

**Constitution**

**of**

**Sanctuary Birmingham, Michigan**

## **PREAMBLE**

### **The Sanctuary Covenant**

Recognizing that God first loved us and gave us the gifts of Jesus Christ, the Holy Spirit and the Bible, we covenant with God and with one another:

- To uphold our fundamental liberties of soul freedom, Bible freedom, church freedom and religious freedom
- To engage in the dedication of children, believer's baptism, and the Lord's Supper
- To recognize our need for each other
- To provide a nurturing environment through mutual love, care and respect
- To welcome all persons to our Church
- To encourage spiritual growth through family and personal devotion, Bible study and prayer
- To participate in worship, fellowship, stewardship and service
- To share the gifts God has given us as a Church and as individuals
- To cooperate with American Baptists and to work for Christian unity and interfaith understanding
- To be just in our dealings, demonstrate compassion, and respect God's creation
- To teach and learn as a community, and
- To share the Gospel as we practice Christian discipleship as a life-long journey.

As God has been faithful to us in the past, we trust God to help us become a people of vision for today and tomorrow.

### **ARTICLE I - NAME**

The corporate name of this organization shall be SANCTUARY BIRMINGHAM, MI. All the usual activities of the Church may be conducted under the name of Sanctuary Birmingham, MI.

### **ARTICLE II - PURPOSE**

The purpose of this Church shall be to regularly engage in the public worship of God, to preach the Gospel in word and in action, to support and develop those who seek to understand the Christian faith and to live in accordance with the teachings of Jesus, and to express God's love through service to others.

### **ARTICLE III - DENOMINATIONAL COOPERATION**

It is the intent of this Church to cooperate with the work of the American Baptist Churches in the U.S.A., and any local, state or other affiliated organizations as determined by Church Council, by maintaining an active affiliation with such organizations. This Church shall not disassociate itself from the American Baptist Churches in the U.S.A. except by a duly adopted amendment to the Constitution of this Church.

### **ARTICLE IV - MEMBERSHIP**

Section 1. QUALIFICATIONS. Any person may become a Member of this Church:

- (a) Upon confession of faith in Jesus Christ as Savior and Lord, or

(b) By letter from any other Christian church, and

(c) In each case, acceptance by the lead Pastor and approval by Church Council.

The process for becoming a Member shall be further outlined in the Church By-Laws.

Section 2. RESPONSIBILITIES AND PRIVILEGES OF MEMBERSHIP. Members are to attend regularly the services of this Church; to give systematically for its support and benevolence; and to share in its organized work and outreach. Only Active Members (as defined in Section 3 below) and Directors may vote upon (i) the disassociation of the Church as set forth in Article III, (ii) the dissolution of the Church, (iii) a modification to the Reversionary Clause set forth in Article XV or an action to be taken under such Reversionary Clause, (iv) the sale of real property owned by the Church, (v) a change to the Church's charitable organization status under section 501(c)(3) of the Internal Revenue Code or of the Church's status as an ecclesiastical corporation under applicable Michigan law, (vi) a change to the Constitution, or (vii) as set forth in the By-Laws. Persons who are deemed Inactive Members under Section 3 below may not vote on the matters described in this Section 2.

Section 3. USE OF TERM "MEMBER(S)." Unless otherwise stated, all references in this Constitution to the capitalized term "Member(s)" means, collectively, Active and Inactive Members, as each are described below. A person shall be an Active Member unless such person (i) has indicated a desire to be considered Inactive, or (ii) for twelve months or more, has not consistently participated in the worship services of the Church, *and* has not either (a) consistently participated in the Church's organized work and outreach or (b) consistently offered financial support, in which case such person shall be an Inactive Member. Inactive Members may not vote on any matter before the Church.

