

**AMENDED AND RESTATED
BYLAWS
OF
CENTRAL UNION CHURCH OF HONOLULU**

**Adopted February 10, 2008
Effective May 5, 2008**

**as Amended May 24, 2009,
May 2, 2010, January 23, 2011
May 1, 2011, January 22, 2012
May 6, 2012 and May 5, 2013**

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ARTICLE I

Nature of the Church; Government; Statement of Faith; Offices

Section 1.1 Nature of Church.

The corporation shall be known as Central Union Church of Honolulu (the "Church"). The Church is Congregational in tradition and interdenominational in spirit. It is a member of the Hawaii Conference of the United Church of Christ, the Oahu Association of the United Church of Christ, and the United Church of Christ. It also maintains a relationship with the National Council of Churches and the World Council of Churches.

Section 1.2.A Government.

The Government of the Church shall be vested in its members, as provided by Hawaii law, the Articles of Incorporation and these Bylaws, and duly adopted Charters and Manuals. The Church controls its own affairs and is not amenable or subject to the jurisdiction of any other ecclesiastical body or other entity. The Church recognizes, however, the obligation and privilege of the communion of churches by seeking and extending that fellowship, sympathy, advice, and cooperation which the law of Christ demands.

Section 1.2.B Operating Principles.

As provided hereunder, (i) the fundamental authority of the Church Members is exercised at Annual and special Meetings and on an on-going basis through the established volunteer Working Ministries, (ii) the corporate powers of the Church are granted to the elected Church council and its Committees, and (iii) the affairs of the Church are administered by a hired Staff. As far as practical, the Council, Committees, and Staff shall carry out their legal and delegated authority in a manner that is open and transparent to its members, emphasizing communication and review among these entities and with the members through Working Ministries.

Section 1.3 Statement of Faith.

The Church shall have a Statement of Faith as may be adopted by the members from time to time.

Section 1.4 Offices.

The principal office of the Church shall be at 1660 South Beretania Street, Honolulu, Hawaii 96826. The Church may have other offices within the State of Hawaii as the Council may designate.

ARTICLE II

Membership

Section 2.1 Membership and Voting Rights.

The members of the Church shall consist of those persons admitted to membership in accordance with these Bylaws. Membership in the Church shall be evidenced by the membership roll of the Church. There shall be two classes of members of the Church, Regular Members and Associate Members. Associate Members are those who belong to other churches, yet become members of the Church. Members of each class shall have full voting rights and the right to hold office as long as their principal residence is in the State of Hawaii.

Section 2.2 Admission of Members; No Transfer of Membership Rights.

The power to admit or remove members shall be vested solely in the Council of the Church. Individuals who have met any one of the following requirements may be admitted to membership upon (i) attendance of confirmation classes and confirmation by a Minister, (ii) confession of faith on recommendation of a Minister, (iii) presentation of satisfactory letters of transfer from other churches, or (iv) if letters of transfer are not available, upon reaffirmation of faith on recommendation of a Minister. Membership in the Church is non-transferrable.

Section 2.3 Removal from Membership.

Membership in the Church may be terminated only by any of the following methods. In each case the Secretary shall report the same to the Council.

- A. Letter of Transfer. A letter of transfer to another church may be granted any member upon written request delivered to the Secretary.
- B. Resignation. Any member may terminate his or her membership in the Church by written notice delivered to the Secretary.
- C. Removal from Membership for Inactivity. With the exception of members who are homebound or unable to participate for medical or educational reasons, members who have not participated in the work, service or financial support of the Church for two (2) years, as determined by the Council in its sole discretion, may be removed from membership. No member shall be removed from

membership unless (i) not less than fifteen (15) days prior to such removal the Church sends the member written notice of the proposed removal and the reasons therefore to the member's last known address as shown on the membership roll by first class mail and (ii) the member is provided the opportunity to be heard orally or in writing by the Council not less than five (5) days before the effective date of the removal. Any proceeding challenging the removal, including a proceeding in which a defective notice is alleged, shall commence within one year after the effective date of removal.

- D. Death. Upon his or her death, the member shall be removed from the membership roll.

Section 2.4 Reinstatement to Membership.

A former member shall be permitted to rejoin the Church and restored to full membership in accordance with Article II, Section 2.2 of these Bylaws.

Section 2.5 Powers Reserved to Members.

The members shall have all voting rights as may be reserved to members under Hawaii law, these Bylaws, or the Articles of Incorporation.

- A. Voting Rights Reserved to Members by Hawaii Law. Members shall have all voting rights as may be reserved to members under Hawaii law, these Bylaws or the Articles of Incorporation with respect to (i) amendments to the Articles of Incorporation or the Bylaws of the Church, (ii) sale of all or substantially all of the assets of the Church, (iii) merger, or (iv) dissolution of the Church. The vote necessary for approval of such actions shall be as may be required by Hawaii law from time to time, unless a greater vote is required by the Articles of Incorporation or the Bylaws.
- B. Other Voting Rights Reserved to the Members. The approval of the members shall also be required for the following actions: (i) approval of the Church's annual budget as described more particularly in Section 3.2; (ii) the incurring of indebtedness in excess of \$500,000; (iii) the pledge, mortgage, transfer, or assignment of any interest in the real property located at the Church's main campus at 1660 South Beretania Street, Honolulu, Hawaii; and (iv) any lease or license to use space at the Church's main campus for a period exceeding one (1) year. Approval of any of these matters set forth in the previous sentence shall require the affirmative vote of not less than two-thirds (2/3s) of the members present and voting at a meeting of members at which a quorum has been declared. The members shall also have the right to vote on the initial call, extension of call, or permanent dismissal of the Senior Minister as provided more particularly in Article IX of these Bylaws.

