

By-Laws

of

Sanctuary Birmingham, Michigan

SECTION 1 - Relationship to Constitution and Defintions

These By-Laws are subject to and supportive of the Constitution of Sanctuary Birmingham, MI (the "Constitution"). Unless otherwise defined in these By-Laws, capitalized terms used in the By-Laws shall have the meaning provided to such term in the Constitution.

SECTION 2 – Modification of By-Laws

Unless specifically stated in the Constitution or in these By-Laws, these By-Laws may be modified by a majority vote of Church Council. If Church Council so determines, Church Council may require that any specific proposed modification to these By-Laws must be approved or rejected by a vote held at a business meeting of the Church, provided notice of the proposed modification has been provided to the congregation at least one week prior to such business meeting.

SECTION 3 - Organization Of Ministry Teams

Section 3.1. MINISTRY TEAMS. Ministry teams shall carry out the mission of the Church and shall have authority to make decisions and to take action within the policies of the Church on matters in their jurisdiction, subject to the general direction of the Church Council or as set forth below.

- a. Ministry teams may be established by Church Council as either (i) a standing committee with a continuing purpose, or (ii) a committee with a temporary purpose.
- b. Except as set forth in the Constitution or in these By-Laws, ministry team members, including any leader of such team, shall be volunteers, and are not required to be elected. Ministry team members shall be considered Volunteer Directors for the purpose of Article XVI of the Constitution.
- c. Each leader of a ministry team shall be aligned with a member of Church Council or with a member of the pastoral or professional staff of the Church; such alignment shall be determined at the time of formation of the ministry team and shall be for the purpose of accountability and guidance.
- d. If a ministry team requires funds to carry-out its mission, such funds shall either be established at the time such team is created (for temporary ministry teams) or in the annual budget (for standing ministry teams). The Church Council member or Church pastoral or professional staff member aligned with a ministry team shall have the ability to approve any expenditures of such ministry team, provided such expenditure is within the budget established for such team.
- e. Certain ministry teams shall be established in these By-Laws as teams affiliated with Church Council as set forth in Section 3.2 below.

Section 3.2. CHURCH COUNCIL AFFILIATED MINISTRY TEAMS, SUB-COMMITTEES AND POSITIONS. The standing ministry teams, the leadership of such teams, the Church Council sub-committees and the positions that are directly responsible to Church Council shall include:

- a. The Facilities Team, consisting of an elected Director, who shall serve on Church Council and be an officer of the Church, and additional members invited by such Director as needed. The term of the Director shall be one year, and the terms of team members shall be as agreed by each such team member with the Director. A Director may serve an unlimited number of one-year terms. The duties of the Facilities Team are set forth in Section 3.3 below.
- b. The Coordinator of Human Resources and Payroll shall be an elected position and shall report to the Vice Moderator. The term of the Coordinator shall be one year, and such Coordinator may serve an unlimited number of terms. The Coordinator may select additional persons to assist in the performance of the duties of the Coordinator as needed, but any such persons must be an

Active Member of the Church. The work of the Coordinator of Human Resources and Payroll is described in Section 3.4 below. The Coordinator of Human Resources and Payroll shall be a Limited Scope Corporate Officer, as such is described in the Constitution.

- c. The Coordinator of the Endowment shall be an elected position and shall report to the Moderator. The term of the Coordinator shall be one year, and such Coordinator may serve an unlimited number of terms. The Coordinator may select additional persons to serve on the Endowment Team and/or to assist in the performance of the duties of the Coordinator as needed, but any such persons must be an Active Member of the Church. The work of the Coordinator of the Endowment is described in Section 3.5 below. The Coordinator of the Endowment shall be a Limited Scope Corporate Officer, as such is described in the Constitution.
- d. The Administrative Sub-committee of Church Council (the "Administrative Team"), as further described in Section 3.6 below.

