

**BY-LAWS OF
WALLENPAUPACK FREE METHODIST CHURCH**

PREAMBLE

WHEREAS, *Wallenpaupack Free Methodist Church* (the “Corporation” or “WFMC”) is a member of **the Wilkes-Barre District, the Acts 12:24 Conference of the Free Methodist Church and the Free Methodist Church of North America.**

NOW, THEREFORE, the following By-Laws have been adopted:

ARTICLE 1 – OFFICES

The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

ARTICLE II – STATEMENT OF FAITH

The most recent copy of the Book of Discipline of the Free Methodist Church of North America contains the statement of faith as adhered to by the members of Wallenpuapack Free Methodist Church.

ARTICLE III – MEMBERS

1. **Membership.** “Members” herein shall mean the members of the congregation of WFMC or the local church of WFMC. Membership shall be bestowed upon persons who have fulfilled the requirements of WFMC as determined by the Board of Directors from time to time, except no person shall be bestowed membership of the Corporation unless he/she subscribes to the doctrines of WFMC and the Free Methodist Church of North America and agrees to adhere to the disciplines of WFMC and the Book of Discipline of the Free Methodist Church of North America (the “Book of Discipline”).

2. Qualifications of Members. The Board of Directors, to the extent not in contravention or in conflict with the rules and regulations of the Free Methodist Church of North America and the Book of Discipline, may establish rules and regulations relating to the qualifications of Members.

3. Removal of Members. The Board of Directors, by affirmative vote of a majority of all of the members of the Board, may remove, suspend, expel or ex-communicate pursuant to and in accordance with the Book of Discipline. The Board of Directors may adopt certain additional rules and regulations insofar as the same do not contravene or conflict with the rules and regulations of the Free Methodist Church of North America and the Book of Discipline.

4. Reinstatement of Members. So long as otherwise qualified under the By-Laws, the rules and regulations of the Free Methodist Church of North America and the Book of Discipline, upon written request signed by a former Member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a majority of the members of the Board, reinstate such former Member to membership upon such terms as the Board of Directors may deem appropriate.

5. Non-Assignability. Membership in this Corporation is not transferable or assignable.

ARTICLE IV – MEETINGS OF MEMBERS

1. Place of Meeting. Meetings of the Members shall be held annually as determined by the Board of Directors at the place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be fixed by the Board of Administration.

2. Annual Meeting. The annual meeting of this corporation shall be held at any time within 1 year prior to the convening of the Acts 12:24 Conference of the Mid-Atlantic Region of the Free Methodist Church of North America, and may be called by the pastor or the president of said corporation by giving notice as provided in the Book of Discipline of the Free Methodist Church of North America.

3. Special Meeting of Members. Special meetings may be called at any time for any purpose or purposes whatsoever by the president of the corporation or the pastor, pursuant to the Book of Discipline of the Free Methodist Church of North America.

4. Notice. Written notice of every meeting of the Members, stating the time, place and subject thereof, shall be given by, or at the direction of the Secretary to each Member of record entitled to vote at the meeting, at least ten (10) days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case. If the Secretary shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

5. Type of Notice. Persons authorized or required to give notice of a meeting of Members may, in lieu of any written notice of a meeting of Members required to be given, give notice of such meeting by causing notice of such meeting to be announced in the WFMC weekly bulletin or any of the official WFMC publication which is generally circulated to all Members.

6. Quorum. A quorum of the all meetings of Members, whether annual meeting or special meeting, shall be those who are in attendance.

7. Written Consent of Members. Any action which may be taken at a meeting of the Members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the Members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Corporation.

8. Equal Vote. Every Member of the Corporation shall be entitled to one vote. No Member shall sell his vote for money or anything of value. Upon request of a Member, the books or records of membership shall be produced at any regular or special meeting of the Corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be Members entitled to vote may vote. The right of a Member

to vote, and his right, title and interest in or to the Corporation or its property, shall cease on the termination of his membership.

9. Voting. Voting may be by ballot, mail or any reasonable means determined by the Board of Directors. Elections for the member of the Board of Directors need not be by ballot except upon demand made by a Member at the election and before the voting begins.

10. Judges of Election. In advance of any meeting of members, the Board of Directors may appoint judges of election, who need not be Members, to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any Member shall, make such appointment at the meeting. The number of judges shall be one or three. No person who is a candidate for office shall act as a judge.

ARTICLE V – DIRECTORS

1. Powers and Name. All business and affairs of this Corporation shall be managed by its Board of Directors. The Board of Directors may also be referred to as **the Board of Administration** or by any other name the Board of Directors chooses to be called.

2. Chairman of the Board. The Senior Pastor (or Lead Pastor) of WFMC shall serve as the Chairman of the Board of the Directors.

3. Number of Directors. The Corporation shall have no less than five (4) directors and no more than twelve (12) directors.