ARTICLE III

Meetings of Members of the Church

Section 3.1 Annual Membership Meeting.

The annual meeting of the members of the Church shall be held not later than the last day of May of each year, at such time and place as the Council determines for the purposes of (i) electing the Council Members and those Officers who are to be elected by the membership, and (ii) transacting other business as may properly come before the meeting. At the annual membership meeting the Chair of the Council, the Senior Minister, and the Treasurer shall report on activities and the financial condition of the Church. Failure to hold an annual membership meeting in accordance with these Bylaws shall not affect the validity of any corporate action.

Section 3.2 Annual Budget Meeting.

The annual budget meeting of the members of the Church shall be held not later than the last day of January of each year, at such time and place as the Council determines for the purposes of consideration and approval of the budget for the upcoming fiscal year and such other business as may properly come before the meeting.

Section 3.3 Special Meetings.

Special meetings of the members of the Church may be held at any time upon the call of (i) the Chair of the Council, (ii) the Senior Minister, (iii) not less than one-third (1/3) of the Council Members then in office, or (iv) upon the written request of not less than five percent (5%) of the members. At any special meeting, no matters may be voted on that are not described in the notice for such meeting.

Section 3.4 Place of Meeting.

The Council may designate any place on the Island of Oahu as the place of meeting for any annual membership meeting, budget meeting, or special meeting of the members. If no designation is made, the place of meeting shall be the principal office of the Church.

Section 3.5 Notice of Meetings.

- A. Requirement for and Content of Notice. Notice of all meetings - annual, budget or special - shall state the place, day, and hour of the meeting and whether it is an annual, budget, or special meeting. Notice of all meetings shall include a description of all matters that must be approved by the members. Notice of all special meetings shall include a description of the matter or matters for which the meeting has been called.

- B. Timing and Method of Notice. Notice shall be given not less than twenty (20) days prior to the meeting. Notice shall be given personally, by mail, by electronic mail or other form of electronic transmission as permitted by the Hawaii law, or by publication in the Spire (or such other regular communication to members as may be published by the Church). If notice is given by mail, it shall be postage prepaid first class to each member at the address that appears on the membership roll of the Church.

Section 3.6 Adjourned Meetings and Notice of Adjourned Meetings.

Any meeting of the members, annual or special, whether or not a quorum is present, may be adjourned by the vote of a majority of the members present and voting; but in the absence of a quorum no business may be transacted at any such meeting. Notice need not be given of any new date, time, or place to continue such meeting if the new date, time, and place are announced at the meeting before adjournment. If a new record date for the adjourned meeting must be fixed under Hawaii law, however, notice of the adjourned meeting shall be given in the manner set forth in Section 3.5 to the members of record as of the new record date.

Section 3.7 Record Date.

The record date for determining the members entitled to notice of or to vote at a members' meeting shall be set by the Council, provided that such record date is not more than seventy (70) days prior to the date of the meeting. If no record date for notice is set by the Council, then the members at the close of business on the business day preceding the day on which notice is given are entitled to notice of the meeting. If no record date for voting is set by the Council, then the members on the day prior to the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting.

Section 3.8 Quorum and Voting.

- A. Quorum of Members. At any meeting of members, a quorum shall constitute not less than 100 members of the Church present in person at the meeting.
- B. Voting Entitlement of Members; No Proxy Voting. At all meetings of members, every member entitled to vote shall have the right to vote only in person. Voting by proxy shall be expressly prohibited and no member shall have the right to vote by or grant a proxy. Each member shall have one (1) vote. The affirmative vote of the majority of members present and voting at a meeting at which a quorum has been declared is required for action unless a greater vote is specifically required by Hawaii law, these Bylaws, or the Articles of Incorporation.

Section 3.9 Membership List.

After fixing the record date for the notice of a meeting pursuant to Section 3.7, the Church shall prepare an alphabetical list of the names of its members entitled to notice of the meeting. The list shall show the address of each member entitled to vote. In addition, the Church shall prepare on a current basis through the time of the membership meeting, a list of members, if any, entitled to vote at the meeting, but not to notice of the meeting. These lists shall be available for inspection by any member for the purpose of communication with other members concerning the meeting, at the Church's principal office beginning two (2) business days after notice of the meeting is given and continuing through the meeting. Upon written request, a member, a member's agent or member's attorney is entitled to inspect, and copy the list at a reasonable time and at the member's expense during the period it is available for inspection, subject to any limitations in Hawaii law relating to the purposes for which a list may be utilized. The Church shall make the list of members available for inspection by members or their agents at the meeting.

ARTICLE IV

Council

Section 4.1 Number and Qualification of Council Members.

There shall be twenty-seven (27) Members of the Council of the Church, including: (i) the Officers as described in Section 4.2(A) who also serve as Council Members, (ii) the At Large Council Members as described in Section 4.2(B), and (iii) the Senior Minister who shall serve as a Council Member ex officio without vote. All members of the Council must be Church members whose permanent residence is the State of Hawaii. The Council Members shall be the directors of the Church for all purposes of Hawaii and federal law.

Section 4.2 Classification and Terms of Council Members.

The classification and terms of voting members of the Council shall be as follows.