Section 3.3. FACILITIES TEAM. The Facilities Team is responsible for the real and physical property of the Church. In addition to supporting the performance of the functions ascribed to the Director of Facilities in the Constitution, the work of the Facilities Team shall include, but not be limited to, the following:

- a. Subject to any related terms in the Constitution, take all measures necessary for the protection, management, refurbishment, maintenance, and disposal of all property belonging to the Church, and for the procurement of services of any third parties required to perform or assist in the performance of any such measures.
- b. Have responsibility for coordinating with the Church Council on the use of Church property for purposes other than the usual Church services and meetings and establish the proper fees and terms for such use.
- c. Determine the responsibilities of the custodial services and participate in evaluation of the provision of those services.
- d. In advance of the annual budget process each year, present to the Church Council or the Administrative Team, as directed by Church Council, a recommended Facilities budget for the following fiscal year.
- e. Prepare check requests for all budgeted bills associated with the work of the Facilities team and submit to the Treasurer for payment.
- f. Monitor on a regular basis all financial transactions and budget line-item performance related to the work of the Facilities Team.
- g. Follow the adopted budget and guidelines of the Church Council in the general conduct of the Team's business.

Section 3.4. COORDINATOR OF HUMAN RESOURCES AND PAYROLL. The Coordinator of Human Resources and Payroll is responsible for administering the necessary processes supporting personnel decisions of Church Council. The work of the Coordinator of Human Resources and Payroll shall include, but not be limited to, the following:

- a. Perform all on-boarding tasks associated with new Church employees, such as but not limited to, performing the required federal and state new employment verification and taxation procedures, completing enrollment in the electronic payroll processes, and other administrative tasks as required by the Church and applicable law, and as requested by such new employee.
- b. Recommend changes to and maintain personnel policies for the paid and volunteer staff of the Church. This includes the maintenance and updating of the Church's "Personnel Policies and Procedures Manual," or equivalent document. For purposes of the Constitution, such Manual shall be considered to be part of the By-Laws, although the content of such Manual may be modified and amended from time to time by the processes set forth in this Section 3.4(b).

- c. Recommend changes to and maintain the job descriptions for the Church's non-pastoral employed staff.
- d. In coordination with the Treasurer, and as required, liaise with the American Baptist Churches - USA benefits board, or similar benefits provider, on behalf of the Church.
- e. The Coordinator shall serve as liaison with the Pastoral Relations Committee, as established in Article VIII, Section 5 of the Constitution, for the purpose of relaying pastoral concerns to Church Council.
- f. Provide for an annual performance review of the Pastor(s).
- g. Coordinate an annual performance review of all other employees within the Church not covered in (f) above; involve persons who work with such employee on a regular basis.
- h. Assist the Pastor(s) and appropriate ministry teams in selecting and hiring non-pastoral Church employee(s).
- i. In advance of the annual budget process each year present to the Administrative Team and or Church Council, as directed by Church Council, a recommended Human Resources budget for the following fiscal year.
- j. In coordination with the Treasurer and, as necessary, the Administrative Team, select and retain the services of a payroll processor and, as required, a benefits administrator.
- k. In coordination with members of Church Council as appropriate, authorize check requests for all budgeted, non-payroll bills associated with Human Resources and submit to the Treasurer for payment. This includes expenditures for continuing education, hospitality, mileage, and similar aspects of the Human Resources budget for each staff person of the Church.
- l. Monitor on a regular basis all financial transactions and budget line-item performance related to Human Resources.
- m. Follow the adopted budget and guidelines of the Church Council in the general conduct of the human resources function.

Section 3.5. ENDOWMENT TEAM. The Endowment Team is responsible for the management and disbursement of all Church endowment funds and shall:

- a. Manage and advance the Church's endowment funds. This may include, as appropriate, the selection and retention of at least two third-party investment advisors and/or security trading entities.
- b. Invest such funds in accordance with guidelines established by the Endowment Team and keep the Administrative Team and Church Council informed from time to time about such investment strategies and guidelines. Subject to any applicable restrictions related to a specific endowment fund, the strategies and guidelines shall also include policies for determining the amount of each endowment fund which is available for distribution in a fiscal year.
- c. Maintain complete and accurate records of the funds which shall be subject to review by Church Council or a third-party auditor retained by Church Council as appropriate.
- d. Maintain an official record of the nature of each endowment fund and the purposes for which the funds have been given and the restrictions on the use of such funds. If no restrictions (i) on the purpose for which such funds may be used were placed on such funds at the time an endowment fund was created, whether by the grantor, by the terms of the bequest, or by Church Council, or (ii) on the use of the capital or earnings of an endowment fund were placed on such funds at the time an endowment fund was created, whether by the grantor, by the terms of the bequest, or by Church Council, then (iii) subject to any Endowment Team policies which limit the distribution of capital, the capital and earnings of an endowment fund shall be considered fully available for distribution for any approved purpose in a fiscal year.
- e. Provide a written report, including name and purpose, of each of the endowment funds to the Church at the annual Church meeting.

