

CONSTITUTION AND BYLAWS

Chapel of the Cross Westborough, Massachusetts

WHEREAS, the Chapel of the Cross of Westborough, Massachusetts (“Church” or “Chapel”) was formed on September 19, 1963;

WHEREAS, the Chapel enacted the Constitution and Bylaws (“Bylaws”) on INSERTION, and amended such Bylaws on INSERTION;

WHEREAS, the Chapel wishes to amend and fully restate the Bylaws;

NOW THEREFORE, the Chapel amends and restates the Bylaws in whole as set forth below.

CONSTITUTION

ARTICLE I: NAME AND ORGANIZATION

1. Name and Organization

1.1. Name

The name of this organization is “Chapel of the Cross of Westborough Massachusetts.”

1.2. Organization

The organization of the congregation took place September 21, 1961.

1.3. Incorporation

The organization was incorporated in the Commonwealth of Massachusetts on September 19, 1963 (“Corporation”).

ARTICLE II: DOCTRINAL AFFIRMATIONS

2. Affirmation of Faith

2.1. The Word of God

We believe that the Bible is the Word of God, fully inspired and without error in the original manuscripts, written under the inspiration of the Holy Spirit, and that it has supreme authority in all matters of faith and conduct.

2 Timothy 3:16; 2 Peter 1:20, 21; Mark 13:31; John 8:31, 32; John 20:31; Acts 20:32

2.2. The Trinity

We believe that there is one living and true God, eternally existing in three persons; that these are equal in every divine perfection; and that they execute distinct but harmonious offices in the work of creation, providence and redemption.

Genesis 1:1, 26; John 1:1, 3; Matthew 28:19; John 4:24; Romans 1:19, 20; Ephesians 4:5, 6

2.3. God the Father

We believe in God, the Father, and infinite, personal spirit, perfect in holiness, wisdom, power, and love. We believe that He concerns Himself mercifully in the affairs of all people, that He hears and answers prayer, and that He saves from sin and death all who come to Him through Jesus Christ.

Luke 10:21, 22; Matthew 23:9; John 3:16; John 6:27; Romans 1:7; 1 Timothy 1:1, 2; 1 Timothy 2:5, 6; 1 Peter 1:3; Revelation 1:6

2.4. Jesus Christ

We believe in Jesus Christ, God's only begotten Son, conceived by the Holy Spirit. We believe in His virgin birth, sinless life, miracles, and teachings. We believe in His substitutionary atoning death, bodily resurrection, ascension into heaven, perpetual intercession for His people, and personal, visible return to earth.

Matthew 1:18-25; Luke 1:26-38; John 1:1; John 20:28; Romans 9:5; Romans 8:32; 2 Corinthians 5:21; 1 Peter 2:21-23; John 20:30, 31; Matthew 20:28; Ephesians 1:4; Acts 1:11; Romans 5:6-8; Romans 6:9, 10; Hebrews 7:25; Hebrews 9:28; 1 Timothy 3:16

2.5. The Holy Spirit

We believe in the Holy Spirit who came forth from the Father and Son to convict the world of sin, righteousness, and judgment, and to regenerate, sanctify and empower all who believe in Jesus Christ. We believe that the Holy Spirit indwells every believer in Christ, and that He is an abiding helper, teacher, and guide.

John 14:16, 17, 26; John 15:26, 27; John 16:9-14; Romans 8:9; 1 Corinthians 3:16; 1 Corinthians 6:19; Galatians 5:22-26

2.6. Regeneration

We believe that all are sinners by nature and by choice, and are, therefore, under condemnation. We believe that those who repent of their sins and trust in Jesus Christ as Savior are regenerated by the Holy Spirit.

