

BY-LAWS OF BIG CANOE CHAPEL, INC.
AS AMENDED AND RESTATED - May 20, 2018

ARTICLE 1 – PURPOSE

- 1.1 The purpose of BIG CANOE CHAPEL, INC, (HEREINAFTER REFERRED TO AS "THE CHAPEL"), shall be to operate as a multi-denominational Christian congregation maintaining public services for the Worship of God, and for the teaching and preaching of the Gospel of Jesus Christ as set forth in the Scriptures. Furthermore, our purpose shall be to promote the Christian life and activities in the community, to encourage spiritual growth and development of all who attend and in general, to advance His Church at home and abroad.

ARTICLE 2 – MEMBERSHIP

- 2.1 There shall be three classifications of active members: (a) Regular members, (b) Associate members, and (c) Fellowship members. Regular and Associate membership shall be open to all persons who ascribe to a belief in Jesus Christ.
- a. Regular Members shall be those members who have transferred their Membership from another church or who have joined by a profession of their faith in the Lord Jesus Christ. The Chapel will be their only church membership, and they commit to support the programs and purposes of the Chapel.
 - b. Associate Members shall be those members who join the Chapel and, while maintaining and continuing their membership in another church, intend to make the Chapel an additional place of regular worship, study, service, and giving.
 - c. Fellowship Members shall be those members who do not wish to take the vows of membership, yet desire to be a part of the Chapel community. These members commit to support the programs and purposes of the Chapel.
- 2.2 The conduct, control and operation of the Chapel shall be under the direction of the Big Canoe Chapel Board of Trustees, acting as representatives of the Chapel's Regular and Associate members, as set forth in these By-Laws.
- 2.3 Termination of membership shall be achieved in one of the following ways:
- a. Transfer Request – A request can be made by a regular member to transfer his/her membership to another church fellowship or request made by the transferring church.
 - b. Personal Request – A written or verbal request of the member to the Chapel.
 - c. Death of the member

- d. Long Term Inactivity – Whenever the terms “Regular member”, “Associate member” or “member” appear in the By-Laws, such terms shall be deemed to refer to those regular and associate members who are “active”. An “active” member is one who attends the Chapel services and activities regularly and supports the Chapel with his/her time, talents, and financially. If a member has not been active for twelve (12) consecutive months (without illness or some other cause as determined by the Board of Trustees) he/she shall be placed on an inactive roll for one (1) year after due notification on behalf of the Board. After one (1) year as an inactive member, at the discretion of the Board of Trustees, he/she shall be dropped from the Chapel membership roll after due notification on behalf of the Board. At any time, the member can request to be reactivated upon written request to the Board of Trustees.
- 2.4 The Regular and Associate members reserve to themselves the right to call or remove a Senior Chaplain or Associate Chaplain to serve the Chapel, and the right to approve or reject the purchase, construction or sale of major properties of the Chapel, and to act on such other matters as are referred by the Board of Trustees

ARTICLE 3 - MEMBERSHIP MEETINGS

- 3.1 At all meetings of members, twenty-five (25) percent in total of the prior year’s weekly average combined attendance for both Sunday Chapel services shall constitute a quorum for the transaction of business, and no resolution of business shall be transacted without the affirmative vote of the majority of the voting members present in person or by proxy.
- 3.2 At all meetings, each of the Regular and Associate members shall be entitled to cast one vote when attending in person, or by giving their proxy to the Board of Trustees.
- 3.3 The Annual Meeting of the members of the Chapel shall be held on the third Sunday in May each year at Big Canoe, Georgia, to commence at the conclusion of the last regular Sunday morning worship service. Notification of the Annual Meeting, the agenda, and a copy or summary of By-Law changes, if any, shall be given to all Regular and Associate Members prior to the date of the meeting by utilizing appropriate communication methods. If US mail is utilized, notification shall be no fewer than ten (10) days nor more than twenty (20) days prior to the meeting. If other communication methods are used (e.g. Postal Facility Alpha boxes, e-mail or other electronic communications) notification of Regular and Associate Members shall be no fewer than thirty (30) nor more than sixty (60) days prior to the date of the meeting.
- 3.4 Special meetings of members may be called at any time by the Board of Trustees or by petition signed by at least ten (10) percent in total of the Regular and Associate members of the Chapel. Written notice will be given no fewer than ten (10) or more than twenty (20) days prior to the meeting by one of the means of communication as described in Article 3.3. Special meetings will commence at the conclusion of the last regular Sunday morning worship service.
- 3.5 Written notice of any special meeting of members shall state the purpose for which the

meeting is called. The business of the meeting shall be limited to that stated in the notice.