- A. Seven Officers/Designated Council Members. The individuals elected to the offices of Chair of the Council, Vice Chair of the Council, Secretary, Treasurer, Chair of the Deacons and Chair of the Deaconesses shall serve as designated Council Members for so long as they hold such office.
- B. Twenty At Large Council Members. There shall be twenty (20) At Large Council Members divided into four (4) groups of five (5) each and elected at the annual membership meeting on a staggered basis with one-quarter (1/4) of the Council Members elected each year to serve for a term of four (4) years or until their successors are elected. An At Large Council Member may serve as an At Large Council Member for not more than one full elective four (4) year term, not

including any unexpired term of a vacancy in office or any service as a designated Council Member described in Section 4.2(A). A member may be elected for subsequent terms as an At Large Council Member, provided the individual has not served as an At Large Council Member within the last two (2) years.

Section 4.3 Nomination of Candidates to the Council and Election Procedure.

- A. Nominations and Governance Committee Nominations. At least ninety (90) days prior to the annual membership meeting, the Nominations and Governance Committee shall recommend to the Council the approved candidates for election to the At Large Council Member and Officer positions.
- B. Notice to Membership of Nominations. Nominations made by the Nominations and Governance Committee are subject to approval and/or amendment by the Council. Once approved and/or amended, the nominations shall be made available to the members at least forty-five (45) days prior to the annual membership meeting provided that in the event of withdrawal or disqualification of a candidate, notice of any replacement candidate may be given in the notice of meeting. The nominations shall be made available by (i) publication in the Spire, (ii) posting on the Church website, and (iii) posting in the Church's principal office.
- C. Nominations by Members. The membership may make additional nominations for candidates for Officer and At Large Council positions. Members making such nominations shall deliver written notice of the nominations to the Secretary at least forty-five (45) days before the date of the annual membership meeting. The written notice of the nominations shall be signed by not fewer than forty (40) members of the Church, and the individual (or individuals) being nominated. All nominees nominated by this process shall be included in the list of candidates for election and the notice of the meeting. Nominations made by this process may not be withdrawn.
- D. Election Procedure. The election of Council Members and Officers by the membership shall be held at the annual membership meeting or any special meeting called for such purpose. The voting shall be by show of hands with admission tickets and by standing if requested by the voting assistants, or by written ballot as the Council may determine by rule or otherwise, is appropriate to provide an efficient, accurate vote count. If there be no more nominees for a particular position or positions than necessary to fill such position or positions, the Chair shall be authorized to declare the election of such nominee or nominees without a vote. Only those members present at the meeting shall be entitled to vote. The Council shall have the power and authority to determine in what

manner the Church may provide information regarding the nominees for election, and such other policies, rules and, procedures regarding the conduct of such election as may be necessary and appropriate and not inconsistent with these Bylaws and Hawaii law. The Chair of the Council shall appoint the Secretary and two (2) other members of the Council as an Election Committee to assist with the election process.

- E. Votes Required for Election. Where the number of nominees exceeds the number of positions available, candidates shall be elected by a plurality in descending order of the votes received. Cumulative voting shall not be permitted.

Section 4.4 Vacancies.

A vacancy on the Council may be filled by the affirmative vote of the remaining Council Members, with such individual serving until the next Annual Meeting.

Section 4.5 Removal.

The entire Council or any Council Member may be removed from office with or without cause by a majority of the members present and entitled to vote at any meeting called for such purpose. Any vacancy so created and not filled by the members at such a meeting may be filled by the Council.

Section 4.6 Reduction.

No reduction of the authorized number of Council Members shall have the effect of removing any Council Member prior to the expiration of his or her term of office.

Section 4.7 Powers.

The corporate powers of this Church shall be vested in the Council to the fullest extent permitted by the laws of the State of Hawaii, subject to the rights of the members. The Council, as the Board of Directors of the Church, shall have general charge of the affairs, programs, funds, and property of the Church, subject to the rights of the members set forth in these Bylaws, the Articles of Incorporation, or Hawaii law. Without limiting the generality of the foregoing, the Council shall have the express power and authority to adopt and interpret reasonable rules of procedure for the conduct of all meetings of the Church. In the absence of the adoption of any rules of procedure by the Council, meetings shall be governed by the latest version of Robert's Rules of Order.

Section 4.8 Duties.

It shall be the duty of the Council to conduct, manage, and control the affairs, programs, and business of the Church; to enforce the Bylaws; and to promulgate and enforce rules and

regulations consistent with law, the Articles of Incorporation, or the Bylaws of the Church. The Council shall ensure that the Church complies with best practices for nonprofit tax-exempt religious organizations.

Section 4.9 Conflict of Interest.

The Church shall have a conflict of interest policy adopted annually by resolution of the Council.

ARTICLE V

Meetings of The Council

Section 5.1 Annual and Regular Meetings.

The Council shall meet on the previously established regular monthly meeting date, time and place following the annual membership meeting. The Council may provide, by resolution, the date, time and place of regular meetings.

Section 5.2 Special Meetings.

Special meetings of the Council may be called by the Chair of the Council or by one-third (1/3) of the Council Members then in office. The person or persons calling the special meeting may fix any place on the Island of Oahu as the location for such special meeting. If no such place is fixed, then the meeting shall be at the principal office of the Church.

Section 5.3 Notice.

