

**WHITE BLUFF CHAPEL
ORGANIZATION AND PROCEDURES MANUAL**

2.2

BY-LAWS

1/21/2010

**White Bluff Chapel By-Laws (10/10/1999)
(Revisions 6/15/03, 7/29/05, 11/5/06, 12/9/07, 1/21/10)**

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ARTICLE 1

Definition

- 1.1 The White Bluff Chapel is the combined membership, including regular and associate members, its staff, and all facilities, properties and equipment owned in the name of the Chapel.

Mission

- 1.2 White Bluff Chapel mission is given from God's purpose in the world as told in the Bible and understood by faith. White Bluff Chapel is to provide a Christian Institution for the use and benefit of the White Bluff community and surrounding area by encouraging spiritual growth and development through worship, study, building Christian relationships and ministering to people based on the teachings of the Holy Bible.

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ARTICLE 2

Statement of Faith

- 2.1 We believe God exists eternally in three persons: Father, Son, and Holy Spirit. God the Father is father of the whole family in heaven and earth with unlimited love, justice, and power.
- 2.2 God the Son, Jesus Christ, has always existed with God the Father. He entered human history by a virgin birth and thus became totally human and yet completely God. He lived a sinless life, and was crucified and died for the sins of all mankind. The third day after His death, He returned to life with a recognizable physical body. After further teaching of His disciples and being seen by hundreds, He ascended into heaven to sit at the right hand of God the Father to intercede for us, promising us to return.
- 2.3 God the Holy Spirit moves among and within all people to convict of sin, convince of God's truth, love, righteousness, and justice. The Holy Spirit witnesses to the glory and saving power of Jesus Christ and personally indwells believers to enlighten, comfort, and empower.
- 2.4 The Bible is God's inspired written Word, given as the only authoritative standard for faith and life.
- 2.5 Every person was lovingly and purposefully created in the image of God bearing unique qualities and potentials. However, all have sinned and come short of the glory of God through self-will, resulting in spiritual death and separation from God. Rebirth and reconciliation to God are possible through Jesus Christ, who died in our place on the cross. Every person who turns from his natural state of rebellion and self will and receives Jesus Christ as Lord and Savior is born again by the Holy Spirit to new, abundant life, now and forever. All such believers are brothers and sisters in Christ and compose the church. We are promised God's help in growth and Christian fulfillment. We are commanded to love each other and minister to each other. As we are filled with the Holy Spirit, we discover our own gifts, special places of ministry, so that we all are a vital part of the Body of Christ, the Church.

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ARTICLE 3

Membership

- 3.1 There shall be two classifications of Chapel members: (a) Regular members, and (b) Associate members. Regular and Associate membership shall be open to all persons who subscribe to the *Statement of Faith* adopted by members of White Bluff Chapel and a commitment by each such member to support the programs and mission of White Bluff Chapel as stated herein.
- 3.2 Regular members shall be those members who have transferred their letters or membership or have come by profession of faith. Associate members shall be those members who accept the *Statement of Faith* and make a commitment to support White Bluff Chapel while maintaining and continuing their membership in another church.
- 3.3 The conduct, control, and operation of this Chapel shall be under the direction of the Regular and Associate members.

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ARTICLE 4

Membership Meetings

- 4.1 At all Chapel meetings, each of the members present shall be entitled to cast one vote when attending in person. Voting by proxy is not allowed.
- 4.2 The annual meeting of the members of White Bluff Chapel shall be held in the month of October each year at White Bluff, Whitney, Texas, to commence at the conclusion of the regular last Sunday morning worship service. Quarterly status meetings will follow the last Sunday service in January, April, and July.
- 4.3 At all Chapel meetings ten (10) percent of the members shall constitute a quorum for the transaction of business, and no resolution of business shall be transacted without the affirmative vote of the majority of the voting members present.
- 4.4 A special Chapel meeting of members may be initiated by the Board of Trustees by notification to the membership, at least seven (7) days prior to the meeting, stating the purpose for which the meeting is called. The business of the meeting shall be limited to that stated in the notice. The meeting will be moderated by the Chairperson of the Board of Trustees.