Genesis 1:26; 5:2; Genesis 3; Genesis 2:17; 3:19; Ecclesiastes. 2:11; John 3:14; John 5:24, 30; John 7:13; John 8:12; John 10:26; Romans 9:22; 2 Thessalonians 1:9; Revelation 19:3, 20; Revelation 20:10, 14, 15; Revelation 21:18; Psalm 51:7; Jeremiah 17:9; James 1:14; Romans 3:19; Romans 5:19; Proverbs 28:13; 1 John 1:9; John 3:16; John 1:13; 2 Corinthians 5:17; Romans 8:1

2.7. The Church

We believe in the universal church, a living spiritual body of which Christ is the head and all regenerated persons are members. We believe in the local church, consisting of a company of believers in Jesus Christ, baptized on a credible profession of faith, and associated for worship, work, and fellowship. We believe that God has laid upon the members of the local church the primary task of giving the gospel of Jesus Christ to a lost world.

Ephesians 2:19-22; Acts 1:8; Ephesians 5:19-21; Acts 2:42; Hebrews 10:23-25

2.8. Christian Conduct

We believe that Christians should live for the glory of God and the well-being of others; that their conduct should be blameless before the world; that we should be faithful stewards of their possessions and that they should seek to realize for themselves and others the full stature of maturity in Christ.

1 Corinthians 10:31; Romans 12:1-3; Hebrews 12:1-2; John 14:15, 23-24; 1 John 2:3-6; 2 Corinthians 9:6-9; 1 Corinthians 4:2; Colossians 1:9-10

2.9. Christian Marriage and Family Life

We believe in the sanctity of life both for the unborn and the elderly. We also believe that Christian marriage is a sacred institution ordained of God for the happiness of mankind and the propagation of the human race. It is the spiritual and physical union of one man and one woman; this is the only legitimate sexual relationship and, according to the scriptural ideal, is to be broken only by death.

Genesis 1:27; Psalm 139:13, 15; Galatians 1:15; Exodus 20:13; Genesis 2:19-24; Ecclesiastes 9:9; Mark 10:9; Ephesians 5:25; 1 Peter 3:7

2.10. The Ordinances

We believe that the Lord Jesus Christ has committed two ordinances to the local church, baptism and the Lord's Supper. We believe that Christian baptism is the immersion of a believer in water into the name of the triune God. We believe that the Lord's Supper was instituted by Christ for commemoration of His death. We believe that these two ordinances should be observed and administered until the return of the Lord Jesus Christ.

Matthew 28:18-20; Romans 6:3-5; 1 Corinthians 11:23-26

2.11. Religious Liberty

We believe that every human being has direct relations with God and is responsible to God alone in all matters of faith; that each church is independent and must be free from interference by any ecclesiastical or political authority; that therefore, Church and State must be kept separate as having different functions each fulfilling its duties free from dictation or patronage of the other.

1 Timothy 2:5; Romans 14:7-9, 12

2.12. Church Cooperation

We believe that local churches can promote the cause of Jesus Christ by cooperation with one another in a denominational organization. Such an organization, whether a conference or district conference, exists and functions by the will of the churches. Cooperation in a conference is voluntary and may be terminated at any time. Churches may likewise cooperate with inter-denominational fellowships on a voluntary independent basis.

Acts 15:36,41; 16:5; 1 Corinthians 16:1; Galatians 1:1-3; Revelation 1:4, 10, 11

2.13. The Second Coming of Our Lord

We believe in the personal and visible return of the Lord Jesus Christ to earth and the establishment of His kingdom. We believe in the resurrection of the body, the final judgment, the eternal felicity of the righteous in heaven, and the endless suffering of the non-believers in hell.

Matthew 16:27; Mark 14:62; John 14:3; Acts 1:11; Philippians 3:20; 1 Thessalonians 4:15; 2 Timothy 4:1; Titus 2:13; 1 Corinthians 4:5; 1 Corinthians 15; 2 Thessalonians 1:7-10; Revelation 20:4-6, 11-15

ARTICLE III: PURPOSE

3. Purpose of the Chapel

Chapel of the Cross exists to glorify God by seeing people brought into a vital relationship with Jesus Christ, enfolded into the community of faith, nurtured into spiritual maturity and empowered to serve Christ and others.