- 3.6 At the Annual or Special meetings of the Chapel membership, Robert's Rules of Order will govern the proceedings and minutes will be kept as an official record of the meeting.
- 3.7 In the event that a scheduled annual or special meeting cannot be held (i.e. due to inclement weather, etc.) it is understood that the business of the meeting will take place on the next Sunday at the same hour and place as set for the original meeting.

ARTICLE 4 - BOARD OF TRUSTEES

- 4.1 Subject to these By-Laws and the limitations set forth in Paragraph 4.2 & 4.3 herein, the full and entire management of the affairs and business of the Chapel shall be vested in the Board of Trustees, which shall act as fiduciaries in accord with the best interests of the Chapel and its members. The Board exercises all the powers that may be exercised or performed by the Chapel, except where the approval of the membership is required pursuant to these By-Laws. The Board of Trustees shall also constitute the Board of Directors of the Chapel and the authority to exercise all corporate powers.

The Board of Trustees shall have among others, the following roles and responsibilities:

- a. Determines the Chapel's vision, mission and purpose in a manner that articulates the Chapel's goals and the means of achieving those goals;
- b. Authorizes the Board Chair, the Secretary or other representatives to execute any contract or agreement on behalf of the Chapel;
- c. Actively participates in an overall planning process and assists in approving, implementing and monitoring the plan's goals and programs in conjunction with the congregation, the Senior Chaplain and any committees it deems appropriate;
- d. Makes recommendations to the congregation regarding the call or removal of a Senior Chaplain and other ministers;
- e. Consults with the Senior Chaplain regarding the religious services at the Chapel as well as the duties and responsibilities of the Chapel's ministers and other staff;
- f. In partnership with the Senior Chaplain, develops, strengthens and monitors the Chapel's programs, mission and services while determining which are consistent with the Chapel's mission;
- g. Appoints or reaffirms the Treasurer annually;
- h. Ensures adequate financial resources to fulfill the Chapel's mission through adequate financial oversight;
- i. Works in partnership with the Finance Committee and Senior Chaplain to develop and approve an annual budget and ensure proper financial controls are in place;
- j. Remains available to Senior Chaplain for consultation on common issues and concerns;
- k. Ensures the Chapel's legal and ethical integrity and its compliance with applicable requirements for tax-exempt status;
- l. Enhances the Chapel's public standing by garnering support for the Chapel's mission among the congregation and greater community; and
- m. Actively initiates frequent and open communication with the congregation.

4.2 The Board of Trustees shall bring recommendations to the Regular and Associate members of the Chapel, for approval or rejection, concerning the purchase, construction, or sale of major Chapel properties. Further, The Board of Trustees shall bring recommendations to the Regular and Associate members of the Chapel, for approval or rejection, concerning the call or removal of a Senior Chaplain.

4.3 The Board of Trustees shall consist of fifteen (15) members, 18 years of age or older each of which shall be a Regular or Associate member of the Chapel.

The term of office for these Trustees to be selected shall be three (3) years with five (5) Trustees being selected annually.

The results of the vote for Trustees shall be announced at the Annual Meeting of the membership in May. The newly elected Trustees may attend the May and June Board meetings for transition purposes, but without a vote. The Trustee term of office will begin on July 1st and will expire June 30th three (3) years hence. Trustees may not be selected for two (2) consecutive terms, but shall again be eligible for selection after the expiration of two (2) years. A majority of said Trustees shall constitute a quorum for the transaction of business. All resolutions adopted and all business transacted by the Board of Trustees shall require the affirmative vote of a majority of the Trustees present at the meeting. No employee of the Chapel shall be eligible to serve on the Board except the Senior Chaplain and the Associate Chaplain who are ex-officio members of the Board of Trustees without a vote. While not a Chapel employee, the Treasurer also serves as an ex-officio member, but without a vote.

4.4 By the last Sunday in January, the Ministry Support Committee shall select from the various constituencies of the Chapel membership, including, but not necessarily limited to, the Women's Guild, Men's Fellowship, Adult Sunday School classes, Young Families, Choirs, and the Membership at Large, the seven (7) members of the Trustee Election Committee. This committee is to conduct the Trustee election.

The Trustee Election Committee shall distribute blank write-in ballots to all Regular and Associate members of the Chapel. On these write-in ballots, Regular and Associate Members shall have the opportunity to vote for up to five (5) persons they feel are qualified to serve as Trustees. These write-in ballots should be signed, dated, and turned in to the Chapel office for forwarding to the Trustee Election Committee.