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ARTICLE 5

Chapel Authority

The Chapel shall have the authority to:

- 5.1 Property. Buy, own, hold in trust, use, inherit, lease, rent, exchange, mortgage, pledge, transfer, assign, sell, convey, or otherwise acquire, use or dispose of such property as may be needed to carry out it's mission.
- 5.2 Funding. Borrow or raise monies in such manner in keeping with Christian principles.
- 5.3 Business operations. Do any and all things convenient and necessary to carry on business or promote the ministries of the Chapel as long as these things remain consistent with the Chapel Mission and By-Laws.
- 5.4 Title. All property, real or personal, of the Chapel shall be held, sold, received, transferred, assigned, mortgaged or otherwise acquired, used or conveyed by the Trustees in the name of the Chapel.
- 5.5 Liability of Members. The money and private property of any nature of the members, officers, trustees or representatives of the Chapel shall not be liable for, nor subject to, nor be utilized for payment of any Chapel's debt.
- 5.6 The Chapel membership reserve to themselves the right to call a Pastor(s) to serve the Chapel and to act on such matters referred to them by the Board of Trustees.
- 5.7 Distribution of Assets. White Bluff Chapel is organized and shall be operated for the purpose of engaging in religious worship and promoting the spiritual development of the White Bluff community and surrounding area. Its assets are pledged for use in performing the Chapel's Christian religious functions. On discontinuance of this organization by dissolution or otherwise, its assets are to be transferred to a religious organization that is qualified as exempt organization under Section 501 © (3), Internal Revenue code of 1954, as amended.
- 5.8 White Bluff Chapel property ownership and business operations will be in accordance with the Double Diamond—White Bluff Chapel Agreement of 12/31/01.

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ARTICLE 6

Board of Trustees

- 6.1 Qualifications for Board of Trustee member. A Trustee must be a White Bluff Chapel member (regular or associate) in good standing who has received Jesus Christ as his/her personal Savior and is a baptized believer. He/she is faithful in seeking and living a Christian life, attends Chapel services, shares in the Chapel's ministries and activities, and supports the Chapel's operating budget and other causes. He/she will support the ministries of the Chapel in spirit and action, leading by example to build unity and harmony within the fellowship.
- 6.2 Subject to these By-laws the full and entire management of the affairs and business of the Corporation shall be vested in the Board of Trustees, which shall exercise all the powers that may be exercised or performed by the White Bluff Chapel (Corporation). The Board of Trustees shall also constitute the Board of Directors of the corporation and have the authority to exercise all corporate powers.
- 6.3 The Board of Trustees shall consist of a minimum of three (3) members and a maximum of fifteen (15) members, 21 years of age or older. The term of office for these trustees to be elected shall be three years with approximately one-third (1/3) of the trustees being elected annually. The term of office shall begin on the first of January and shall expire in December. A trustee may not be elected for two (2) consecutive terms but shall be eligible for election after the expiration of one (1) year. A majority of said trustees shall constitute a quorum for the transaction of business. The Board of Trustees will decide annually the number of Trustees to be elected for the next term.
- 6.4 The Board of Trustees will have an Executive Committee (EC) composed of the Board Chairperson, Vice Chairperson, Secretary and the WB Chapel Treasurer. The purpose of the EC shall be to provide management oversight including appropriate action for items important to the functioning of WB Chapel but that are not the responsibility of any standing committee or position, and to handle unexpected issues that may arise and need attention on behalf of the Chapel. The Chairperson will call the committee to meet whenever he/she perceives the need for attention to such matters. Any actions taken as a result of such meetings will be reported to the Board of Trustees for record and where appropriate approval.
- 6.5 The Nominating Committee will be comprised of the Executive Committee, the past three Chairpersons of the Board of Trustees, the Pastor and one member at large selected by the existing Chairperson of the Board of Trustees. A quorum for a meeting will consist of five members, two from the Executive Committee and three others.

