

**BYLAWS
FOR
St. Andrew by the Sea,
A Community Church**

ARTICLE I

STATEMENT OF PURPOSE

- A. The purpose of St. Andrew by the Sea, a Community Church, an Alabama Not For Profit Corporation, hereafter referred to as the Church, is to share the truth of Jesus Christ as interpreted by the Scripture. The Church shall endeavor to conduct services of worship and classes of instruction, to develop fellowship groups, support mission programs and to adopt other means that in the judgment of the congregation will further the principles of Christianity among humankind.
- B. The Church is a non-hierarchical, traditional church that maintains that every Member is called to ministry. This congregation is self-governing and selects and calls its own ministerial leadership.
- C. The Church acknowledges as its sole head Jesus Christ, Son of God and Savior. It acknowledges as kindred in Christ all who share in this confession. It looks to the Word of God in the Scriptures and to the presence and power of the Holy Spirit to prosper its creative and redemptive work in the world. It claims as its own the faith of the historic Church, expressed in the ancient creeds and reclaimed in the basic insights of the Protestant reformers. It affirms the responsibility of the church in each generation to make this faith its own in reality of worship, in honesty of thought and expression, and in purity of heart before God. In accordance with the teaching of our Lord and the practice prevailing among Christians, it recognizes two sacraments: Baptism and the Lord's Supper or Holy Communion.
- D. All are welcome into the unifying experience of Christ, and this congregation welcomes into membership people from a diversity of religious backgrounds for the following purposes:
 1. Leadership: This Church shall have as its spiritual leader a seminary graduate who has, as a minimum, a Masters of Divinity degree from an accredited institution and who follows Christ.
 2. Teaching: The principles of practical Christianity shall be taught through this Church using methods, textbooks, literature, and other materials approved by the congregation and/or its ministerial staff. Adult Sunday School classes in conjunction with their teachers may choose the textbooks that they wish to study.
 3. Mission and Ministry: God, through Jesus Christ, calls the Church to ministry in the world through action by word and deed. This Church as a body of Christ and a

community of persons affirms the worth of all humanity and the value of interrelationship in all of God's creation. The Church endeavors to reach beyond the local community in its missions and programs while serving the needs of those within its community.

ARTICLE II

MEMBERSHIP

A. Qualifications

A Member of the Church shall endeavor to live in accord with Jesus Christ's principles of Love and Truth as taught in the Scriptures. A Member shall further the work of this Church through active interest, love and support.

B. Membership

The Church shall have four classes of membership:

1. Member: Anyone, over the age of 18, desiring membership in the Church may do so either by transfer of membership from another denomination or faith or by profession of faith and baptism.
2. Associate Member: Anyone desiring to form an association with the Church without severing his/her relationship with another church or denomination may do so by becoming an associate Member. An associate Member may be elected to serve on any of the Ministry Committees in the Church and may fully participate in all functions of the church except that he/she may not vote on Church matters as provided for in these by-laws.
3. Youth Member: Anyone desiring membership, but under the age of eighteen (18), shall be designated a youth member and shall not vote, be elected to the Board of Directors or be counted toward the number present needed for a quorum at Congregational meetings.
4. Inactive Member: A Member's name shall be transferred to an inactive, non-voting Member list after he or she has not attended services for a period of one year and has not attended a Membership Meeting for a period of one year.

C. Member in Absentia

If any active Member is temporarily absent from the community or otherwise unable to attend a congregational meeting, and the Sr. Minister or the Membership Secretary is aware that such Member cannot attend, such Member shall not be counted toward a quorum. Such Member retains the right to vote if present at a Membership Meeting and, if present, shall be counted toward a quorum.

D. Records

The Board of Directors shall appoint a Membership Secretary and Assistant Membership Secretary to establish and keep an official record of the names of all Members, the class of their membership and the date of the initiation of their membership. The Membership Secretary in conjunction with the Sr. Minister shall establish a list of all active voting Members at least five (5) days before a congregational meeting.

E. Duties and Privileges of Members

Members of the Church shall have the duty to do the following:

