**

**TAX EXEMPT STATUS**

North Harbor Community Church is a tax exempt organization in accordance with IRC section 501(c)(3).

**ARTICLE ELEVEN**

**CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

11.1. The board of directors may, by resolution duly adopted, authorize an officer or officers, agent or agents of the corporation, in addition to the officer(s) so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

11.2. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise of any property whatsoever for the general and specific religious and charitable purposes of the corporation.

11.3. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such bank(s) or other depository or depositories as the board of directors may by resolution duly adopted designate.

11.4. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the board of director shall, from time to time, by resolution determine. In the absence of such determination, such instruments shall be signed by the treasurer or any assistant treasurer, and countersigned by the president or a vice‑president of the corporation.

**ARTICLE TWELVE**

**AMENDMENTS**

Amendments may be approved at any regular or special business meeting of the Board of Directors by a two‑thirds vote of those present and voting at a meeting of the church members, provided a quorum is present and voting. Notice of any proposed amendment shall be stated in full in the notice of the meeting, which shall be given at least two weeks preceding the meeting at which it is considered.