The Secretary shall give notice of each meeting, and if a special meeting, also give notice of the purpose for the meeting, not less than seven (7) days before the meeting. Such notice shall be deemed to be delivered when (i) mailed to the Council Member at the address shown on the membership roll of the Church, (ii) sent by facsimile telecommunication to the number at which the Council Member has consented in writing to receive notice by facsimile telecommunication, or (iii) sent by electronic mail to the electronic mail address at which the Council Member has consented in writing to receive notice by electronic mail. Notice need not be given to any Council Member who shall, either before or after the meeting, submit a signed waiver of notice or attend such meeting without protesting, prior to or at its commencement, the lack of notice to him. Any written waiver of notice shall be filed with the minutes of the meeting in the corporate records. Except as otherwise required by law, the Articles of Incorporation, or by these Bylaws, a notice or waiver of notice need not state the purposes of such meeting.

Section 5.4 Quorum and Adjournment.

A quorum of the Council shall be a majority of the Council Members then in office; however, at no time shall a quorum be fewer than five (5) Council Members. Each Council Member shall have one (1) vote; neither voting by proxy nor the use of substitute Council Members shall be permitted. In the absence of a quorum, the presiding officer or the majority of the Council Members present may adjourn the meeting without further notice until a quorum is present. No action taken shall bind the Church unless it receives the concurring vote of a majority of the Council Members present at a meeting at which a quorum is present.

Section 5.5 Presumption of Assent.

A Council Member of the Church who is present at a meeting of the Council at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the dissent or refusal to vote is entered in the minutes of the meeting, or the Council Member files a written dissent with the Secretary of the meeting before the adjournment thereof, or forwards such dissent by certified mail to the Secretary of the Church immediately after adjournment. Such right to dissent shall not apply to a Council Member who voted in favor of such action.

Section 5.6 Telephone Meetings.

Subject to the notice requirements in Section 5.3 hereof, members of the Council or any committee designated thereby may participate in a meeting of the Council or of such committee by means of a conference telephone, video conference, or similar communications equipment by which all persons participating in the meeting can hear each other simultaneously. Participation by such method shall constitute presence in person at a meeting.

Section 5.7 Action Without A Meeting.

Any action required or permitted to be taken at any meeting of the Council, or any committee designated thereby, may be taken if all the Council Members or all of the members of the committee, as the case may be, sign a written consent setting forth the action taken or to be taken at any time before or after the intended effective date of such action. Such consent shall be filed with the minutes of the Council or committee, as the case may be, and shall have the same effect as a unanimous vote.

ARTICLE VI

Committees of the Council

Section 6.1 Council Committees.

The Council, by resolution adopted by a majority of the Council Members then in office, may appoint committees of the Council and appoint three (3) or more Council Members to serve on such committees. These committees, to the extent provided in the resolution, shall exercise all the authority of the Council, except as otherwise provided by law, the Articles of Incorporation,

or these Bylaws. The Council shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. The Council may vote to remove any member of any committee, at any time, with or without cause, and with or without notice to the person being removed. All Council Standing Committees shall have a charter adopted by the Council which shall set forth in detail each Council Standing Committee's respective powers, duties, authority and operation.

Section 6.2 Advisory Committees.

The Council may appoint advisory committees, except as otherwise provided in these Bylaws, and may appoint both Council Members and others to serve on such advisory committees. Advisory committees shall not have authority to act on behalf of the Council or the Church, but shall only counsel the Council. Membership on an advisory committee does not independently qualify such individual as an officer, Council Member, or agent of the Church, but such individual shall act in the best interests of the Church and keep confidential all information gained by virtue of such position. The Council may vote to remove any member of any advisory committee at any time, with or without cause, and with or without notice to the person being removed. All Advisory Committees shall have a charter adopted by the Council which shall set forth in detail each Advisory Committee's respective powers, duties, authority and operation.

Section 6.3 Council Standing Committees.

There shall be the following standing committees of the Council: (i) the Worship and Evangelism Committee, (ii) the Christian Education Committee, (iii) the Church Finance and Administration Committee, (iv) the Program & Mission Committee, (v) the Nominations and Governance Committee, (vi) the Personnel & Pastoral Relations Committee, and (vii) the Preschool Committee. The number of members of each of the Standing Committees has been established by these Bylaws. But the number of members on each Standing Committee can be changed from time to time by resolution of the Council. The Council may exercise this power by establishing minimum and/or maximum numbers of members who may serve on each Standing Committee from time to time.

- A. Worship and Evangelism Committee. The Worship and Evangelism Committee shall consist of (i) three (3) At Large Council Members, (ii) the Chair of the Deacons, and (iii) Chair of the Deaconesses, subject to the approval by the Council of the Chair of the Deacons and the Chair of the Deaconesses service on the Committee if required under Hawaii law. The Committee shall be chaired by the Chair of the Deacons and Chair of the Deaconesses serving for one (1) year terms on an alternating basis. The Worship and Evangelism Committee shall have such power, duties and authority to act on behalf of the Council with respect to the spiritual programs of the Church as provided in the Worship and Evangelism Committee Charter adopted by the Council. The Worship and

Evangelism Committee and shall serve as a liaison between the Council and the Worship and Evangelism Working Ministries and supervise and support the work of these Working Ministries.

