

**PROTESTANT COMMUNITY CHURCH OF MEDFORD LAKES, NEW JERSEY
INCORPORATED IN 1931**

As amended and approved by the Congregation at the Annual Meeting on October 28, 2007

ARTICLE I NAME

Section 1. The name of the corporation shall be Protestant Community Church of Medford Lakes, which may otherwise be known as “Cathedral of the Woods.”

ARTICLE II CALLING

Section 1a. The Protestant Community Church is an inclusive, ecumenical faith community, affiliated with the International Council of Community Churches, purposefully seeking to be caring, faithful disciples of Jesus Christ through worship, study, prayer and Christian service.

Section 1b. The Church doors shall be open to all who seek inspiration and comfort through Christian worship.

ARTICLE III CHURCH YEAR

Section 1. The Church year of the corporation shall be from January 1 to December 31.

ARTICLE IV THE MEMBERSHIP

Section 1a. Any person seeking to live the Christian life is eligible for membership in this church. One of the pastors shall interview each applicant for membership and when he/she is satisfied as to the sincerity of his/her intentions, shall present the applicant to the congregation and admit him/her to membership on CONFESSON OF FAITH.

Section 1b. A member of any Christian Church who desires to become a member of this church may present a letter from the pastor of the church of which he/she is currently a member and ask for an interview with one of the pastors of this Church. When the pastor is satisfied as to the sincerity of the applicant’s intentions, he/she shall present him/her to the congregation and admit him/her to membership by TRANSFER FROM HIS/HER FORMER CHURCH.

Section 1c. Should a member of another Christian Church be unable to present a letter from his/her present church, he/she may ask to be admitted to this church on REAFFIRMATION OF FAITH, by following the procedure outlined in Article IV, Section 1a, for those seeking admission on CONFESSON OF FAITH.

Section 1d. Members of other Christian Churches may be admitted as ASSOCIATE members of this Church while retaining their membership in the other Church involved.

Section 1e. Any member may transfer his/her membership from this Church to any church of his/her selection and shall be entitled to receive at his/her request a letter evidencing his membership in this Church.

Section 2. All members of the Church are to assume stewardship responsibilities and to participate in the support of the Church.

ARTICLE V MEETINGS

Section 1a. The Annual Congregation Meeting of the members shall be held during the month of October at the Church at a date and time to be determined by the Board of Trustees, for the purpose of electing Trustees, receiving the President's and Vice Presidents' reports and the adoption, amendment or repeal of the By-Laws, as and when desirable.

Section 1b. Special meetings of the membership may be called for any specific purpose upon call of the Board or upon written request.

Section 1c. All meetings of the membership shall be announced three Sundays prior to the meeting both in the Sunday calendars and from the pulpit. For special provisions when the meetings concern any changes in the By-laws, see Article XII.

Section 1d. At all membership meetings only members of the Church shall be entitled to vote.

ARTICLE VI THE BOARD OF TRUSTEES, OFFICERS AND ITS MEETINGS

Section 1a. The Board of Trustees, hereinafter referred to as "the Board," shall consist of twelve (12) members ("Trustees"), each serving for a three (3) year term. The term will run from January 1 to December 31 and the subsequent two years.

Section 1b. Four (4) proposed Trustees shall be nominated each year by the Nominating Committee. Said proposed Trustees shall be presented for election to the members of the Church at each annual meeting.

Section 1c. A Trustee must be a member of the Church and eighteen (18) years of age or older who is prepared through background and ability to contribute to the effective functioning of the Board. A Trustee must attend church on a regular basis and be involved in the activities of the church so he/she can be a true representative of the congregation.

Section 1d. Upon application, the Board shall recognize a Youth Representative as an associate member of the Board. He/she, who shall be under the age of eighteen (18) and a member of the church, shall be expected to attend board meetings and participate in the Board's discussions on a regular basis. The Board shall actively seek advice and input from the Youth Representative; except, however, pursuant to New Jersey law, he/she shall not have voting privileges.

Section 1e. A Trustee may be elected to only two (2) successive terms. After a lapse of one year such former Trustee could be eligible for election to another term or appointed to an unexpired term; except, however, that the Immediate Past President shall serve for one year immediately following his/her terms as President. The Immediate Past President

does not have voting privileges for that one year term. In no event shall a Trustee serve longer than seven (7) consecutive years.

Section 2a. Newly elected Trustees shall be expected to attend the regular monthly meetings between the annual meeting at which they were elected and the first of January when their terms begin. Though the new Trustees will not have voting privileges during these meetings (with one exception, see Section 2b below), their attendance and participation is deemed necessary for a smooth transition from the current Board to the new Board.

Section 2b. The election of officers for the new year shall be held at a scheduled December Board meeting of the current year. Newly elected Trustees shall have voting privileges in the election of officers for the new year. Those outgoing Trustees whose service ends on December 31 of the current year shall not have voting privileges in the election of officers for the new year.

Section 3a. The Board shall hold regular monthly meetings, the place and time to be decided by the President, with the approval of the Board. All meetings of the Board, committees and members shall be conducted in accordance with Robert's Rules of Order, unless otherwise indicated in these by-laws.

Section 3b. Unless otherwise indicated, approval by the Board of any pending motion or issue shall require a majority (one-half plus one) vote by the entire Board of Trustees.

Section 4. Special meetings of the Board may be called by the President, or upon written request of any four (4) Trustees. Each Board of Trustee member must be contacted within five (5) days prior to the special meeting. Such notice must be given directly to each Trustee either in person or by email.