- f. Distribute available endowment funds (i) in accordance with the annual budget, as such funds are requested by Church Council, or (ii) pursuant to a request by a ministry team, so long as the purpose of the request aligns with any restrictions applicable to the endowment funds and such distribution is in accordance with the approved budget for such ministry team, or (iii) pursuant to a request from Church Council for an approved non-budgeted expense.
- g. Review each distribution to assure that such distribution meets the requirements in (d) above.
- h. Annually make Church Council and applicable ministry teams aware of the purposes and restrictions of funds applicable to the work of each such group.
- i. Where funds are offered or bequeathed to the Church as an endowment and such offer or bequest contains proposed restrictions on the use of such funds, advise Church Council about the restriction, and if the restrictions do not align with the mission of the Church, as determined by Church Council, work with the applicable grantor or administrator to alter or remove such restrictions if possible and if such restriction may not be removed or altered, communicate the decision not to accept such funds to the grantor or administrator.

Section 3.6. ADMINISTRATIVE TEAM. As needed, the Moderator may convene monthly, or more frequently as required, a sub-committee of Church Council consisting of the Director of Giving, the Treasurer, the Director of Facilities, and the Coordinator of the Endowment, to review the financial status of the Church and to make recommendations to Church Council regarding the stewardship of Church funds. This may include the following tasks:

- a. In advance of the annual business meeting each year, present to the Church Council a recommended budget for the following fiscal year.
- b. Identify and recommend to the Church Council sources of funds necessary to meet all expenses within the budget, as adopted, or make appropriate recommendations for budget modifications.
- c. Recommend to the Church Council actions on all non-budgeted expenditure plans and bills submitted to the Church before expenditure or payment is made.
- d. Confirm the appointment of assistants to the Director of Giving and the Treasurer as such assistants are proposed by the Director of Giving and/or Treasurer.
- e. Be responsible for recommending uses of all Church memorial funds and will:
 - i. Maintain complete and accurate records of the funds, which shall be subject to review.
 - ii. Maintain an official record of the nature of any specific gifts to the memorial fund and the purposes for which such gifts have been given and the restrictions in the use of such gifts. If there are restrictions on the use of a gift which are identified at the time a gift is made, the Administrative Team will identify such restrictions to Church Council, and Church Council shall determine whether the proposed restrictions will impose conditions on the Church which may not be supportive of the current direction and goals of the Church; in such case, Church Council may decide that such gift be respectfully declined and, the Secretary or Director of Giving will so communicate to the donor regarding the proposed gift.
 - iii. Coordinate the use of memorial funds; review and assure each distribution meets the requirements in (ii) above; and issue check requests for the disbursement of the Church's memorial funds. If the intended use of such funds will affect an aspect of the Church's operations or services, coordinate with the responsible Church staff member or mission team on the implementation of the plan for use of such funds.
 - iv. Provide a written report of the memorial funds to the Church at the annual Church meeting.
 - v. Have the option to recruit volunteers from the Church to serve as a Memorial Fund Committee to perform all or a portion of the above duties.

- vi. Work with the Secretary or Director of Giving to ensure that a letter of gratitude is provided to the donor.

SECTION 3.7. VACANCIES. If there are unfilled positions on Church Council, or for the Limited Scope Corporate Officer positions described in Section 3.2 above, then the Moderator may request one or more Active Members of the Church who have the ability and a reasonable level of pertinent knowledge, to perform those tasks assigned to such vacant role that are immediately required to maintain the normal functioning of the Church, for so long as such role(s) remain unfilled and the Active Member(s) remain willing to so perform. The performance of such tasks by such Active Members shall be accepted as valid and binding upon the Church and shall be authorized during the period of their performance to the same extent as if the person performing such tasks were on Church Council or were a Limited Scope Corporate Officer.