- B. Christian Education Committee. The Christian Education Committee shall (i) consist of five (5) At Large Council Members, (ii) have such power, duties and authority to act on behalf of the Council with respect to the educational programs of the Church, as provided in the Christian Education Charter adopted by the Council, (iii) serve as a liaison between the Council and the Christian Education Working Ministries, and (iv) supervise and support the work of these Working Ministries.
- C. Church Administration and Finance Committee. The Church Administration and Finance Committee shall consist of (i) four (4) At-Large Council Members and (ii) the Treasurer. The Church Administration and Finance Committee shall have such power, duties, and authority to act on behalf of the Council with respect to the financial matters, assets, investments, and properties of the Church, as provided in the Church Administration and Finance Committee Charter adopted by the Council. The Church Administration and Finance Committee shall serve as a liaison between the Council and the Church Administration and Finance Working Ministries and supervise and support the work of these Working Ministries.
- D. Program and Mission Committee. The Program and Mission Committee shall (i) consist of six (6) At Large Council Members, (ii) have such power, duties and authority to act on behalf of the Council with respect to the programs and missions of the Church, as provided in the Program and Mission Committee Charter adopted by the Council, (iii) serve as a liaison between the Council and the Program and Mission Working Ministries, (iv) supervise and support the work of these Working Ministries.
- E. Nominations and Governance Committee. The Nominations and Governance Committee shall (i) consist of five (5) At Large Council Members, (ii) nominate candidates to the Council and Officers, (iii) address conflicts of interest, (iv) recommend to the Council the auditor of the Church's financial records, (v) periodically review and make recommendations to the Council regarding the Church's Articles of Incorporation and Bylaws and (v) have such power and authority as provided in the Nominations and Governance Committee Charter adopted by the Council. The Nominations and Governance Committee shall solicit the input of the various Working Ministries in the process of nominating individuals to serve as Officers or Council Members of the Church, other than nominations for Chair of the Deacons and Deaconesses who will be nominated by the Deacons and Deaconesses, respectively.

- F. Personnel and Pastoral Relations Committee. The Personnel and Pastoral Relations Committee shall (i) consist of five (5) Council Members who may be either Designated Council Members or At Large Council Members, and (ii) have such power, duties and authority to act on behalf of Council with respect to personnel issues with the ministerial staff of the Church, as provided in the Personnel and Pastoral Relations Committee Charter adopted by the Council.
- G. Preschool Committee. The Preschool Committee shall consist of (i) three (3) At Large Council Members. The Committee shall have such power, duties and authority to act on behalf of the Council with respect to the operation of Central Union Church Preschool, as shall be authorized by the Council in the Preschool Charter and otherwise; shall provide supervision of the Preschool Ministry and provide liaison between the Preschool, the Preschool Ministry and the Council.

ARTICLE VII

Working Ministries

Section 7.1 Working Ministries.

- A. Nature of Working Ministries. There shall be various Working Ministries of the Church as described in this Article VII. The Council may create other Working Ministries as it may deem necessary and appropriate, by resolution adopted by two-thirds (2/3) of the Council Members then in office. The Working Ministries shall be the primary method by which members of the Church and others provide volunteer services to and on behalf of the Church and provide input to the council and its Committees and the Staff on the programs and activities of the Church.
- B. Powers, Duties, and Functions of Working Ministries. Each Working Ministry shall (i) develop a Charter which shall be subject to the approval of the Council Committee under which the particular Working Ministry is organized; (ii) adopt, if needed, rules of order and procedure which are consistent with Hawaii law, the Articles of Incorporation, these Bylaws, its Charter, or the rules and procedures governing the conduct of meetings adopted by the Council; (iii) have such power, duties, and authority as provided for in its Charter; (iv) work closely with Church staff in carrying out its mission; (v) submit written reports at least twice each year to the Council Committee under which it is organized; and (vi) review its Charter periodically and make recommendations for revisions to the Council Committee under which it is organized. Each charter adopted by the Council shall set forth in detail each Working Ministry's respective powers, duties, authority and operation.

- C. No Power to Bind the Church. Working Ministries do not have authority to bind the Church or act on behalf of the Council or any committee thereof. Membership on any Working Ministry does not confer on any member thereof the ability to bind or take formal corporate action on behalf of the Council or the Church.

Section 7.2 Membership on Working Ministries; Terms.

- A. Membership. With the exception of the Deacons and Deaconesses, membership on any Working Ministry of the Church shall be available to Church members and others. Only Church members may serve as Deacons and Deaconesses. A majority of the membership of all other Working Ministries must consist of members of the Church. The number of members of each Working Ministry has been initially established in these Bylaws, but can be changed by such method as may be determined from time to time by the Council. This power may be exercised by establishing minimum and/or maximum numbers of members who may serve on each ministry from time to time.
- B. Nominating Members. Each Working Ministry shall nominate its own members, and fill any vacancies, pursuant to procedures set forth in its Charter and subject to approval of nominations and vacancies by the Council Committee supervising the particular Working Ministry. Members of Working Ministries shall be chosen shortly after the annual meeting of the Council of the Church. If at any time through resignations, expirations or otherwise, a Working Ministry fails to have a minimum number of members, the Council Committee with supervisory authority over the Working Ministry shall select new members for the Working Ministry and take such other actions as it may deem necessary to re-establish the Working Ministry.
- C. Term(s). Members of Working Ministries shall serve a two-year term, except for the Deacons and Deaconesses who shall serve a three-year term. Members may serve two (2) consecutive terms on the same Ministry, after which they must complete one term off the Ministry before serving again on that Ministry; provided, however, a Member of a Working Ministry may serve more than two (2) consecutive terms on the same Ministry upon the recommendation of the Council Committee supervising the particular Ministry and the approval of the Council; provided, further that in no event shall any Member serve more than four (4) consecutive terms.
- D. Ministry Chairperson. Except for the Chair of the Deacons and Chair of the Deaconesses, each Working Ministry shall elect its chairperson who must be a member of the Church.