4. Election. All members of the Board of Directors shall be elected only at the annual meeting of Members of the Corporation and shall be elected for a one-year term and until his successor shall be elected and shall qualify. Only the names of the persons who receives the nominations of the Senior Pastor (or Lead Pastor) and Ministry Staff shall appear on the election ballot of the Board of Directors. The Board of Directors will recommend people for the nominating committee (those who are not currently serving, and must be active members), they will make their nominations to the

BOA who has to approve of the nominations before going to the membership for the vote. The Ministry Staff is composed of the Senior Pastor and all of his ministry staff.

5. Qualifications. The Board of Directors, to the extent not in contravention or in conflict with the rules and regulations of the Free Methodist Church of North America and the Book of Discipline, may establish rules and regulations relating to the qualifications of the members of the Board of Directors. No person shall be elected or appointed a director unless he/she is a Member in good standing of WFMC. If a Director shall cease at any time to be a Member in good standing of WFMC, he/she shall thereby cease to be a Director, but no act of the Corporation, its officers or directors shall be invalidated by reason thereof.

6. Additional Powers. In addition to the powers and authorities by the By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by the Members.

7. Place of Meeting. The meetings of the Board of Directors may be held at any such times and at such place or places within this Commonwealth or elsewhere, as a majority of the Board of Directors may from time to time appoint, or as may be designated in the notice calling the meeting.

8. Frequency of Meeting. The Board of directors will meet at least once a month and no fewer than ten (10) times per year.

9. Notice of Meeting. Written or personal notice of every meeting of the Board of Directors shall be given to each director at least ten (10) days prior to the day named for the meeting.

10. Quorum. A majority of the Board of Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

11. Consent. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent or consents in writing setting

forth the action so taken shall be signed by all of the directors in office and shall be filed with the Secretary of the Corporation.

12. Committees. The Board of Directors may, by resolution adopted by a majority of the Board of Directors in office, establish one or more committees to consist of one or more directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board of Directors or in the By-Laws, shall only act within the powers and authority of the Board of Directors specifically granted to them and, under no circumstances, such committee shall have any power or authority as to the following:

- (a) The submission to Members of any action required by statute to be submitted to the Members for their approval.
- (b) The filling of vacancies in the Board of Directors.
- (c) The adoption, amendment or repeal of the By-Laws.
- (d) The amendment or repeal of any resolution of the Board of Directors.

13. Alternate Directors. The Board of Directors may designate one or more members of the Board of Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Each committee of the Board of Directors shall serve at the pleasure of the Board of Directors. Chairman of the Board of the Directors shall have the power to appoint the chairperson of each committee.

14. Removal of Director. While the power to elect the members of the Board of Directors shall be with the Members of WFMC, once elected, the power to remove a member of the Board of Directors shall be solely with the Board of Directors. The Board of Directors, by a two-thirds vote of the members of the Board of Directors, may remove, with or without cause, any member of the Board of Directors.

15. Vacancy of the Board. The Board of Directors may declare vacant the office of a Director if he/she would be disqualified to be a Member of WFMC, under the By-Laws, the Book of Discipline or any other qualifications as from time to time adopted by the Board of Directors.

16. Fiduciary. A Director of WFMC shall stand in a fiduciary relation to WFMC and its Members and shall perform his/her duties as a member of the Board of

Directors, including his/her duties as a member of any committee of the Board of Directors upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of WFMC, and with such care, including reasonable inquire, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, a member of Board of Directors shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

(1) One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented.

(2) Counsel, public accountants or other persons as to matters which the Board of Directors reasonably believes to be within the professional or expert competence of such person.

(3) A committee of the Board of Directors upon which he/she does not serve, duly designated in accordance with law, as to matters within its designated authority, which the Director reasonably believes to merit confidence.

A member of the Board of Directors shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

Absent breach of fiduciary duty, lack of good faith or self-dealing actions taken as a member of the Board of Directors or any failure to take any action shall be presumed to be in the best interests of the Corporation. A member of the Board of Directors of the Corporation shall not be personally liable for momentary damages as such for any action taken, or any failure to take action unless:

(1) The member of the Board of Directors has breached or failed to perform the duties of his office under this section.

(2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to:

(1) The responsibility or liability of a director pursuant to any criminal statute; or

(2) The liability of a director for the payment of taxes pursuant to local, State or Federal law.

17. Compensation. The Board of Directors as such, shall not receive any stated salary for their services, but by resolution of the Board of the Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board PROVIDED, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VI – OFFICERS

1. President. Senior Pastor (or Lead Pastor) of WFMC shall serve as the President of the Corporation. Qualifications of the Senior Pastor (or Lead Pastor) shall be the qualifications as the Board of Directors may determine from time to time and as set forth in the Book of Discipline and elsewhere as set forth by the General Conference of the Free Methodist Church of North America.

2. Appointment of Other Officers. The President shall appoint Secretary and Treasurer and such other officers and assistant officers as the needs of the Corporation may require in accordance with the qualifications as set forth by the Board of Directors from time to time in writing. Except for the President, it shall not be necessary for the officers to be the members of the Board of Directors and any number of offices may be held by the same person. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

3. Term. The Senior Pastor (or Lead Pastor) shall serve as the President as long as he remains the Senior Pastor (or Lead Pastor) unless removed by the Board of Directors. The President shall be removed only in accordance with the Book of Discipline. The removal of the President shall constitute the removal of the person as the Senior Pastor (or Lead Pastor) and the member of the Board of Directors. All other officers shall serve at the pleasure of the President. In the event any of the officers are also members of the Board of Directors, the removal of such officers by the President shall not automatically constitute the removal of such individuals from the Board of Directors without the action of the Board of Directors to remove such officers.