## **ARTICLE V - GOVERNANCE**

Section 1. CORPORATE OFFICERS. The Corporate Officers of this Church shall be:

Moderator  
Vice-Moderator  
Treasurer  
Secretary  
Director of Facilities  
Director of Giving

If required to meet applicable government regulations related to non-profit corporations, the following titles for specific Corporate Officers may be substituted and used for all purposes without further modification of this Constitution being required: the title "President" for the title "Moderator," and the title "Vice President" for the title "Vice-Moderator." Corporate Officers and Directors shall serve a term of one-year and may serve consecutive terms without limitation unless otherwise specified in the Church By-Laws. Additional elected positions may be specified in this Constitution and in the By-Laws for specific purposes, with stated limited scope of authority, and with a specific title (hereinafter, "Limited Scope Corporate Officers"); such Limited Scope Corporate Officers are not members of Church Council but are subject to the direction of Church Council. Additionally, such Limited Scope Corporate Officers shall have signature authority to bind the Church in those administrative duties associated with the limited scope of their position. Unless specifically included, Limited Scope Corporate Officers are not included in the term Corporate Officers as used in this Constitution but are included in the generic uncapitalized term "officers" or "elected Church officers."

Section 2. CHURCH COUNCIL. The Church Council shall establish the general direction of the Church, in accordance with the following:

- (a) The membership of the Church Council shall include the Corporate Officers, and any other roles as specified by the By-Laws, so long as the non-pastoral membership of Church Council includes seven roles.
- (b) The presiding officer of the Church Council shall be the Moderator of the Church, or, if absent, the Vice-Moderator.
- (c) The Moderator shall schedule regular meetings of the Church Council to be held at least quarterly throughout the year, or more frequently as may be necessary. Special meetings may be called at any time by the Pastor(s), or the Moderator, or in the absence of the Moderator, the Vice-Moderator, or upon request of a majority of the members of the Church Council, or by the Secretary.
- (d) A simple majority of the members of the Church Council shall constitute a quorum.
- (e) If required to meet applicable government regulations related to non-profit corporations, the Church Council shall constitute the Board of Directors of the Church, and such term may be substituted and used for all purposes without further modification of this Constitution being required. At least three non-pastoral members of the Church Council shall be titled a Director, and such term may be used by Corporate Officers and Directors as and where required to signify membership on the Board of Directors. Other persons may be asked by Church Council to serve Church Council in an advisory capacity without being elected; such persons may attend meetings of the Church Council but may not vote on matters before Church Council.
- (f) Church Council may identify a sub-committee of members of Church Council to meet and review, research or coordinate on matters as determined by Church Council. However, meetings held by such sub-committees do not constitute a quorum for purposes of conducting a meeting of Church Council, and no votes binding on Church Council may be taken by such sub-committees.

Section 3. ORGANIZATION OF THE CHURCH. Ministry teams shall carry out the mission of the Church and shall have authority to make decisions and take action within the policies of the Church on matters in their jurisdiction, subject to the general direction of the Church Council. The ministry teams, and other elected Church officers not specified in this Article, shall be as set forth in the By-Laws, or, until such By-Laws are established, as determined by Church Council.

Section 4. ELECTION OF CHURCH OFFICERS AND DIRECTORS.

- (a) All Corporate Officers and Limited Scope Corporate Officers shall be Active Members of this Church. Corporate Officers, Limited Scope Corporate Officers and other Directors shall be elected at the annual election during the month of October and shall serve for a period of one year, or until their successors are elected.
- (b) Directors who are not Corporate Officers are not required to be Active Members; however, an Inactive Member may not be a Director. All Corporate Officers, Limited Scope Corporate Officers and Directors shall be informed as to the duties pertaining to their respective roles and shall assume their position on January 1 or immediately if they are to fill a vacancy.
- (c) After approval of such by Church Council, all notes, mortgages, contracts, legal filings, employee agreements and such other documents which may be required to be executed on behalf of the Church

shall be signed by one or more of the Corporate Officers or by a Limited Scope Corporate Officer within the scope of their authority. The Moderator shall be authorized to sign for the Church or the Board in any instance without additional signatures or without specific signature authorization (unless otherwise required by applicable law or the terms of such document); additional signature authorization for specific Directors may be as specified in this Constitution or in the Church By-Laws. For all other actions or documents not governed by this Section or the By-Laws, the Church Council, by official action, shall specify the officers who may be authorized to act in each such instance.

Section 5. REMOVAL FROM OFFICE. Any elected officer or Director who fails to faithfully perform the duties pertaining to the office shall, upon recommendation by the Church Council, be subject to removal from such office by majority vote at a Church business meeting.

## **ARTICLE VI - DUTIES OF THE OFFICERS**

Section 1. MODERATOR. The Moderator is the chief elected officer of the Church and shall:

- (a) Chair the Church Council and shall preside at all business meetings of the Church.
- (b) Serve as an ex-officio member of the Church teams, committees and auxiliary organizations of the Church.
- (c) Assist the Pastor(s) in promoting the program of the Church.
- (d) Other duties as set forth in the By-Laws and as assigned to a President by applicable Law.