1. Vote on issues presented at any Membership Meeting at which the Member is present.
2. Elect Members to the Board of Directors and the Chairperson of the Church Council.
3. Ratify the By-laws of this Church or any amendments thereto. (See Article IX of these By-laws for further details.)
4. Vote on the purchase, sale or pledge of real or personal property owned and used for the operation of this Church which exceeds twenty-five thousand dollars (\$25,000) in value. A seventy-five percent (75%) affirmative vote of those present and voting is required to approve the sale or pledge.
5. Annually elect Members of the Ministry committees and one third of the Members of the Administrative committees called for in Article V, Section B.
6. Call a special Membership Meeting as provided in Article II, Section F, Paragraph 2, when affairs of this Church warrant such action.
7. May attend any Board of Directors meeting and, provided that a seven (7) day notice is given, present items for the agenda and speak to that item if so desired.
8. Request a vote to override any disputed action of the Board of Directors providing it is communicated to the membership in writing ten (10) days prior to any Membership Meeting and seventy five percent (75%) of those present vote to override the action of the Board of Directors.
9. Vote to employ the Sr. Minister on an annual or multi-year contract. Seventy five percent (75%) of those present and voting must affirm the ministerial appointment.
10. Vote to dismiss the Sr. Minister before the end of his contract. Seventy five percent (75%) of those present must vote to dismiss the Sr. Minister. If the removal is not for cause, the remainder of the contractual salary must be paid to the former Sr. Minister. The contract may provide for payment of less than the full contractual term.

F. Meetings and Quorum

1. Membership Meetings: The congregation shall have two (2) Membership Meetings per year. Such meetings shall be announced at the regular Sunday worship for two (2) weeks in advance of said meeting. The first Membership Meeting shall be held on the

third Sunday in January and shall also serve as the Annual Meeting. Any Special Membership Meeting may act as the second Membership Meeting of the year.

2. Special Membership Meetings: Anytime the affairs of the Church warrant, a Special Membership Meeting may be called by:
 - a. the Sr. Minister,
 - b. a simple majority of the Board of Directors,
 - c. by petition signed by ten percent (10%) of the Members.
3. Written Notice: Written notice stating the date, time and place shall be mailed to all Members at least ten (10) days before any Membership Meeting.
4. Quorum: Fifty percent (50%) of the Members, less the Members in Absentia, shall constitute a quorum at any Membership Meeting.
5. Participation: Each Member of the Church may participate in any Membership Meeting of the Church. Members may not designate their votes by proxy or participate in any other method except by actual attendance.
6. Voting: Except as specifically provided herein, the vote of a majority of Members present and voting shall be necessary for approval of any action being voted upon. A vote by secret ballot may be called for on any issue by the Board of Directors or by a majority of the Members present.
7. Failing a quorum at the Annual Meeting, all elected officials and committee memberships shall have their term of office extended until they are replaced. The terms of the previously adopted budget shall remain in effect until a new budget is adopted by the Members.

ARTICLE III

SENIOR MINISTER

A. Duties

The Senior (Sr.) Minister is ordained to a ministry of Service, Word, Sacrament, and Order and authorized to preach and teach the Word of God, to administer the sacraments of baptism and Holy Communion, and to order the life of the Church for mission and ministry. The Sr. Minister shall be responsible for preaching, conducting and overseeing worship, performing the duties of a pastor and promoting the development and unity of the body of Christ at St. Andrew by the Sea Community Church. The Sr. Minister shall seek and work to lead the congregation to a greater understanding and commitment to the Great Commandment, the Golden Rule, and the Great Commission.

As Administrative Director the Sr. Minister shall be responsible for the functioning of this Church in concert with the Board of Directors, the Church Council, and the congregation. The Sr. Minister shall be an ex-officio member of all committees.

B. Compensation

The compensation of the Sr. Minister shall be based upon an agreement between the Sr. Minister and the Board of Directors.

C. Vacancy

Should a vacancy occur in the office of the Sr. Minister, a Pulpit Committee will be assembled as follows:

1. The Chairman of the Pulpit Committee shall be a Director chosen from and by the Board of Directors.
2. A slate of at least six (6) nominees for the Pulpit Committee, other than the Chairman described in the previous section, shall be presented to the congregation by the Board of Directors at a Special Membership Meeting. Members may nominate from the floor and six (6) will be elected by a majority present and voting.
3. Only one Sr. Minister candidate will be presented to the Members at a time.
4. The Sr. Minister will be chosen by the following steps:
 - a. A majority vote of the Pulpit Committee prior to the candidate's presentation to the Members,
 - b. A seventy five percent (75%) vote of the Church Members voting by secret ballot.
5. A special announcement of a vote for a Sr. Minister shall be made publicly on two (2) consecutive Sundays at the morning worship services and by written notice to the Members.

ARTICLE IV

BOARD OF DIRECTORS

A. Members

1. Number: The Board of Directors shall consist of the Sr. Minister, Finance Committee Chairperson and Church Council Chairperson as non-voting members and nine (9) Directors, elected from the membership of the Church. Each elected Director shall hold office for staggered three (3) year terms, or until his/her successor is duly elected. The expired directorships shall be filled at the annual Membership Meeting. No elected Director shall serve more than two (2) consecutive terms without an interval of one year between terms.