4. Duty of President. The President shall be the chief executive officer of the Corporation; the President shall have the power to generally and actively manage of the affairs of the Corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board of Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Corporation. He shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Corporation. He shall be EX-OFFICIO a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

5. Duty of the Secretary. The Secretary shall attend all sessions of the Board and all meetings of the Members and act as clerk thereof, and record all the votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be.

6. Duty of the Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the moneys of the Corporation in a separate account to the credit of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at the regular meetings of the Board, or

whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation, At its sole discretion, the Board of Directors may require more than one signature on the checks of the Corporation.

ARTICLE VII – VACANCIES

1. Authority to Fill Vacancies. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors.

2. By Action of the Board. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of the members of the Board of Director, shall be filled by a majority of the remaining members of the Board of Directors, though less than a quorum, and each person so elected shall be a member of the Board of Director until his successor is elected by the Members, who may make such election at the next annual meeting of the Members, or at any special meeting duly called for that purpose and held prior thereto.

ARTICLE VIII – BOOKS AND RECORDS

1. Records. The Corporation shall keep an original or duplicate record of the proceedings of the Members and the Board of Directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the Corporation, and an original or a duplicate membership register, setting forth the names of the Members, and showing their respective addresses, and other details of each person. The Corporation shall also keep appropriate, complete and accurate books or records of account and financial information. The records provided for herein shall be kept at either the registered office of the Corporation in this Commonwealth, or at its principal place of business wherever situated.

2. Inspection. Except to the extend necessary to protect the privacy and/or confidentiality of any of the Members, the officers, the Board of Directors or anyone else deemed appropriate by the Board of Directors and except for any information, matter or

proceeding of the Board of Directors which it may deem inappropriate to be disclosed, every Member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the Members and directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such a person as a Member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or other such writing which authorizes the attorney or other agent to so act on behalf of the Member. The demand under oath shall be directed to the Corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

3. Annual Audit. To maintain integrity and as a safeguard to the treasurer and Board of Director an audit of the financial records of the church will take place at the close of each year.

ARTICLE IX – PROOF OF MEMBERSHIP

Membership in the Corporation may be evidenced by the membership record of WFMC. Such membership record may in such a form and style as the Board of Directors may determine.

ARTICLE X – TRANSACTION OF BUSINESS

1. Real Estate. The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members of the Board of Directors. Unless otherwise restricted in these By-Laws, no vote or consent of the members shall be required to make effective such action by the Board of Directors. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

2. Income. Whenever the lawful activities of the Corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the Members, directors or officers of the Corporation.

3. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate. Any account associated with the church shall require two signatures for withdrawal of funds.

4. Spending Limits. At the opening of each fiscal year the Board of Director will vote on a predetermined spending limit. Any expenditures which exceeds this limit must be approved by the Board of Directors.

ARTICLE XI – ANNUAL REPORT

1. Report Content. The Board of Directors shall present annually to the Members a report, verified by the President and Treasurer or by a majority of the Board of Directors, showing in appropriate detail the following:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

(b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(e) The number of Members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current Members may be found.

This report shall be filed with the minutes of the meeting of the Members.

ARTICLE XII – NOTICES

1. Notice. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to his address appearing on the books of the Corporation, or, in the case of directors, supplied by him to the Corporation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and an other information required by statute of these B-Laws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

2. Waiver of Notice. Whenever any written notice is required to be given under the provisions of the statute or the Articles or By-Laws of this Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of Members such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such-meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting,

to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XIII – MISCELLANEOUS PROVISIONS

1. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 of each year and end on December 31 of each year.

2. Telephonic Participation. One or more persons may participate in a meeting of the Board, but not the Members, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE XIV – INDEMNIFICATION

The Corporation shall indemnify each of its members of the Board of Directors, officers, and employees whether or not then in service as such (and his or her executor, administrator ad heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a director, officer or employee of the Corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duties as director, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such a settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such member of the Board of Directors, officer or employee may be entitled. Further, the Corporation may obtain and pay for appropriate Errors and

Omission Coverage and/or Director & Officer Liability Insurance Coverage as determined by the Board of Directors to protect the members of the Board of Directors, the officers and the employees of the Corporation.

ARTICLE XV – AMENDMENTS

Subject to the rules, regulations, and BOOK OF DISCIPLINE of the Free Methodist Church of North America as from time to time adopted by the General Conference of The Free Methodist Church of North America, By-Laws may be adopted, amended or repealed by the vote of Members entitled to cast at least a two-thirds of the votes which all Members present are entitled to cast thereon at any regular meeting duly convened after notice to the Members of that purpose.