ARTICLE IV: CHURCH COVENANT

4. Church Covenant

Having been led by the Holy Spirit of God to receive Jesus Christ as Savior and to confess Him as Lord, and on confession of this faith, having been baptized in the name of the Father and of the Son and of the Holy Spirit, we do now, in the presence of God and this assembly most solemnly and joyfully covenant with one another, as one body in Christ, to lead a life worthy of the Lord fully pleasing to Him.

We promise by the aid of the Holy Spirit, to forsake the ways of sin and to walk together in Christian love and in the paths of righteousness. With this in view, we endeavor to strive together for both the peace and purity of the church; to sustain its worship and steadfastly cherish and hold its ordinances, disciplines, and doctrines; to contribute, as faithful stewards, such time, talent, and money, in the measure that God prospers each of us, that the responsibility for the work of the local church and the world-wide ministry of spreading the gospel be faithfully and effectively proclaimed. We recognize the value of private and family devotions and the need to teach the Bible to our children. As believers we recognize the Biblical direction to witness to our family, co-workers, friends, and acquaintances.

We also acknowledge the need to demonstrate our faith by our conduct in our dealings and our faithfulness in our engagements. As Christians we are to be exemplary in our daily life; to avoid unkind words and unrighteous anger; to abstain from every form of evil; to combine zeal and knowledge in our efforts to advance the cause of our Savior; to make Christ first in all things both spiritual and temporal.

We further agree to give and receive admonition with meekness and affection; to remember each other in prayer, and to aid each other in case of sickness and distress; to cultivate Christian sympathy in feeling and courtesy of speech; to be slow to take offense, but always ready for reconciliation, and mindful of the scriptures, to seek it without delay; to encourage one another in the blessed hope of our Lord's return.

We agree that when we move from this place we will, as soon as possible, unite with some local church where we can carry out the spirit of this covenant and the principles of the Word of God.

BYLAWS

ARTICLE V: STANDARDS AND AFFILIATIONS

5. Standards and Affiliations

5.1. Standards

The Scriptures of the Old and New Testaments shall be the standard for the doctrine and life of Chapel.

5.2. Affiliations

5.2.1. District Conference: This church is affiliated with Converge Northeast.

5.2.2. National Conference: This church is affiliated with Converge Worldwide.

ARTICLE VI: CHURCH GOVERNANCE

6. Church Governance

6.1. Authority

The government of the Chapel shall be under the royal authority of the only head of the Church, the Lord Jesus Christ (1 Cor. 11:3; Eph. 1:22). Therefore, the Church shall be governed primarily, in accordance with the Word of God (Eph. 2:20; Matt. 4:4) and secondarily, by the form of governance of the Church set out in these Bylaws.

6.2. Board of Elders

The Board of Elders, consisting of at least 5 members, shall be the governing body of the Church, shall manage the business and affairs of the Church and shall supervise all boards, committees, and organizations within or part of the ministries of the Church. The Board of Elders shall also act and have authority as the board of directors of the Corporation as that term is used in the Commonwealth of Massachusetts with respect to corporation matters. Except where action by the members is required by these Bylaws, the Board of Elders shall have the authority to act on behalf of the corporation in all matters. Unless otherwise stated, the Board of Elders shall act by majority vote.

The Board of Elders may, from time to time, delegate certain ministerial duties to other committees, members, boards, or organizations of the Church, provided that no such delegation shall be deemed to grant such members the authority, responsibility, prerogatives, or functions of Elders.

Except as otherwise set out in these Bylaws with respect to purchase, leasing, sale and mortgaging of real estate, the Board of Elders shall have final authority over the use of the Church real property, tangible property and other assets of the Church.