Section 7.3 Worship and Evangelism Ministries.

The Worship and Evangelism Working Ministries shall consist of the (i) Deacons, (ii) Deaconesses, (iii) Music Ministry, (iv) the Ushers and (v) Membership and Fellowship Ministry.

- A. Deacons. The Deacons shall consist of thirty-six (36) members of the Church who shall assist in the administration of the sacraments and in the spiritual care of the Church and its members. The Deacons shall nominate a candidate for the office of Chair of the Deacons for submission to the Council.
- B. Deaconesses. The Deaconesses shall consist of thirty-six (36) members of the Church who shall assist in the spiritual care for members of the Church, especially in times of illness or misfortune, disbursing funds as may be available to them for such purpose. The Deaconesses, with the Deacons, shall assist in the administration of the sacraments. The Deaconesses shall nominate a candidate for the office of Chair of the Deaconesses for submission to the Council.
- C. Music Ministry. The Music Ministry shall consist of not more than 12 persons who shall assist the Minister of Music and other staff in the musical program of the Church.
- D. The Ushers. The Ushers shall be led by the Head Usher elected by the Members and shall consist of not more than six (6) persons. They shall assist in the seating of attendees at worship services and preparation of Church facilities for worship services.
- E. Membership and Fellowship Ministry. The Membership and Fellowship Ministry shall consist of not more than twelve (12) persons and may also include as it determines necessary non-voting ex officio liaison persons appointed from the Working ministries and additional volunteers to assist the ministerial Staff and member activities and the assimilation of members into the life of the Church.

Section 7.4 Christian Education Ministries.

The Christian Education Working Ministries shall consist of the (i) Youth Ministry, (ii) Children's Ministry, and (iii) Adult Education Ministry.

- A. Youth Ministry. The Youth Ministry shall consist of not more than twelve (12) persons who shall represent the interests of youth of the Church (grades 6-12) and assist in the involvement of youth in the life of the Church.

- B. Children's Ministry. The Children's Ministry shall consist of not more than twelve (12) persons who shall assist in the operation of children's Christian education programs.
- C. Adult Education Ministry. The Adult Education Ministry shall consist of not less than six (6) and not more than twelve (12) members who shall assist in the development and implementation of programs involving education and spiritual nurture for adult members of the Church.

Section 7.5 Church Finance and Administration Ministries.

The Church Finance and Administration Ministries shall consist of the (i) Stewardship Ministry, (ii) Budget Ministry, (iii) Investment Ministry, and (iv) Building and Grounds Ministry.

- A. Stewardship Ministry. The Stewardship Ministry shall consist of not more than five (5) persons who shall work with the Church Administration and Finance Committee and the Church staff to seek pledges, donations, and philanthropic financial support for the Church.
- B. Budget Ministry. The Budget Ministry shall consist of not more than five (5) persons who shall assist the Treasurer and the Church Administration and Finance Committee in the preparation and periodic review of the annual Church budget.
- C. Investment Ministry. The Investment Ministry shall consist of not more than five (5) persons who shall work with the Treasurer, the Church Administration and Finance Committee and the Church staff in development and management of the Church's investments
- D. Building and Grounds Ministry. The Grounds Ministry shall consist of not more than nine (9) persons who shall work with the Church Administration and Finance Committee and the Church staff on the planning, maintenance, and repair of the Church campus and properties.

Section 7.6 Program and Mission Ministries.

The Program and Mission Ministries shall consist of the (i) World Mission Ministry, (ii) Community Ministry, (iii) Conference and Association Representatives, (iv) Women's League, and (v) Senior Services.

- A. World Mission Ministry. The World Mission Ministry shall consist of not more than twelve (12) persons who shall assist in the missionary program of the Church and the development of educational programs to stimulate interest in missionary activities.

- B. Community Ministry. The Community Ministry shall consist of not less than eighteen (18) and not more than twenty-four (24) persons who shall assist in outreach to the wider community and with social, political and economic issues in our community of Christian concern.
- C. Conference and Association Representatives. The Conference and Association Representatives shall not be fewer than four (4). The Representatives shall attend the annual Aha Pae'Aina along with ministerial staff and members of the Council as well as the bi-annual Mokupuni of the Oahu UCC churches.
- D. Women's League. All women members of the Church and other women interested in promoting the purposes of the Women's League are eligible for membership in the Women's League. The purposes of the Women's League shall be to (i) unite women in Christian fellowship through worship, service, education, and social activities and (ii) strengthen the programs of the Church. The Women's League may elect a chair and other officers as provided for in its Charter.
- E. Senior Services. The Senior Services Ministry shall consist of not more than ten (10) members who shall assist in promotion of physical, spiritual, and emotional health of seniors in the Congregation.

Section 7.7 Preschool Ministry.

The Preschool Ministry shall consist of not more than sixteen (16) persons who shall work with the Preschool Director, the Senior Minister and the Preschool Committee (i) in the creation of a recommended budget, and (ii) provision of advice and support with respect to the programs, operations and facilities of Central Union Church Preschool.

ARTICLE VIII

Officers; Church Administrator and Comptroller

Section 8.1 Number.

The officers of the Church shall be the (i) Chair of the Council, (ii) Vice Chair of the Council, (iii) Secretary, (iv) Treasurer, (v) Chair of the Deacons, (vi) Chair of the Deaconesses, (vii) Historian, (viii) Head Usher and (ix) Senior Minister. All of the officers shall be Council Members by virtue of their office except the Historian and Head Usher. The Senior Minister shall serve as Council Member without vote.