SECTION 4 – Church Membership, Baptism and Dedication

- a. Any person may become a Member of this Church who has met the qualifications set forth in the Constitution or in these By-Laws.
- b. Children under the age of eighteen may not be considered Active Members of the Church for purposes of filling any role which requires a person to be an Active Member, such as but not limited to a Director, Corporate Officer, Limited Scope Corporate Officer or an assistant to a Director, Corporate Officer or Limited Scope Corporate Officer. Children under the age of eighteen, regardless of Membership status, may not vote on any matter presented at a business meeting of the Church.
- c. A person wishing to become a Member of the Church may make their desire known to a Pastor or to a member of Church Council. The lead Pastor shall confer with the prospective member and make their recommendation regarding membership to Church Council; acceptance of the candidate for membership by both the lead Pastor and Church Council is required. If the acceptance is conditional, Church Council will work with such person on satisfying any conditions for membership; until such conditions are satisfied, the prospective member shall not be accepted for membership. The prospective member shall be received into the Church at a mutually agreeable worship service. Orientation of new Members and the assignment of sponsors, if any, to new Members may be determined by the lead Pastor or as determined by Church Council.
- d. If a person has not been baptized and would like to be baptized in the Church, such baptism shall be by immersion, as conducted by a Pastor of the Church or in the absence of a Pastor, by a clergy member who is acceptable to the Vice Moderator and who is competent to baptize by immersion. The Church accepts candidates for baptism who are at least eight years of age, and who have met with the Pastor of the Church to review the spiritual significance of baptism. If conditions warrant (e.g., infirmity, age, inability to navigate the Church's baptistry), the Pastor may perform a baptism other than by immersion.
- e. For clarity, the Church does not practice infant baptism, but may dedicate infants or children, in accordance with the request of a parent.

SECTION 5 – Weddings

- a. Terms related to the conduct of weddings in the Church are to be set forth in a "Wedding Handbook," prepared by the Facilities Team. The Facilities Team shall keep such Wedding Handbook current as to related fees and conditions. For purposes of the Constitution, the Wedding Handbook shall be considered to be part of the By-Laws, although the content of the Wedding Handbook may be modified and amended from time to time by the processes set forth in this Section 5(a).

- b. The role of Church Pastor(s) and staff, and the use of non-Church pastors or officiants, in the conduct of weddings in the Church shall be set forth in the Wedding Handbook.
- c. Wedding ceremonies involving persons previously married or same-sex couples may be held in the Church.
- d. Any wedding ceremonies in the Church must be primarily Christian in nature, although interfaith marriages and the inclusion of non-Christian officiants in the conduct of the ceremony are permitted in accordance with the Wedding Handbook.
- e. Wedding ceremonies of non-Members and persons not affiliated with the Church are permitted provided all the terms in the Wedding Handbook are accepted and all required fees are paid.

SECTION 6 – Funerals

- a. Terms related to the conduct of funerals in the Church are to be set forth in a “Funeral Handbook,” prepared by the Facilities Team. The Facilities Team shall keep such Funeral Handbook current as to related fees and conditions. For purposes of the Constitution, the Funeral Handbook shall be considered to be part of the By-Laws, although the content of the Funeral Handbook may be modified and amended from time to time by the processes set forth in this Section 6(a).
- b. The role of Church Pastor(s) and staff, and the use of non-Church pastors or officiants, in the conduct of funerals in the Church shall be set forth in the Funeral Handbook.
- c. Any funerals or memorial services in the Church must be primarily Christian in nature, although the inclusion of non-Christian officiants in the conduct of the service are permitted in accordance with the Funeral Handbook.
- d. Funerals of non-Members and persons not affiliated with the Church are permitted provided all the terms in the Funeral Handbook are accepted and all required fees are paid.

SECTION 7 - Effective Date

These initial By-Laws shall become effective on _____, and shall replace as of that date, all prior By-Laws, as such may have been amended from time to time, which were adopted by this Church.

Any actions or decisions made after June 18, 1995, and before October 2, 2022 under the prior By-Laws or any portions thereof which may have been suspended and replaced by an approved alternative section by congregational vote during such time period, which, if such action or decision had been made under these By-Laws, would have been valid and duly authorized, shall be considered to be so valid and duly authorized under the prior By-Laws.