A candidate for the Trustee position must have been a member of the Chapel for a minimum of two (2) years prior to the scheduled Annual Meeting. Further, a Trustee candidate shall not be a current Trustee or a prior Trustee who will have been off the Board of Trustees for fewer than two (2) years from the beginning of the new term. A list of these current and recently prior Trustees will be available at the Chapel Office. A husband and wife may not serve on the Board of Trustees at the same time.

The Trustee Election Committee shall tabulate votes and contact the person receiving the most votes to determine if he or she is willing to serve as a Trustee. This process shall continue, in descending order, until five (5) Trustees and three (3) Alternates are identified. The Alternates will serve in case of vacancy on the Board of Trustees.

The newly elected Trustees shall be presented at the Annual Meeting of the Chapel.

4.5 When a vacancy occurs on the Board of Trustees, the vacancy will be filled, by the Trustee Election Committee, in accordance with Article 4.4. Further, at the discretion of the Chairman and subject to confirmation by the full board, said vacancy(s) may be filled for the remaining portion of the vacated term.

4.6 The Trustees shall meet immediately following the Annual Meeting of the membership and monthly during the year at such time and place as shall be fixed by a majority vote of said Trustees. Special meetings of the Board of Trustees may be called at any time by the Chairman or Vice Chairman of the Board of Trustees.

Three days notice of any such special meeting of the Board of Trustees shall be given and the purpose for which the special meeting is called, and the transaction of business at said meeting shall be limited to that stated in the call. Notice of any special meeting may be waived by instrument in writing. Attendance in person at such meeting shall constitute a waiver of notice thereof. Any meeting of the Board of Trustees may be held within or without the state of Georgia at such place and time as hereinbefore provided. Trustees may participate in and hold such special meetings by means of a conference telephone, or similar communications equipment, in which all persons participating in the meeting can communicate with each other. The meeting shall be in accordance with Article 4.4.

4.7 Should a Trustee neglect to perform his/her responsibilities, fail to support with contributions of time and money the programs and purposes of the Chapel, engage in conduct that reflects unfavorably on the Chapel, or be unable to perform the regular duties of Trustees, said Trustee may be removed (a) upon a recommendation by the Board of Trustees and approval of a simple majority of the Regular and Associate Members voting in an Annual or Special meeting called for that purpose; or (b) upon petition signed by at least ten (10) percent of the Regular and Associate Members of the Chapel and approval of a simple majority of the Regular and Associate Members voting in an Annual or Special meeting that is called for that purpose.

ARTICLE 5 – TRUSTEE OFFICERS

5.1 At the June meeting, the Board will convene under the leadership of the existing Chair for the purpose of conducting the election of officers for the new Board year (July 1st). The officers to be elected are Chairman, Vice Chairman, and Secretary. The officers are expected to serve an annual term. All current Trustees are eligible to participate in the election and will, if able to, submit a secret and silent ballot for each vacated position.

The outgoing officers shall tally the ballot results, determine the highest vote tally by position, confirm the potential officers' willingness to serve, and announce the results.

Once the new Board has convened in the July meeting, the newly elected officers will assume their responsibilities. Nothing contained herein shall prevent an individual from serving consecutive terms as an officer.

- 5.2 The Chairman is the presiding officer of the Board of Trustees. The Chairman shall preside at all meetings of the Board of Trustees and of the Chapel membership and shall provide leadership of the Board of Trustees in carrying out its functions as stated in Paragraph 4.1 of the Chapel By-Laws.
- 5.3 During the absence or inability of the Chairman, the Vice Chairman shall exercise all of the responsibilities, authority and powers set forth herein for the Chairman. The Vice Chairman shall also have such responsibilities as assigned to him/her by the Chairman.
- 5.4 The Secretary shall be the official custodian of the minute books of the Board of Trustees, the seal, and minute books of the Chapel.

He or she shall cause an accurate roll of the Chapel members to be maintained at all times, and shall have such other duties and powers as may be delegated to him/her from time to time by the Chairman. The Assistant Secretary, if any, shall act in behalf of the Secretary at the direction of, or in the absence of the latter.