Section 8.2 Election and Term of Office.

- A. Election. All of the officers of the Church shall be elected pursuant to the procedures and required votes set forth in Section 4.3(D) and 4.3(E) of these Bylaws. The procedures necessary and the vote necessary to call the Senior Minister shall be as set forth in Article IX of these Bylaws.
- B. Terms. The Chair of the Council and Vice Chair of the Council shall each serve a one-year term. The Secretary, Treasurer, Chair of the Deacons and the Chair of the Deaconesses shall each serve a two-year term. The Historian and Head Usher shall each serve a four-year term. All Officers other than the Historian, Head Usher, and Senior Minister may not serve more than two (2) terms consecutively, but may serve further after a period of one year following the end of any term.

Section 8.3 Chair of the Council.

The Chair of the Council shall be the highest lay position in the Church. The Chair shall (i) preside at all meetings of the members and the Council, (ii) have general charge and supervision of the Church, and (iii) perform such other duties as are incident to the office or are required by the Council.

Section 8.4 Vice Chair of the Council.

The Vice Chair of the Council shall (i) serve as the Chair of the Council-elect and succeed to the office of Chair of the Council unless the membership elects to alter such succession; (ii) in the absence or disability or refusal to act by the Chair of the Council, perform all of the duties of the Chair of the Council, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair of the Council; and (iii) have such powers and perform such other duties as from time to time may be prescribed by the Chair of the Council, the Council, or these Bylaws.

Section 8.5 Treasurer.

The Treasurer shall (i) be the chief financial officer of the Church, (ii) exercise general supervision over the receipt, custody and disbursement of corporate funds, (iii) serve as a member of the Administration and Finance Committee, and (iv) perform all other duties assigned by the Chair of the Council or the Council.

Section 8.6 Secretary.

The Secretary shall (i) keep or cause to be kept the minutes of all meetings of the members and Council, (ii) keep or cause to be kept a membership list showing the names of the members, Council Members and Officers with their addresses, (iii) give notice in conformity with the

Bylaws of all meetings of the members and the Council, and (iv) perform all other duties assigned by the Chair of the Council or the Council.

Section 8.7 Senior Minister.

The Senior Minister shall be called and serve as described in Article IX. The Senior Minister shall (i) be responsible for the overall program of the Church, supervise the Program Staff and assign ministerial associates and assistants to such duties as he may deem necessary and appropriate; (ii) be a non-voting ex officio member of the Council and all Council standing committees; and (iii) have full standing in the United Church of Christ or be in the process of Privilege of Call to become a minister with standing in the United Church of Christ. The Senior Minister shall nominate and hire Ministerial and Program Staff consistent with Article X below.

Section 8.8 Chair of the Deacons.

The Chair of the Deacons shall chair the Board of Deacons, serve on the Council, and perform such other duties as may be incident to the office.

Section 8.9 Chair of the Deaconesses.

The Chair of the Deaconesses shall chair the Board of Deaconesses, serve on the Council, and perform such other duties as may be incident to the office.

Section 8.10 Reserved.

Section 8.11 Resignation.

An officer may resign at any time by delivering notice to the Church. A resignation is effective when the notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a future date, the Council may fill the pending vacancy before the effective date if the successor does not take office until the effective date.

Section 8.12 Removal of Officers.

With the exception of the Senior Minister, any Officer may be removed with or without cause by the affirmative vote of a majority of members present in person at a meeting called for such purpose. The removal of any officer shall be without prejudice to any contract rights. The Senior Minister may be terminated and removed from office pursuant to the provisions of Section 9.5.

Section 8.13 Vacancies in Office.

Vacancies in any office other than the Senior Minister may be filled by the affirmative vote of remaining Council Members with such individuals so elected serving until the next annual meeting. Vacancies in the office of Senior Minister shall be filled pursuant to the provisions of Article IX.

Section 8.14 Historian.

The Historian shall be elected by the Congregation and assist in the recordation and remembrance of Church history and church life.

Section 8.15 Head Usher.

The Head Usher shall be elected by the Congregation and serve as the Head of the Ushers.

Section 8.16 Church Administrator.

The Church Administrator shall be hired by and serve at the pleasure of the Senior Minister and shall supervise all of the administrative and support staff of the Church, other than the accounting staff.

Section 8.17 Comptroller.

The Comptroller shall be hired by, serve at the pleasure of, and report directly to the Council and perform such duties as may be assigned by the Council.

ARTICLE IX

Pastoral Succession

Section 9.1 Pastoral Succession.

When the Senior Minister resigns, dies, is removed or retires, the Chair of the Council will immediately contact the Conference Minister of the Hawaii Conference of the United Church of Christ. The Council will (i) appoint a Senior Minister Search Committee and an Interim Minister Search Committee in consultation with the Hawaii Conference staff, (ii) determine the desired term for an Interim Minister, (iii) provide the Search Committee with the expected salary and benefit range for a new Senior Minister, and (iv) determine the term of service of members of these committees. Members of either of these committees may be removed by the Council at any time with or without cause. Vacancies on either committee shall be filled by the Council. The Search Committees shall develop and conduct their respective searches pursuant to policies, procedures and guidelines approved by the Council.

Section 9.2 Senior Minister Search Committee.