6.3.Duties of Elders

Elders shall be responsible for the spiritual oversight of the worship, faith and life of the Church, for the ministry of the Word, for the encouragement of the membership of the Church toward individual and corporate growth and prayer, and for the general oversight of the Church, its members and its ministries. They shall participate in the regular shepherding of the members of the Church and fulfill all other duties in accordance with Scripture.

Where an Elder is also a member of staff, he shall recuse himself from discussions and decisions where there is a conflict of interest. Circumstances giving rise to a conflict of interest include but are not limited to matters such as the following: staff work hours, work load, assignments, compensation and staff evaluation, discipline or termination of employment. If the Elder, who is also a staff member, does not recuse himself, the Chairman of the Board will make the determination of what constitutes a conflict of interest. Any Elder may request review and decision by the whole Board of the Chairman's determination.

Nothing herein shall prohibit a staff member from contributing in the same way as other non-Elder staff members to evaluations of other staff members or, as requested by the non-staff Elders, from providing information and opinions to the Board on any other matter.

6.4.Calling of Elders

Elders, who are men, shall be nominated as follows: (a) by one or more Elders, or (b) by a Member of the Church who may submit to the Board of Elders a written suggestion for an individual to be nominated to the Board of Elders. In order to be eligible for nomination to be an Elder, a nominee must have been a Member of the Church for at least one year prior to his election, must be actively involved in the ministry of the church, must meet the spiritual qualifications defined specifically in 1 Tim 2:8-3:13; 1 Tim 5:17-20; and Titus 1:5-9 and must have been approved by and properly trained under the oversight of the Board of Elders.

Those men found qualified for office by the Board of Elders shall then be presented to the congregation for a period of two consecutive weeks. The church members then have the opportunity to submit in writing to the Elder Chairman anything that would disqualify the nominee from being an Elder. After reviewing and resolving these issues, and after the above eligibility requirements have been met, the Board of Elders shall then appoint the

qualified nominee an Elder. The Elder will then be introduced and prayed for at a convenient weekend service.

6.5. Officers

6.5.1. Chairman

The Board of Elders shall choose a Chairman from among the non-staff Elder members at its first meeting following the Annual Meeting of the Congregation. The Chairman shall preside over all meetings of the Board of Elders and of the Congregation. The Chairman shall act as President of the Corporation. The President shall perform such other duties as may be assigned to him by the Board of Elders.

6.5.2. Secretary

The Board of Elders shall choose a Secretary from among the Elder members at its first meeting following the Annual Meeting of the Congregation. He shall keep accurate all Board of Elders records, shall take and maintain accurate minutes at all meetings of the Board of Elders and of the Church, and shall maintain a complete record of all correspondence pertaining to his office as Secretary, see that all notices are properly given, keep a register of the Membership of the Church (including email and mailing addresses), and generally perform all duties incident to his office of Secretary of the Board of Elders. The Secretary shall act as Clerk of the Corporation. The Clerk shall, do and perform such other duties as may be assigned to him by the Board of Elders.

6.5.3. Treasurer

The Board of Elders shall choose a Treasurer (who may or may not be an Elder) from among the members of the Church at its first meeting following the Annual Meeting of the Congregation. The duties of the Treasurer shall be as follows:

- 6.5.3.1. Maintain and keep books and records of all funds, financial assets, and securities of the Church, subject to such regulations as may be imposed by the Board of Elders.
- 6.5.3.2. Under the oversight of the Board of Elders, administer all funds of the Church and prepare and maintain true and accurate books of account therefore.
- 6.5.3.3. Exhibit such books at all reasonable times to any member on application to the Elder Board.
- 6.5.3.4. Make such reports of the financial condition of the Church as the Board of Elders shall from time to time require.
- 6.5.3.5. Only at the direction of the Board of Elders, administer the investment of Church funds.
- 6.5.3.6. Prepare checks or drafts for the withdrawal of funds; such checks or drafts may also be signed by other individuals who shall from time to time be designated in writing by vote of the Board of Elders.
- 6.5.3.7. By and with the prior consent and ongoing oversight of the Board of Elders, and at his discretion, delegate certain duties to one or more other members