Section 2. VICE-MODERATOR. The Vice-Moderator shall assist the Moderator and, in the Moderator's absence or when specifically requested by the Moderator, preside at any meetings of the Church Council or business meetings of the Church. The Vice-Moderator shall have other duties as set forth in the By-Laws and as assigned to a Vice-President by applicable Law.

Section 3. SECRETARY. The Secretary shall:

- (a) Keep accurate minutes of the business proceedings of the Church and maintain an up-to-date record of Church Council and Church business meeting minutes. Church business meeting minutes shall be available to Church Members and included in the annual report.
- (b) Preserve and properly retain all letters, reports and other documents pertaining to the office.
- (c) Assist in preparing any required reports.
- (d) Serve as secretary of the Church Council.
- (e) Deliver immediately to any successor all books, files, records and other documents related to the office.
- (f) Keep accurate records of the reception, transfer, termination, and Inactive status of Members.
- (g) Keep a complete roll of the Members of the Church and their addresses.
- (h) Issue letters of transfer and certificates of Christian standing as requested by the Member and authorized by the Pastor.

- (i) Perform other duties as set forth in the By-Laws and as assigned to a Secretary by applicable Law.

Section 5. TREASURER. The Treasurer shall:

- (a) Except for those funds managed by an endowment committee in accordance with the Church By-Laws, be the custodian of all Church funds. All disbursements from such funds shall use traceable transfer methods, whether via check or electronic disbursement, in accordance with such guidelines and procedures as may be determined by Church Council or as required by applicable law.
- (b) Approve the payment of all expenses.
- (c) In cooperation with the Director of Giving, keep the Church Council advised as to the Church's financial condition monthly.
- (d) Present to the Church at its annual business meeting, or more often if so requested, a report of receipts and disbursements.
- (e) Follow the adopted guidelines of the Church Council in the general conduct of the office.
- (f) Provide that all disbursements are handled in a timely manner.
- (g) Appoint Assistant Treasurer(s) as needed to assist in the performance of the Treasurer's duties and have the selected person(s) approved by the Church Council. The scope of authority granted to Assistant Treasurers shall be set forth in the By-Laws.
- (h) Deliver immediately to any successor all books, files, records and other documents related to the office.
- (i) Perform other duties as set forth in the By-Laws and as assigned to a Treasurer by applicable Law.

Section 6. DIRECTOR OF GIVING. The Director shall:

- (a) Receive all financial contributions made to and in the name of the Church.
- (b) Maintain records both as to the source and amount of such contributions as well as to their disposition.
- (c) Deposit funds in bank accounts as established by the Church Council as soon as possible after receipt.
- (d) Furnish regular contributors of record with quarterly and annual statements of their contributions.
- (e) In cooperation with the Treasurer, keep the Church Council advised as to the Church's financial condition monthly.
- (f) Follow the adopted guidelines of the Church Council in the general conduct of the office.
- (g) Appoint assistants as needed to assist in the performance of the Director's duties and have the selected person(s) approved by the Church Council.

(h) In advance of the annual budget process each year, present to the Church Council a recommended Church income budget for the following fiscal year.

(i) Deliver immediately to any successor all books, files, records and other documents related to the office.

Section 7. DIRECTOR OF FACILITIES. The Director shall:

(a) Ensure the Church facilities are maintained, updated and repaired in order to preserve Church physical assets and promote an attractive and safe environment for those who enter the building.

(b) Engage contractors and other vendors as required in order to repair and maintain the Church assets.

(c) Select and contract with appropriate insurance companies for protection of Church assets and appropriate other liabilities and situations.

(d) Work with appropriate governmental agencies to ensure infrastructure systems meet applicable standards and regulations.

(e) Negotiate property leases and building usage agreements, and the associated fees. Building usage agreements which will have a perpetual period of use, or which will impact Church usage of the portion of the Church covered by the building usage agreement, or which would have a defined usage term longer than one (1) year, must be approved by Church Council prior to signature.

(f) Identify to Church Council any building updating, repair, maintenance or replacement work which will require a capital campaign.