Section 5. If any Trustee absents himself/herself from three (3) consecutive Board meetings without an excuse, or fails to attend at least nine (9) of the twelve (12) regularly scheduled monthly Board meetings in any given year of his/her term without an excuse, it shall be assumed that he/she does not wish to continue to serve and shall, by vote of the Board, cease to be a member of the Board.

Section 6. Any member of the Church may attend the regular meetings of the Board.

ARTICLE VII VACANCIES

Section 1. The Nominating Committee shall be informed of any vacancy on the Board of Trustees. The Committee shall present to the Board at the next regular meeting the name of a candidate from the membership of the church to fill the vacancy. Upon approval of the Board, the appointment shall serve on the Board until the next annual meeting of the congregation, at which time the Nominating Committee will present candidate(s) to the whole membership to fill out a remaining unexpired term.

ARTICLE VIII QUORUM

Section 1. At Board meetings or committee meetings, a quorum shall consist of a simple majority of the Trustees or committee members respectively.

Section 2. At annual or special meetings of the members of the church, a quorum shall consist of fifty (50) members.

ARTICLE IX THE OFFICERS OF THE BOARD

Section 1a. The Pastors of the Church each shall be an advisor to the Board with the right of voice.

Section 1b. The Board from its membership shall elect ten (10) Vice Presidents, each of whom shall serve as coordinators of all committees, programs and functions in his/her designated area of the Church. The Board shall determine the area of responsibility of each Vice President.

In addition to the Vice Presidents noted above, the Board from its membership shall also elect a President. The immediate Past President shall serve as a Trustee for one year following his/her term of office.

Section 1c. The Board from its membership shall elect a person to serve as Secretary of the Board. The Finance Committee appointed by the Board will function as the Treasurer.

Section 2. The term of office for all officers of the Board shall be for one year, the church year following their election, and until their successors are duly seated. An officer may succeed himself or herself.

Section 3. The duties of all officers shall be clearly outlined in a description of each office which will state specific responsibilities. At the Board's yearly reorganization meeting job descriptions will be reviewed.

ARTICLE X FUNCTIONS OF TRUSTEES

Section 1. The officers and Trustees and their successors in office duly elected shall constitute the governing and policy body of the legal Church Corporation within the meaning of the laws of the State of New Jersey, and shall have the exclusive right to control all of the Church operations and shall have full power and authority to handle all of the funds and property of the Church in accordance with the rules and regulations which may from time to time be duly adopted by the Board and/or the congregation.

Section 2. All funds of the Church shall be paid out by the Treasurer by vouchers properly approved by the President or a Vice President having jurisdiction over the disbursement.

Section 3. The Board shall approve annual financial reports, copies thereof to be made available to all members of the Church.

Section 4. The annual budget of the Church shall be approved by the Board no later than the December Board of Trustees Meeting.

Section 5. The acquisition or sale of Real Property shall require approval of the Board and also the ratification of the members of the Church at either the annual meeting or at a special congregational meeting called for this purpose.

Section 6. The Board shall maintain a Memorial Fund to serve as a means to accept, acknowledge, track and administer funds donated to the Church as general memorials. Disbursements from this fund shall be for purposes approved by the Board of Trustees as deemed worthy of such memorial funds. Such disbursements shall be made only at the direction of the Board of Trustees.

Section 7. The Board shall maintain, in existence, an Endowment Fund to serve as a means to accept, acknowledge and track funds donated as contributions to a general endowment for the benefit of the Protestant Community Church of Medford Lakes.

ARTICLE XI COMMITTEES

Section 1. The Vice President of each major area of the Church's functions shall appoint all standing committees necessary for proper operation of that area.

Section 2. The President may appoint such special committees as may be required.

Section 3. An Audit/Financial Review Committee, appointed by the President shall review the financial records of the Church on a routine basis and report its findings to the Board.

Section 4a. A Nominating Committee shall consist of two members of the Board appointed by the President with the approval of the Board, two members-at-large from the Congregation, and the Senior Pastor. An at-large member shall be elected by the Congregation at the annual meeting for two-year term. No at-large member shall serve on the Committee for more than four successive years. The Associate Pastor(s) shall be considered *ex officio* members of the Committee.

Section 4b. The Nominating Committee shall present to the Congregation's annual meeting four (4) proposed Trustees for election to the Board to serve three year terms, a proposed member of the Nominating Committee to serve for two years, and proposed Trustees to serve any unexpired terms on the Board. The Committee may also assist in selecting and presenting to the Board persons to fill available slots on standing committees, ad hoc committees, and other organizations within the Church.

Section 5a. Upon recognition by the Board of the need to fill a ministerial position, the President shall appoint a committee to recommend a Search Committee to the Board of Trustees.

Section 5b. The Search Committee shall review candidates and make recommendations for filling any vacancies in the positions of Pastors. The recommended candidate shall be presented to the Board of Trustees for approval. Upon approval by the Board of Trustees, the recommended candidate shall be presented to the congregation for confirmation at a special congregational meeting.

ARTICLE XII AMENDMENTS

These By-laws may be amended at the annual meeting or any special meeting of members of the Church, provided that a quorum is present and provided that the proposed amendment has first been approved by a majority of the Board; or at an annual meeting or special meeting provided such amendment is submitted in writing by at least fifty (50) members of the Church. At least 30 days notice of any such meeting shall be announced in the Church calendar and notice thereof shall be given at the worship services of the Church on the three consecutive Sundays preceding such meeting, which notice shall state the proposed amendment(s) to be considered. A majority vote of the congregational members present is required to amend.