ARTICLE 6 – MINISTERS

- 6.1 The ministerial staff shall consist of a Senior Chaplain, Associate Chaplain, and such other ministers as determined by the Board of Trustees. The duties and responsibilities of the respective ministers shall be determined by the Senior Chaplain after consultation with the Board of Trustees.
- 6.2 The Senior Chaplain is the spiritual leader and the chief administrator of the Chapel. In concert with the Board of Trustees, the Senior Chaplain is responsible for providing leadership in carrying out the purpose of The Big Canoe Chapel, as stated in Paragraph 1.1 above. For the purposes of the office, he or she shall have the full authority to freely discharge all functions and duties pertaining thereof. All services of the Chapel shall be conducted by the Senior Chaplain or under his control and direction with the advice of the members of the Board of Trustees. He or she shall be diligent in ensuring that instruction in the Holy Scriptures, history and doctrines of the church at home and abroad, are available to all segments of the membership. It shall be the duty of the Senior Chaplain to ensure that the Chapel registers and records all baptisms, marriages and burials and the names of all members.
- 6.3 When it is necessary to call a Senior or Associate Chaplain, a search committee shall be named by the Board of Trustees. The search committee shall diligently seek out prospective candidates, evaluate their suitability for the position, conduct interviews, and ultimately recommend the best qualified candidate to the Board of Trustees.

The Senior Chaplain will be an ex-officio member of the committee when the search is for an Associate Chaplain. If the Board of Trustees does not concur with the initial recommendation of the Search Committee, the Board of Trustees will ask the Search

Committee to make further recommendations.

- 6.4 If the Board of Trustees concurs in the recommendation of its search committee, a special meeting of the Regular and Associate members will be called in the prescribed manner to hear and act upon the recommendation. A two-thirds (2/3) vote of those members present at said meeting, or by proxy, shall constitute approval to extend a call to the candidate.
- 6.5 As an interim measure pending the call of a new Senior Chaplain, an Interim minister may be engaged with the approval of the Board of Trustees.
- 6.6 Should any minister neglect to perform his/her responsibilities, engage in conduct that reflects unfavorably on the Chapel, or be unable to perform his/her regular duties of this office, said minister shall be removed upon a recommendation by the Board of Trustees and approval by a simple majority of the Regular and Associate members voting in an Annual or Special meeting that is called for this purpose.
- 6.7 In the event any minister, other than the Senior or Associate Chaplain, resigns or is dismissed, it will be the responsibility of the Senior Chaplain to recommend candidates for the opening to the Personnel Committee for review and interview. The Personnel Committee will initiate the search process, utilizing all appropriate resources, and shall follow the prescribed review process, before making their recommendations to the Board. The Personnel Committee will select a candidate to recommend to the Board of Trustees for approval.

ARTICLE 7 - COMMITTEES

- 7.1 To facilitate the carrying out of its responsibilities, the Board of Trustees shall utilize a system of committees and other groups, as hereinafter described:

Standing Committees shall be the primary working groups of the Board. Such committees shall consist of no fewer than, but not limited to six (6) persons, at least one (1) of who shall be a member of the Board of Trustees. The Trustee shall be the Board Liaison only, and shall act in a non-voting ex-officio capacity. A Trustee member shall not serve as Chair of any Standing Committee or as a regular member on any of the Standing Committees. The Senior Chaplain and Chairman of the Board of Trustees shall serve as ex-officio, non-voting members of all standing committees.

Each Standing Committee, Special Purpose Committee and Task Group shall make regular reports to the board of Trustees regarding its activities, deliberations and recommendations on a schedule determined by the board. Members of Standing Committees shall serve a three (3) year term and may not succeed themselves, but will be eligible to serve another term of office after one (1) year or on another committee. The succession provision may be waived for one (1) year in individual instances by request and justification made in writing to the Chairman and approved by the Board of Trustees.

The Standing Committees of the Chapel are:

- Activities Committee
- Benevolence Committee
- Cemetery Committee
- Christian Education Committee
- Communications Committee
- Endowment Committee
- Finance Committee
- Library Committee
- Meditation Park and Terraces Committee
- Ministry Support Committee
- Missions Committee
- Personnel Committee
- Property Committee
- Robert B. Platt Native Plant Botanical Garden Committee
- Scholarship and Education Committee
- Services Committee
- Stewardship Committee
- Technology Committee
- Visitation and Membership Committee

Each Standing Committee will have a Mission Statement, policies, and operating procedures, which will be written and revised by the committee with the approval of the Board of Trustees.

Special Purpose Committees may be created, including the names of the members of such committee, as needed by the Chairman of the Board of Trustees, subject to approval by the Board of Trustees. Membership shall terminate upon completion of the special purpose for which the committee is created.

Task Groups are composed of persons who perform special skills and are able to make the required time commitments. These groups may be formed as needed by various standing committees, subject to the approval of the Board of Trustees. Task Group members are not subject to term limits, but shall serve at the discretion of the Standing Committee and the Board of Trustees.