- of the Church, provided that such delegation shall be in writing.
- 6.5.3.8. Provide individual reports and receipts of contributor giving annually or at other intervals approved by the Board of Elders in compliance with Internal Revenue Service and Massachusetts Department of Revenue standards and requirements.
 - 6.5.3.9. Credit all designated gifts to the account to which they are given and ensure that all designated funds are maintained for their specific purpose, although temporary use of such funds shall be allowable by vote of the Board of Elders.
 - 6.5.3.10. Preside over a budget committee for the preparation of the annual budget for presentation to the Board of Elders for approval; and coordinate the annual budget and the oversight of expenditures within the budget.
 - 6.5.3.11. Provide coordination of any capital needs including the purchase of equipment, acquisition of property, or construction of facilities.
 - 6.5.3.12. Safeguard title of all property, both real and personal, now or hereafter conveyed, donated, assigned, devised, or bequeathed to the church to be held in trust for specific purposes.
 - 6.5.3.13. Cooperate with the Audit Committee and/or Independent Auditor with respect to the annual audit of the church financial records. In lieu of an audit committee, the Board of Elders may engage the services of an outside certified public accountant to audit the church financial records.
 - 6.5.3.14. In general, perform all of the duties incidental to the office of Treasurer, subject to the control of the Board of Elders

6.6. Term of Office

6.6.1. Elders

Subject to Section 6.7 below, Elders shall serve for an indefinite period of time. An Elder may resign at any time from the Board of Elders and formal acceptance of the resignation shall not be necessary to make it effective.

6.6.2. Officers

Officers shall serve one-year terms. There shall be no limit to the number of successive terms an officer may serve. The Board of Elders may remove an officer with or without cause, with a unanimous vote of the Elders.

6.7. Removal of an Elder

The Board of Elders may divest an Elder of his position by a unanimous vote after providing the Elder an opportunity to be heard with respect to the issue, cause, or reason for dismissal. The elder subject to dismissal shall not be permitted to vote on the dismissal.

ARTICLE VII: STAFF

7. Ministerial and Non-Ministerial Staff

7.1. Lead Pastor

7.1.1. Generally

The Lead Pastor shall be the Lead minister of the Church.

7.1.2. Seeking a Lead Pastor

In the event of a vacancy in the pastoral office, the Board of Elders shall lead the process for hiring a new Lead Pastor. If thought to be beneficial, the Elders may create a search committee that can seek out and recommend prospective pastors to the Board of Elders for review. The Board of Elders must review and approve any prospective candidate prior to presentation to the Members of the Church. The candidate will then be accepted or rejected by vote of the church. Only one candidate shall be presented at a time.

7.1.3. Calling the Lead Pastor

The Lead Pastor shall be called by a majority vote of 50% of the Members of the Church constituting a quorum and present and voting at a meeting of the Church Members duly called for that purpose.

7.1.4. Term

The Lead Pastor and other ministerial staff shall be called for an indefinite period of time.

7.1.5. Releasing a Pastor

The question of dissolving pastoral relationship shall be directed by the board of Elders in the event of the following:

7.1.5.1. On the presentation of the Pastor's resignation.

7.1.5.2. On recommendation of the Board of Elders.

7.1.6. Notice with Respect to Terminating the relationship

When termination of the relationship is contemplated by either the board of Elders or the Lead Pastor, the other party shall be entitled to a notice of not less than 30 days and not to exceed 90 days. The Board of Elders shall negotiate appropriate severance arrangements.

7.2. Ministerial Staff

7.2.1. The Board of Elders shall be responsible for the hiring and termination of ministerial

staff, both paid and non-paid.

- 7.2.2. The Lead Pastor shall be responsible for the supervision of the ministerial staff, all subject to the oversight of the Board of Elders.