(g) Keep accurate records of work done on the Church building and real property assets.

(h) Preserve and properly retain all letters, reports and other documents pertaining to the office.

(i) Assist in preparing any required reports.

(j) Deliver immediately to any successor all books, files, records and other documents related to the office.

(k) Perform other duties as set forth in the By-Laws.

Section 8. CHURCH COUNCIL. The work of the Church Council shall include, but not be limited to, the following:

(a) Consider and discuss all matters of importance as they pertain to the total life and work of the Church.

(b) Conduct the business of the Church on all matters that do not require action by the Church at a Church business meeting, including the retention of advisors or experts as required to further the needs of the Church.

(c) Consider all matters of importance before being presented to the Church for approval, disapproval or information at a scheduled business meeting.

(d) Hold in trust all property belonging to the Church.

- (e) Have authority for governing the use of Church property.
- (f) Approve all non-budgeted bills submitted to the Church before payment is made; all non-budgeted bills will be presented to the Church Council by the Treasurer.
- (g) Secure the necessary funds to meet all expenses within the budget, as adopted, and to maintain and advance the work of the Church or recommend to the Church budget revisions to accommodate funding differences.
- (h) In advance of the annual business meeting each year, present to the Church a recommended budget for the following fiscal year.
- (i) Perform such other duties as are imposed upon it by the Church and/or governmental agencies.
- (j) Establish other committees and task forces as needed, in accordance with the By-Laws.
- (k) Inform newly elected officers, and other personnel about constitutional provisions governing their responsibilities.

## **ARTICLE VII - ELECTIONS**

Section 1. ANNUAL ELECTION. The annual election of officers, Directors, and any other positions as specified herein or in the By-Laws, shall be held at a Church business meeting in October (or in any event, no later than December 1). Terms of those elected shall begin on January 1 of the coming year.

Section 2. QUORUM. The quorum necessary for any business meeting of the Church, except as otherwise provided in this Constitution or the By-Laws, shall be established for each year by Church Council and shall, at a minimum, equal twenty percent (20%) of the total Active Members as determined by the Secretary. A majority of persons present and voting at a business meeting shall be sufficient to decide any question presented, unless otherwise provided by this Constitution or the By-Laws.

Section 3. QUALIFICATION OF VOTERS. All matters pertaining to the purchase, sale or mortgaging of property shall be voted on only by those of legal age. Except as provided for in Article IV Section 2, on all other matters, all Members and those present at the business meeting are entitled to vote.

Section 4. PROCEDURE. At least one week before the annual election, the names of one or more persons for each office and position to be elected shall be posted in the Church. At the annual election, it shall be the privilege of any person present and qualified to vote, to place in nomination the name of any eligible person for any office, not so nominated, and upon majority vote of those present and qualified to vote, such nomination shall be valid. Elections shall be by voice vote unless the use of a written ballot is unanimously approved by those present and voting. A majority of the votes cast is necessary for the election of any officer or position, unless otherwise provided in this Constitution or the By-Laws.

Section 5. VACANCIES. Vacancies occurring during the year shall be filled by Church Council for the remainder of the term. The unexpired term beyond the current year shall be filled according to the procedure outlined in Section 4 above

Section 6. LIMITATION. No person shall hold more than one elected office or position at any time, except a person may hold two elected offices or positions at the same time if one of those elected positions is to the Pastoral Relations Team.



## **ARTICLE VIII - THE PASTORATE**

### **Section 1. DUTIES OF PASTOR(S).** The Pastor(s) shall:

- (a) Lead the Church in all its activities, except for those matters reserved for the Church Council or elected officers, or requiring a vote of the Church as set forth in this Constitution or the By-Laws, or as set forth in the By-Laws.
- (b) Preach the gospel, serve communion, have charge of the stated services of public worship, and direct the spiritual welfare of the Church.
- (c) In accordance with the By-Laws, welcome new Members, perform baptisms, and officiate at weddings and funerals as available.
- (d) Fulfill those specific responsibilities outlined by the Church in a position description.
- (e) Serve as an ex-officio member of the Church Council (but may not vote on matters in front of Church Council), all ministry teams, committees, and auxiliary organizations of the Church.