Boards and Groups having an auxiliary relationship to the Chapel and using the “Big Canoe Chapel” in their name may be formed only with the approval of the Board of Trustees.

No later than April 1st, the Standing Committees shall recruit replacements for their Chairpersons, Vice Chairpersons (if applicable), and for those committee members whose terms expire at the end of the program year (June 30th). The Chair and Vice Chair of each committee shall be a Regular or Associate member of the Chapel and be approved by the Board of Trustees annually.

The Ministry Support Committee will assist in this process as requested by the committees and will notify the Standing Committees of any persons they know of who

would like to volunteer for a particular committee. By May 1st, the Standing Committees shall present their recommendations for their new Chair, Vice Chair, and new committee members to the Ministry Support Committee, which will, in turn, submit these recommendations to the Board of Trustees for final approval. The term of the new Committee chairpersons, Vice Chairpersons, and committee members will commence July 1st.

- 7.2 Persons performing specialty positions such as Librarian, Web Site Manager, or Sound Technician are not subject to the term limitations set forth in Section 7.1 above. Such positions may be established or discontinued by a majority vote of the Board of Trustees.

ARTICLE 8 - FINANCIAL AND PROGRAM YEAR

- 8.1 The accounting and financial records of the Chapel shall be maintained on a calendar year basis ending December 31.
- 8.2 The programs of the Chapel's ministries shall be conducted on a fiscal year basis commencing July 1, and ending June 30.
- 8.3 The Treasurer shall manage the financial affairs of the Chapel and cause a proper accounting thereof to be made. He or she shall render timely reports to the Board of Trustees setting forth in reasonable detail all such financial results and statements of condition of the Chapel as may be appropriate. The Assistant Treasurer, if any, shall act in behalf of the Treasurer, at the direction of, or in the absence of the latter.

ARTICLE 9 - GENERAL STAFF

- 9.1. The General Staff shall consist of all employees in the professional, administrative, clerical, custodial, and maintenance categories except for the Senior and Associate Chaplains. The Personnel Committee shall be responsible for the recruiting of personnel in these categories, with the involvement of the Senior Chaplain, and concurrence of the Board of Trustees. The Board of Trustees is responsible for approving all hiring in these categories. The Senior Chaplain will be responsible for daily management of personnel in this category. Nothing herein shall prevent an individual from being a member of both the ministerial and general staff.
- 9.2. The Personnel Policy Manual, as approved by the Board of Trustees from time to time, will be utilized as the prevailing guideline for the recruiting, hiring, retention and supervision of all staff employees.

ARTICLE 10 - CORPORATE SEAL

- 10.1 The seal of the Chapel shall be in such form as the Board of Trustees may from time to time determine. In the event it is inconvenient to apply such a seal at any time, the signature of the Chapel followed by the word Seal enclosed in parentheses, or scroll, shall be deemed the seal of the Chapel.

The seal shall be in the custody of the Secretary and offered by him/her on the letters of membership and such other papers as may be directed by law, these By-Laws or the Board of Trustees.

- 10.2 Whenever the context so requires in these By-Laws, the masculine shall include the feminine and neuter, and the singular shall include the plural and conversely.

ARTICLE 11- AMENDMENT AND REVIEW

- 11.1 These By-Laws may be amended by obtaining the approval of two-thirds of votes cast by Regular or Associate Members either in person, by written ballot, or by proxy at the Annual or called meeting. Notification shall be in accordance with Article 3.3. The Chapel By-Laws shall be reviewed no fewer than every three (3) years from the date of the last review, or at any time upon the vote of the Board of Trustees.

ARTICLE 12 - INDEMNIFICATION AND INSURANCE

12.1 Indemnification

Any person, who is or may become a party to a threatened, pending, or completed suit, and while acting solely within the line and scope of their duties as a trustee, director, officer, employee, or appointed agent of the Chapel, may seek indemnification from the Chapel for expenses (attorney fees, fines, settlements or judgments), actually incurred and solely in connection with such action or suit. The Board of Trustees shall vote to indemnify, if it determines that such indemnification is in accordance with applicable Georgia law, and consultation on any existing potential insurance applicability.

12.2 Indemnification Not Exclusive of Other Rights

The indemnification provided in Section 12.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or By-Laws, or any agreement, vote of members or disinterested trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, trustee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

12.3 Insurance

To the extent permitted by Georgia law, the Chapel may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of the Chapel, or is or was serving at the request of the Chapel as a director, officer, employee, trustee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.