7.3. Non-ministerial Staff

- 7.3.1. The Lead Pastor shall be responsible for the hiring and termination of paid non-ministerial staff.
- 7.3.2. The Lead Pastor shall, subject to the oversight of the Board of Elders, be responsible for the supervision of the non-ministerial staff.

7.4. Ministry Team Leaders

- 7.4.1. The Lead Pastor will lead the selection of Ministry Team Leaders(known in the Bible as Deacons) to conduct the ministries of the church with approval from the Board of Elders. The Ministry Team Leaders will be responsible for all aspects of the ministry. They will be directed by, and accountable to the Lead Pastor or others that may be chosen by the Lead Pastor.
- 7.4.2. Ministry Team leaders will be Christians who are members of the church and who fulfill the Biblical qualifications of Deacons, and are gifted and equipped in their area of ministry. They will organize their ministries as they see fit in cooperation with the Lead Pastor under the oversight of the Board of Elders.
- 7.4.3. All personnel in teaching, children's and youth leadership, as well as those receiving mission support from the church, shall affirm their agreement with the Church's Statement of Faith contained in these Bylaws

ARTICLE VIII: COMMITTEES OF THE CHAPEL

8. Committees

8.1. Generally: Committees of the Church

The Board of Elders shall have oversight over the establishment and operations of committees of the Church and any additional standing, ad hoc or other committees as it shall deem appropriate. Membership shall be reviewed and approved by the Board of Elders prior to an individual joining a committee.

No committee or other organization shall be formed or permitted to serve as a subsidiary organization to the church unless its sponsors have previously submitted their plans and purposes to the Board of Elders for sanction and approval.

8.2. Audit Committee

If an Audit Committee is formed, it shall prepare a report of its examination of all financial records and books of account of the Church and shall present such report at the Annual Meeting. A formal independent audit may also be obtained, if the Board of Elders deems such review prudent or necessary to satisfy certain banking or other financial requirements.

Membership of the Audit Committee may not include the Treasurer, Financial Secretary or their immediate family members. An independent auditor may be a non-member.

ARTICLE IX: MEMBERSHIP IN THE CHAPEL

9. Membership

9.1. Qualifications

Any person professing faith in the Lord Jesus Christ, giving evidence of change of heart, having been baptized by immersion, having attended a membership class and who is agreeing with the Statement of Faith and Covenant of this church, and upon completing an affirmation meeting with a ministry team leader, Staff Member, or Elder, will, upon examination and affirmation of the Board of Elders will be voted and received into membership.

In addition to being a fellowship of believers, this church is also a corporation, which must in some instances conduct its business by meetings. Therefore, it must have a designated membership with authority to vote in the general business meetings of the corporation.

9.2. Applications for membership

All applications for membership shall be made through ministry team leaders and church staff under the supervision of the Board of Elders. The procedure shall be:

- 9.2.1. Any Elder may present the candidates to the Board of Elders who shall review their testimonies, receive their church letters, if any, receive evidence of baptism by immersion.
- 9.2.2. The Board of Elders shall review, deliberate and take action on the application for membership.
- 9.2.3. The new members shall be officially introduced into the fellowship of this church at a weekend service.

9.3. Membership of the Corporation

The entire membership of the church shall constitute the Corporation. No member who is under eighteen years of age and no member who has voluntarily surrendered his right to vote shall be eligible to vote. Such members shall not be counted in a quorum.

In addition, no member who is under twenty-one years of age shall be eligible to vote in matters relating to the transfer of title, sale, purchase, lease, or mortgaging of real estate. Such members shall not be counted in a quorum with respect to meetings and actions pertaining to such real estate matters.

9.4. Review of Membership Roll

The Board of Elders shall review the membership roll of the church periodically and after thorough investigation, shall present such names for transfer to an inactive membership list, who, in the unanimous opinion of the Board, have not and are not willing to assume their full covenant obligations with the church, and who have not attended at least one weekend service in the past year. Such members shall be notified in writing of such action.