**Section 2. CALLING A PASTOR.** When it is necessary to call a pastor, the Moderator shall recommend to the Church Council for approval, a representative Pastoral Search Committee of five (5) or more persons. It shall be the duty of this Committee to:

- (a) Take the necessary steps to secure the names of prospective pastors.
- (b) Investigate the merits of each person under consideration in regard to personal faith and character, education, ministerial record and preaching ability in determining fitness for said pastorate.
- (c) Recommend a candidate to the Church for consideration.

The call of a pastor shall come before the Church for consideration at a business meeting, special notice of such meeting and its purpose having been read by the Moderator or other Church officer on two successive Sundays, and upon written or electronic notice to the Church at least two weeks prior to such meeting. A vote of two-thirds (2/3) of those present and qualified to vote, provided there be present and voting one-third (1/3) of the total Active Membership, shall be necessary to extend a call. Only one candidate shall be presented to the Church at one time. The vote shall be by written ballot. In accordance with the By-Laws, regularly attending non-Members who request to participate in the vote at least one week prior to the scheduled business meeting, and Active Members are qualified to vote on extending a call.

**Section 3. PASTORAL TERM OF SERVICE AND BENEFITS.** A pastor shall be called for an indefinite period of time. Salary, vacation and other benefits shall be fixed at the time of call in an employee agreement between the Church and the pastor and, except for salary (which is included in the annual budget approved at the annual meeting), may be changed by vote of the Church Council. Salary and expense allowances, if any, shall be paid in regular installments, as directed by the Church Council and set forth in the employee agreement.

### **Section 4. TERMINATION OF A PASTOR.**

- (a) **By resignation.** The term of a Pastor may be ended upon thirty (30) days notification to the Church Council by the Pastor.

- (b) By dismissal. Unless otherwise set forth in the applicable employee agreement or in the By-Laws, the term of a Pastor may be ended upon thirty (30) days notification to the Pastor by the Moderator, after a vote by Church Council approving such dismissal.

Section 5. PASTORAL RELATIONS TEAM. The Pastoral Relations Team shall:

- (a) Consist of at least two members, one of which shall be selected by the lead Pastor and one of which shall be selected by Church Council, and a Coordinator. The Coordinator of the Pastoral Relations Team shall be elected by the Church at the October election business meeting.
- (b) Serve as a confidential advisory group to the Pastor(s).
- (c) Understand and interpret the roles of ministry.
- (d) As required or requested, provide a communications link between the Pastor(s) and the congregation and help the Church and the Pastor(s) deal with conflict.
- (e) Counsel with the Pastor(s) regarding continuing education.
- (f) Monitor the evaluation process for fairness and review the compensation for the Pastor(s) annually.
- (g) Assist in start-up and termination procedures of a Pastor.

**ARTICLE IX - STANDING COMMITTEES**

The Church Council, from time to time, as needed to assist in meeting current or future needs of the Church, may, at its discretion, establish standing committees or task forces to address such needs. Each such standing committee or task force shall report as specified by the Church Council. Any such standing committee or task force may be disbanded by the Church Council.

**ARTICLE X - MEETINGS**

Section 1. DEVOTIONAL MEETINGS.

- (a) The Church shall meet weekly for worship and the preaching of the Gospel.
- (b) The Church shall meet for the observance of the Lord's Supper upon the first Sunday of the month, or at such other times as the Pastor may decide.
- (c) The Church may conduct weekday services as may be planned by the Pastor(s) or a ministry team.

Section 2. BUSINESS MEETINGS. Except as otherwise set forth in this Constitution or the By-Laws, or called by Church Council for the purpose of a Church vote, there shall be two business meetings of the Church:

- (a) The election of officers, Directors, and any other positions as specified in the By-Laws, shall be held annually in October or as otherwise provided by this Constitution or the By-Laws.
- (b) The annual Church business meeting shall be held no later than the second Sunday in February for the purpose of receiving the annual reports of individual officers, Directors and ministry teams of the Church

and its auxiliary organizations and for the transaction of such other business as is proper to come before this meeting. A complete budget for the current year's operation shall be adopted at this meeting.

Section 3. OTHER MEETINGS OF THE CHURCH. Meetings of the Church may be called by the Pastor(s), the Moderator, or by the Secretary or upon written request signed by 20% of the Active Members of the Church. Notice of such special meeting, and the purpose for which it is being called, shall be read by a Church officer at least two (2) weeks in advance of the date of the meeting, unless otherwise provided for in the Constitution or By-Laws. As determined by Church Council, regular communication meetings may be held to keep the Church informed of Church matters and activities. Meetings called under this Section 3 shall not be considered to be business meetings of the Church.