2. Duties: As representatives of the Membership, the Board of Directors shall:
 - a. Uphold the spiritual purpose of this Church as stated in the Charter and Scripture,
 - b. Uphold the highest interest of the Membership in conducting the business of the Church,
 - c. Be conversant with these By-laws,
 - d. Be faithful in attendance at services, board and Membership Meetings of this Church,
 - e. Make determinations of the business needs of this Church and authorize payment of monies for those purposes,
 - f. Administer the property of the Church, both real and personal,
 - g. Make determinations on the purchase, sale or pledge of real or personal property belonging to the Church. All decisions in favor of the purchase, sale or pledge of real or personal property exceeding twenty-five thousand dollars (\$25,000) in value shall be presented to the Membership at a properly constituted Membership Meeting and voted on,
 - h. Authorize the employment of all personnel of this Church other than the Sr. Minister and set and approve their salaries,
 - i. Set dates for the fiscal year,
 - j. Have a qualified accountant audit the financial records of this Church as of the end of the fiscal year just completed, if called for by the Board of Directors or by the Members at an annual meeting, or a formal audit will be performed at least every five (5) years,
 - k. Secure a fidelity bond for the Treasurer, when deemed advisable, in an amount to be set by the Board.

B. Election

1. Qualifications: Any person elected to the Board of Directors must be a Member of the church. He or she shall be a person that:
 - a. Desires to serve on the Board and has been a Member of the church for a minimum of one year,
 - b. Endeavors to live in accord with Jesus Christ's principles of love and truth,
 - c. Furthers the work of this Church through active interest, love and support,
 - d. Is a sincere and continuing student of the Scriptures, conversant with its teachings,
 - e. Has demonstrated leadership capabilities.
2. Nominating Procedure: As presiding officer of the annual Membership Meeting, the President shall:

- a. Call upon the Chairman of the Nominating Committee to present the Committee's nominations,
 - b. Call for nominations from the floor.
3. Election Votes: Votes shall be cast by secret ballot only if more than one nomination for any vacant Director position has been made. The nominees receiving the largest number of votes shall be elected to the Board of Directors.

C. Vacancy and Replacement

1. Vacancy: The office of a Director may be vacated by any of the following means:
 - a. The resignation of the Director.
 - b. The Board voting for the removal of a Director due to absences from three successive regular Board meetings. Absences may be excused by the Board upon written request.
2. Replacement: Should a vacancy occur on the Board of Directors, the Board shall proceed to fill the vacancy at its regular next meeting. In case of emergency, a special meeting may be called. Only persons meeting the qualifications of Article IV, Section A may be considered as replacements. No replacement shall have served as a Director during the year prior to his/her election. A majority vote of those present and voting shall be necessary to elect. The term of the newly elected Director shall expire on the same date as the term of the Director he/she succeeds.

D. Meetings and Quorum

1. Regular Board Meetings: The regular business meeting of the Board of Directors shall be held at the headquarters of the Church each month, on a consistent day or date specified by the Board of Directors. This date is to be publicized to the membership.
2. Special Board Meetings: Special meetings of the Board shall be called by the President under any of the following conditions:
 - a. By request of the Minister,
 - b. By request of two or more Directors,
 - c. As the President deems it necessary.

The request shall be filed in writing with the Board Secretary. Reasonable effort must be made to notify all Directors of any special meeting.

3. Quorum: Five Directors shall constitute a quorum for the transaction of business.
4. Sr. Minister Attendance: The Sr. Minister has the right to attend all Board meetings. He or she must be notified of all special meetings.
5. Executive Session: Any discussion of personnel affecting the good name and character of those persons shall be held in Executive Session of the voting directors and those invited by the voting directors.

E. Officers

Officers of the Board of Directors shall consist of a President, Vice-President, Secretary, and Treasurer. The officers shall be elected at a special called Board meeting no less than two weeks after the annual Membership Meeting. The outgoing president shall call and preside over the special meeting until such time as the new president is elected. They shall assume office at the first regular Board meeting following the annual Membership Meeting. All officers shall be elected by a majority vote of Directors present and voting and shall hold their respective offices for one year or until their successors are duly elected or qualified.

1. President: The President shall:
 - a. Preside at all Board of Director meetings,
 - b. Preside at all Membership Meetings,
 - c. Be an ex-officio member of all committees,
 - d. Sign such papers and documents, upon proper authorization, as may be necessary.
2. Vice-President: The Vice-President shall:
 - a. Perform all the duties of the President in his absence,
 - b. Become President in case the office of the President becomes vacant.
3. Secretary: The Secretary shall:
 - a. Keep, or cause to be kept, an accurate record of the minutes of all board and Membership Meetings,
 - b. Hold in custody and be responsible for all reports, contracts, other than legal papers, minute books, and the corporate seal, which items shall be kept in the Church office at all times or in such other depository as prescribed by the Board,
 - c. Attend to all official business requested by the Board.
4. Treasurer: The Treasurer shall:
 - a. Be custodian of the funds of the Ministry. He/she shall pay out, or cause to be paid out, funds authorized by the Board,
 - b. Keep, or cause to be kept, a record of all financial transactions, and submit a monthly financial report at each regular board meeting,
 - c. Submit a financial report, covering the last complete fiscal period, at the annual Membership Meeting,
 - d. Count, or cause to be counted by the appointment of qualified persons, all funds received, and be responsible for their deposit,
 - e. Place, or cause to be placed, the funds of this Ministry in the bank or other depository approved by the Board.