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The Nominating Committee shall solicit from the membership of the Chapel names of qualified persons to consider as candidates for election as Trustees. At least one month prior to the Annual Meeting of the Chapel members, the nominating committee shall submit to the Board of Trustees, for further consideration, twice the number of candidates than positions to be filled. The Board of Trustees shall select one person for each retiring Trustee. These persons shall be recommended for election by the membership at the Annual Meeting.

The Nominating Committee will select annually chairpersons for the various standing committees. These persons shall be submitted to the Board of Trustees for approval and for election at the Annual Meeting.

- 6.6 In the event a vacancy /vacancies occur on the Board of Trustees, the Board of Trustees will fill the vacancy/vacancies. These appointed individuals will serve until the normal election process occurs for Trustees (paragraph 6.3) and will be considered as a candidate by the Nominating Committee for the next full term.
- 6.7 The Trustees shall meet monthly during the year at such time and place as shall be fixed by a majority vote of said Trustees. Special meetings of the Board of Trustees may be called at any time by the Chairperson or Vice Chairperson of the Board of Trustees. Three (3) days notice of any such special meeting of the Board of Trustees shall be given including the purpose for which the special meeting is called, and the transactions of business at said meetings shall be limited to that stated in the call. Any meeting of the Board of Trustees will be held within White Bluff community, unless the Board of Trustees decides otherwise.
- 6.8 The Board of Trustees has established an Organization and Procedures Manual to document the organization, procedures, policy execution (as defined by the By-Laws), means and manner of operation of the day to day and yearly recurring and incidental Chapel functions. The manual master copy shall be kept in the Chapel office and maintained by periodic updates as necessary to remain consistent with the Chapel activities. Revisions to the manual must be approved by the Board of Trustees.

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ARTICLE 7

Officers

- 7.1 At the regularly scheduled December meeting with the newly elected Trustees present, the Board of Trustees shall elect from its next years membership a Chairperson, a Vice-Chairperson, and a Secretary. The retiring Trustees will abstain from this vote.
Each of the persons so elected shall also serve simultaneously in the same position in the Corporation. In addition the Board of Trustees shall elect as officers of the Corporation a Treasurer and such assistant treasurers and or assistant secretaries as it deems appropriate, none of whom need be members of the Board of Trustees. If the Treasurer is not a member of the Board of Trustees, he/she shall be appointed an ex-officio member.
- 7.2 The Chairperson shall oversee the affairs of the membership and the Corporation and shall preside at all meetings of the members, the Board of Trustees, and the Corporation. The Chairperson is the chief executive of the Corporation. During the election of the Trustee officers, the Chairperson will relinquish the Chair to the Pastor.
- 7.3 The Vice-Chairperson shall have responsibilities as are assigned to him/her by the Chairperson and, during the inability of the Chairperson, shall exercise all the responsibilities, authority, and powers set forth herein for the Chairperson.
- 7.4 The Secretary shall be the official custodian of the minute books of the Board of Trustees and the seal and minute books of the Corporation. He/she shall cause an accurate roll of the members to be maintained at all times and shall have such other duties and powers as may be delegated to him/her from time to time by the Chairperson.
- 7.5 The Treasurer shall manage the financial affairs of the Corporation and cause a proper accounting thereof to be made. He/she shall render timely reports to the Board of Trustees setting forth in reasonable detail all such financial results and statements of condition of the Corporation as may be appropriate. The Board of Trustees will review annually the need for bonding and the appropriate levels needed based on the financial activities performed for the Chapel.
- 7.6 The Assistant Treasurer(s) and Assistant Secretary(s), if any, shall act on behalf of the Treasurer and Secretary, respectively, in the absence or inability of the designated officer.
- 7.7 The Board of Trustees shall have final authority with respect to staff compensation, hiring or discharge of administrative personnel and use of the Chapel's facilities.