The Senior Minister Search Committee shall (i) be composed of persons broadly representing the diversity of the Congregation and (ii) include not less than nine (9) and not more than 12 members including at least one youth, (iii) be assisted by the staff of the Hawaii Conference of the United Church of Christ and UCC policies in effect at such time. Officers of the Church may not serve on the Committee. Along with the Chair of the Council, the Treasurer, and the Chair of the Personnel and Pastoral Relations Committee, the Senior Minister Search Committee shall develop “the Terms of Call” which shall contain all of the terms and conditions of the call and the Senior Minister’s employment by the Church, including, but not limited to, proposed salary and benefits. No current staff member or Interim Minister may be selected as a candidate for the position of Senior Minister. The Senior Minister Search Committee shall make its recommendation for a Senior Minister, including terms of call, to the Council.

Section 9.3 Review of Nomination by the Council, Presentation to the Congregation and Vote on the Call.

Upon nomination of a candidate by the relevant search committee, the Council will review the nomination to the extent it deems necessary and appropriate in its sole discretion. Upon approval of the nomination and appropriate terms of call by the Council, the Council will call a special meeting of the Congregation to call the Senior Minister. The acceptance of the nominee requires the affirmative vote of not less than seventy-five (75%) percent of the members present and voting at a meeting called for such purpose.

Section 9.4 Length of Call.

The call to the Senior Minister shall be for four (4) years. At the end of that period, the term may be extended by the affirmative vote of not less than seventy-five percent (75%) of the members present and voting to vote at an Annual Meeting or at a duly called special meeting called for such purpose.

Section 9.5 Suspension and Removal.

The relationship between the Senior Minister and the Church may be terminated at any time by either party after 90 days written notice. Termination by the Church shall require the affirmative vote of not less than seventy-five percent (75%) of the members present and voting at a meeting of the Church called for such purpose. Loss of standing in the United Church of Christ will be cause for immediate termination. Notwithstanding the foregoing, however, the Council shall have the power to suspend the Senior Minister from active service when, in the reasonable judgment of the Council, such suspension is in the best interests of the Church.

Section 9.6 Interim Ministry.

The Interim Minister Search Committee shall consist of not less than seven (7) and no more than nine (9) members of the Church including one member selected by each of the committees of the Council. Officers of the Church may not serve on the Committee. The Committee shall make a recommendation to the Council of candidates for Interim Minister. The Interim Minister shall be hired by and serve subject to the pleasure of the Council. No current staff member may be selected as Interim Minister. During the period of an Interim Ministry, decisions regarding staff hiring and firing normally subject to the discretion of the Senior Minister shall be made by the Council.

ARTICLE X

Ministerial and Program Staff

Section 10.1 Associate and Assistant Ministers.

The Associate and Assistant Ministers shall (i) share in the duties of ministerial office as may be determined by the Senior Minister with the advice of the Deacons and Deaconesses, (ii) be nominated and hired by the Senior Minister subject to the approval of the Council, and (iii) serve at the pleasure of the Council.

Section 10.2 Minister of Music.

The Minister of Music shall (i) direct the music program of the Church under the supervision of the Senior Minister, (ii) be nominated and hired by the Senior Minister subject to the approval of the Council, and (iii) serve at the pleasure of the Council.

Section 10.3 Preschool Director.

The Preschool Director shall (i) direct and be responsible for the day-to-day operation of the Preschool, (ii) have the authority to hire and terminate all preschool staff, (iii) be nominated and hired by the Senior Minister, subject to the approval of the Council, and (iv) serve at the pleasure of the Council.

Section 10.4 Program Staff.

The Church shall have Program Staff who shall be selected and serve as described in this Article X. The Council may create additional Program Staff positions as they deem necessary and appropriate. All Program Staff other than the Associate and Assistant Ministers, the Minister of Music, and the Preschool Director shall serve at the pleasure of the Senior Minister unless specifically provided otherwise in these Bylaws.

ARTICLE XI

Disbursements And Contributions

Section 11.1 Disbursements.

Disbursements of the funds of the Church shall be made either by the Council or by such Officers of the Church as the Council appoints.

Section 11.2 Limitations on Disbursements.

The Council shall not make any disbursements or contributions of the funds or assets of the Church to or for the benefit, directly or indirectly, of any member, Council Member, or Officer of the Church, except for reasonable payments for services actually rendered to the Church by such member, Council Member, or officer as an employee of the Church.

Section 11.3 Loans.

The Church shall not lend or advance money to, other than customary travel or expense advances, or otherwise guarantee the obligations of any of its Council Members, Officers, Ministers, or senior management staff employees.

ARTICLE XII

Miscellaneous

Section 12.1 Inspection of Corporate Records.

Members of the Church shall have the right to inspect and copy the corporate records of the Church to the extent such rights are expressly provided to members of a Hawaii nonprofit corporation under Hawaii law. Demand for inspection may be made in writing upon the Chair of the Council or the Secretary of the Church.

Section 12.2 Handling of Funds.

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Church shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Council.

Section 12.3 Execution of Contracts.

The Council may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Church, and such authority may be general or confined to specific instances. Unless so authorized by the Council, no officer, agent,

or employee, shall have any power or authority to bind the Church by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 12.4 Inspection of Bylaws.

The Church shall keep in its principal office the original or a copy of the Bylaws as amended, certified by the Secretary, which shall be open to inspection by members at all reasonable times during office hours.

ARTICLE XIII

Seal

The Church may have a seal in such form as the Council may determine.

ARTICLE XIV

Amendments

The Bylaws may be amended or repealed in accordance with the provisions of the Articles of Incorporation.

ARTICLE XV

Amendment and Restatement

These Amended and Restated Bylaws shall supersede the original Bylaws and all amendments thereto.