ARTICLE V

COMMITTEES

A. DEFINITION

1. Administrative Committees shall be the following: Board of Directors, Trustees, Finance, Minister Staff Congregation Relations, and Nominating. The Administrative Committees shall have exactly nine members elected in three year staggered terms.
2. Ministry Committees shall be the following: Nurture, Worship, Music, Education, Outreach, Fellowship, Membership and Welcome, and Public Relations. Each Ministry Committee shall have no less than three members, but shall have no maximum number of members.
3. Church Council: The Chairperson of each Administrative and Ministry committee, or their designee, will form the Church Council. They will meet on a regular basis as determined by the council to coordinate the activities of all committees. The Church Council shall prepare and the chairperson shall present an Annual Report at the Annual Membership Meeting.

B. FORMATION

1. Administrative Committees: The Nominating Committee shall present a list of three suggested Members for each of the Administrative Committees to the congregation at the Annual Meeting. Further nominations may be made from the floor. If an election is necessary, the voting will be by secret ballot and election shall be achieved by the three nominees receiving the largest number of votes. The term of each member shall be for three years. Within two weeks after elections, Administrative Committees shall meet to elect a Chairperson and a Vice Chairperson. These committee officers are to be reported to the Administrative Assistant in the St. Andrew business office.
2. Ministry Committees: The Nominating Committee shall present a list of at least three Members for each Ministry Committee to the congregation at the Annual Meeting. Further nominations may be made from the floor. If an election is necessary, the voting will be by secret ballot and election shall be achieved by a simple majority. The term of each member shall be for one year. Within two weeks after elections, Administrative Committees shall meet to elect a Chairperson and a Vice Chairperson. These committee officers are to be reported to the Administrative Assistant in the St. Andrew business office.
3. Church Council: The Nominating Committee shall present a Member as the nominee for chairperson of the Church Council at the annual meeting. Further nominations may be made from the floor. If an election is necessary, the voting will be by secret ballot and election shall be achieved by a simple majority. The term of the chairperson shall be for one year.

C. REPLACEMENT

1. Administrative Committees: Unless otherwise specified herein, should a vacancy occur on any Administrative Committee, that same committee shall proceed to fill the vacancy at its next regular meeting. In case of an emergency, a special meeting may be called. Only persons meeting the qualifications of membership shall be considered as replacements. No replacement shall have served on that same committee during the year prior to his/her election. If a replacement is necessary it is recommended that the Chairperson consult with the Nominating Committee for the names of any Members that may have indicated an interest in serving on that committee during the previous election cycle. A majority vote of those present and voting shall be necessary to elect. The term of the newly elected committee member shall expire on the same date as the term of the committee member he/she succeeds.
2. Ministry Committees: The duly elected chairperson has the right to solicit and add new members to the committee as needed. If additional members are needed it is recommended that the Chairperson consult with the Nominating Committee for the names of any Members that may have indicated an interest in serving on that committee during the previous election cycle.
3. Church Council Chairperson: If a vacancy in the position of Church Council Chairperson should occur, the Nominating Committee shall nominate a replacement to the Board of Directors. The Board may elect this nominee by a simple majority or elect another nominee of its own choice by a simple majority.

ARTICLE VI

CORPORATE SEAL

The corporate seal of this Church shall include the name of the Church and state of incorporation in a circle, which encloses the year and the words, "Corporate Seal."

ARTICLE VII

MEETING PROCEDURES

Order Of Business: The regular order of business at Board and Church Membership Meetings, unless otherwise agreed upon, shall be:

- A. Opening prayer
- B. Roll Call / Determination of Quorum
- C. Reading and approval of the minutes of the previous meeting(s)

- D. Treasurer's report
- E. Minister's report
- F. Reports of committees
- G. Elections if appropriate
- H. Unfinished business
- I. New Business
- J. Closing Prayer

Robert's Rules of Order shall be the authority of this Church on parliamentary law and its usage, unless otherwise provided by these By-laws.

ARTICLE VIII

BY-LAWS AMENDMENTS

PROCEDURE

Amendments to these By-laws must be made by a vote of 2/3 of the voting Members present at a duly called Membership Meeting. Written notices setting forth the proposed amendments must be mailed to all Members at least 10 days prior to such meeting.

These by laws amended and adopted at a membership meeting on:

January 17, 2010