#### **ARTICLE XI - CHURCH YEAR**

The fiscal year of the Church shall begin on the first (1st) day of January and close on the last day of December. A new fiscal year may begin, and the ordinary and necessary expenditures required for the regular operation of the Church may be made, even though the budget for the current fiscal year will not be adopted until the annual business meeting of the Church.

#### **ARTICLE XII- LICENSING AND ORDAINING**

Section 1. LICENSING. Any Member of this Church who, in the judgment of the Church, gives sufficient evidence of personal faith and character, gifts for ministry, and the call of God to the work of the ministry, may, upon recommendation of the Church Council, be licensed to preach or receive a preordination license, upon a vote of two-thirds (2/3) of those persons present during a business meeting. Such a license shall be granted for a period of one year and reviewed for renewal annually thereafter.

Section 2. ORDAINING. Upon recommendation by the Pastor or Church Council, the Church may vote to call an Ordination Council to consider the propriety of ordaining to the full work of the ministry any Member of the Church having the recommendation of the Committee On Standards of the Division of Professional Church Leadership, or successor committee, of ABC/MI. A vote of two-thirds (2/3) of the those present will be required. Once the Ordination Council has examined and approved the candidate, the Church is empowered to proceed with the Service of Ordination.

#### **ARTICLE XIII - AMENDMENTS**

Except as otherwise set forth in the Constitution or the By-Laws, this Constitution may be amended at any regular or called business meeting of the Church by a two-thirds (2/3) vote of those present and qualified to vote and voting, provided a quorum is present and voting, and that notice of such amendment, stating the proposed change, shall have been read by a Church officer on the preceding two (2) successive Sundays and on written or electronic notice to Church members at least two (2) weeks prior to said meeting.

#### **ARTICLE XIV - RULES OF ORDER**

Section 1. RULES OF ORDER. The rules contained in Robert's Rules of Order shall govern the business proceedings of this Church in all cases where they are not inconsistent with this Constitution and By-Laws.

Section 2. CLARIFICATION OF TERMS. Whenever required by the context of this Constitution and By-Laws, the plural includes the singular; the singular, the plural; and the masculine, the feminine. Any reference to "written or electronic notice" means notice may also be delivered electronically to those who have provided

the Church an email address or comparable electronic address for means of electronic, digital or similar messaging communication.

#### **ARTICLE XV - REVERSIONARY CLAUSE**

Upon the dissolution of the Church or by written vote of 2/3 of those qualified to vote under Section 2 of Article IV, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Church is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which or organized and operated exclusively for such purposes.

#### **ARTICLE XVI - LIMITATION OF LIABILITY**

Except as otherwise provided by law or as set forth in the Church By-Laws, a Corporate Officer, Limited Scope Corporate Officer, Director or a person serving in a role set forth in the Church By-Laws, or a person requested by a Corporate Officer or Director to perform a specific function for the Church (each such non-Director, a "Volunteer Director"), shall not be personally liable to the Church or its members for monetary damages for a breach of such Director or Volunteer Director's fiduciary duty or other act covered by the 1987 Michigan Public Act No. 170 or replacement statutes of similar intent and purpose, except liability for any of the following:

- a) the amount of a financial benefit received by a Director or Volunteer Director to which he or she is not entitled,
- b) intentional infliction of harm on the corporation, members, or regular attenders (as such are defined by the Church's By-Laws),
- c) a violation of MCL Section 450.2551,
- d) an intentional criminal act, or
- e) a liability imposed under MCL Section 450.2497, as applicable.

The Church shall assume all liability to any person other than the Church or its Members or regular attenders for all acts or omissions of a Volunteer Director occurring on or after April 26, 1998 incurred in the good faith performance of his or her duties as a Volunteer Director or as a person serving at the request of the Church; provided, however, that no payment in violation of Internal Revenue Code Section 4941 (if applicable) shall be made on behalf of any Volunteer Director.

#### **ARTICLE XVII - EFFECTIVE DATE**

This Constitution shall become effective on October 2, 2022, and shall replace as of that date, all prior Constitutions and By-Laws, as such may have been amended from time to time, which were adopted by this Church.

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