Members whose names remain on the inactive list for a period of one year shall be dropped from the membership roll after having been so advised in writing by the Board of Elders. Such members, upon declaration of their willingness to fulfill their Covenant obligations and upon giving satisfactory evidence thereof, may be reinstated to membership by vote of the Board of Elders.

The Board of Elders may provide exemptions to Members who are unable to comply with the above requirements due to extenuating circumstances which may include but not be limited to the following: temporary absences from the area due to education or work, service in the military, and pursuit of ministry elsewhere.

9.5. Disputes Between Members and Membership

Bearing in mind the Biblical admonition to always treat each other with love and respect, private differences between members shall be adjusted according to the principles given in Matthew 18:15-17. If a member refuses to give satisfaction in relation to the charge preferred against him/her, and refuses to meet with the Elders to mitigate the situation (as needed), or refuses to appear before the church when asked, the Board of Elders may revoke his/her membership status. See also the process for Church Discipline set forth in Article 12.

9.6. Letters of Transfer

Letters may be granted by the church to other churches of like faith and order upon application by the withdrawing member to enable them to transfer their membership, provided that the Board of Elders is informed of such intentions, and the member is in good standing, or if inactive, it shall be so stated in the letter.

9.7. Special Matters requiring Approval of Members

The following special matters shall require 50% of members to make a quorum with a 75% affirmative vote of the members present at a duly-called meeting:

- 9.7.1. Calling of the Lead pastor;
- 9.7.2. Change of affiliation;
- 9.7.3. Consolidation with another church;
- 9.7.4. Dissolving the church;
- 9.7.5. Purchase, lease or sale of real estate;

ARTICLE X: BUSINESS MATTERS

10. Fiscal Matters, Legal Documents and Contracts

10.1. Funds

- 10.1.1. All money received at public services shall be counted by at least two people, and the total of such receipts entered in a record kept permanently by the church.
- 10.1.2. Any church ministry shall be entitled to handle its own budgeted funds upon annual permission granted by the Board of Elders. Such organizations shall have their finances reviewed yearly by ministry team leaders, or the church staff under the supervision of the Board of Elders.
- 10.1.3. Such organizations shall submit an annual financial statement to the Board of Elders at least two weeks prior to the annual meeting. All funds donated for missions and benevolence by the organizations of the church must pass through the church books maintained by the Treasurer.

10.2. Budget

- 10.2.1. The budget of the Church shall be prepared annually by the Treasurer, overseeing a finance committee appointed by the Board of Elders. Such budget shall be submitted to the Board of Elders for its adoption and approval at least two weeks prior to submission to the Church's Members at the Annual Corporation Meeting. At that meeting, the Members shall affirm their commitment to the budget in its entirety.
- 10.2.2. During any fiscal year, the Board of Elders shall present to the Members at a duly called meeting, any proposed Off-Budget expenditure in excess of 5% of the annual budget to be voted on at a Special Meeting called for that purpose. At that meeting,

the Members shall vote to approve that expenditure.

10.2.3. Except with respect to ministries that handle their own funds, Treasurer shall provide to each ministry regular updates of expenditures vs. budget plan.

10.3. Fiscal Year

The fiscal year shall be from January 1 to December 31.

10.4. Legal Documents

10.4.1. No loans or any other form of indebtedness shall be contracted on behalf of the Church and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Elders. See 9.7 for process.

10.4.2. Execution of Papers. Except as the Board of Elders may generally or in particular cases authorize the execution thereof in some other manner, and except as set out in Section 10.5, all legal documents, transfers, contracts, bonds, notes, drafts and other obligations made, accepted or endorsed by the Church must be signed by two of the following: the President, Secretary and Treasurer.

10.4.3. Persons, including Officers, authorized in writing by the Board of Elders, from time to time may sign checks on behalf of the Church.