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ARTICLE 8

Ministers

- 8.1 The ministerial staff shall consist of a Pastor, or Pastors and such other ministers as shall be determined by the members upon the recommendation of the Board of Trustees. The duties and responsibilities of each shall be determined by the Board of Trustees.
- 8.2 With prayerful consideration, the Pastor, with concurrence of the Board of Trustees, shall develop all religious service procedures and policies for the Chapel. All such services of the Chapel shall be conducted by the Pastor, or shall be under his control and direction.
- 8.3 The Pastor shall be responsible for leading the congregation, church organization, and staff to function as an effective New Testament Church in accomplishing its mission, as identified in Article 1.2. To this end, the Pastor shall be charged with the duties of administration of the worship and spiritual jurisdiction of the Chapel, pastoral ministry, education and training, stewardship, church calendar, and planning. Also, the Pastor's duties shall include the assurance that the Chapel registers and records all baptisms, marriages, burials, and the names of all members.
- 8.4 When it is determined to call a new Pastor, a search committee shall be named by the Board of Trustees. The search committee shall diligently seek out prospective candidates, evaluate their suitability for the position, conduct interviews, and ultimately recommend the best-qualified candidate to the Board of Trustees.
- 8.5 If the Board of Trustees concurs in the recommendation of its search committee, a special meeting of the members of the congregation shall be called to hear and act upon the recommendation. A majority vote, by secret ballot, of those members present at said meeting shall constitute approval to extend an invitation to the candidate to serve as the new Pastor.
- 8.6 As an interim measure pending the call of a new Pastor, a temporary Pastor may be engaged with the approval of the Board of Trustees.
- 8.7 Should any minister for whatever cause or neglect be unable to perform the regular duties of the office, he or she shall be subject to dismissal upon recommendation by the Board of Trustees and approval by two-thirds of the members voting in an Annual or special meeting called for the purpose.

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ARTICLE 9

Committees

- 9.1 In order to facilitate the efficient and successful conduct of its responsibilities, the Board of Trustees may from time to time establish any number of special, standing, or other committees. All committees are required to have a majority present to conduct business.

- 9.2 Chairpersons for the various committees are nominated by the Nominating Committee as described in Article 6.5. Upon ratification by the Board the slate will be presented to the members at the Annual Meeting for election. Each committee chairperson may select other members for his/her committee from among the membership in the Chapel, subject to the ratification of all such appointments by the Board of Trustees.

- 9.3 All committee appointments expire at the end of the current fiscal year. Current committee chairpersons are eligible for re-election.

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ARTICLE 10

Financial and Program Year

- 10.1 The accounting and financial records of the Corporation shall be maintained on a calendar year basis ending on December 31.
- 10.2 The educational programs of the Chapel's ministries shall be conducted on a calendar year basis ending on December 31. Other programs can start as needs are recognized and approved by the Board of Trustees.

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ARTICLE 11

Staff

The staff shall consist of all paid personnel, including Pastor(s), office staff, music director(s), and any other paid positions deemed appropriate by the Board of Trustees.

A Staff Relations Committee composed of the Board of Trustees Executive Committee and two members at large (not on the Board of Trustees) shall be responsible for recruiting and recommending to the Board of Trustees all personnel.

Responsibilities of the Staff Relations Committee include:

1. Review and revise as necessary, responsibilities for all positions.
2. Create new staff positions or end positions no longer necessary.
3. Assess performance and recommend any compensation adjustments for paid positions as a part of the normal budget process.
4. Meet at least once during the calendar year with the Pastor(s) and the Worship Committee to assess the Chapel services/activities with regard to the Chapel Mission.

Proposed actions by the Staff Relations Committee relating to the creation or elimination of Positions, adjustments in compensation and substantive changes in Chapel procedures, services or activities will be submitted to the Board of Trustees for approval.

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ARTICLE 12

Corporate Seal

The seal of the Corporation shall be in such form as the Board of Trustees may from time to time determine. In the event it is inconvenient to apply such a seal at any time, the signature of the Corporation followed by the word Seal enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and offered by him/her on the letters of membership and such other papers as may be directed by law, these By-Laws, or the Board of Trustees.

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ARTICLE 13

Amendment

These By-Laws may be amended at any Annual Meeting or special meeting of the members by affirmative vote of the majority in attendance at said meeting.