10.5. Real Estate Matters and Mortgages

10.5.1. Any purchase, sale or mortgaging of real estate interests must be approved by both the Members as a Special Matter and by the Board of Elders. A clerk's certificate executed in the name of the Church confirming such approvals will be binding on the Church in favor of a purchaser or other person relying in good faith on such instrument.

10.5.2. Any recordable instrument purporting to affect an interest in real estate including but not limited to deeds, leases, and mortgages must be executed by both the President and the Treasurer.

ARTICLE XI: MEETINGS

11. Meetings

11.1. Meetings of the Congregation

11.1.1. Annual and Regular Meetings

There shall be an annual business meeting of the church and one regular meeting. The annual meeting of the church shall be held in January. The additional regular business meeting of the church shall generally be held after March 1 and before October 31. The Board of Elders shall set the date and time for the regular business and annual meeting.

11.1.2. Special Meetings

Special meetings may be called by the Board of Elders, the President and by the Clerk upon written application of members representing 50% of the smallest quorum of membership necessary for the action. The notice stating the specific nature of the business to be transacted shall be publicly posted and announced from the pulpit on the Lord's Day or sent by mail or email at least three weeks before said meeting and shall be signed by the parties issuing the call if not called by the Board of Elders. No other business shall be transacted except that stated specifically in the call or matters specifically related to the issue. The quorum is defined in Section 9.7 with respect to Special Matters.

11.1.3. Business to be Conducted

The Annual Meeting of the Congregation shall include acceptance of reports submitted by the various committees and organizations of the Church.

11.2. Procedure of Business and Other Church Meetings

11.2.1. Robert's Rules of Order are to be followed in the conducting of business meetings.

11.2.2. The Board of Elders may, from time to time, establish such rules and procedures as they deem appropriate for meetings of the Board of Elders and any other committee or ministry in the Church..

11.3. Agenda for Business Meetings of the Congregation

- Devotion and Prayer
[not required for meetings immediately following worship services]
- Reading of the minutes of the prior meeting, if not already approved
- Reports of Board of Elders and committees, and or ministry teams
- Treasurers Report

- New business
- Other items to be discussed
- Sharing Time – What has God been doing
- Adjournment
- Prayer

The above agenda may be modified for any particular meeting by the Board of Elders.

11.4. Notice

11.4.1. For Meetings Addressing Special Matters

The notice stating the specific nature of the Special Matter(s) to be transacted shall be publicly posted in each Church building holding Sunday morning worship services, and announced from the pulpit on two consecutive Lord's Days immediately prior to the meeting (which Lord's Day may include the same day as the meeting) or sent by mail or email at least three weeks before said meeting. No other business shall be transacted except that stated specifically in the call or matters specifically related to the issue.

11.4.2. Electronic Notice

Communication by electronic mail to email addresses provided by the respective Members with confirmed delivery shall be considered equivalent to any communication otherwise required to be in writing. The Board of Elders, and any Committees or any organization of the Church shall take such steps as it deems appropriate under the circumstances to assure itself that communications by electronic mail are authentic.

11.4.3. Waiver of Notice

Unless otherwise provided by law, whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, or provided via email whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

11.5. Quorum

11.5.1. Annual, Regular and Special Meeting for all Matters Except Special Matters

A minimum of twenty (20%) percent of the Members entitled to vote shall constitute a quorum in any church business meeting except in case of special matters.

11.5.2. Special Matters

A minimum of fifty (50%) percent of the Members entitled to vote shall constitute a quorum in case of special matters.

11.5.3. Other Meetings

At any meeting of the Board of Elders, committee, ministry or other organization of the Church, the number of members required to constitute a quorum shall be a majority of the members of the respective body.

11.5.4. Adjournment Without Quorum

If less than a quorum is present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

11.6. Voting

11.6.1. All Matters

A majority vote of a quorum present and voting at any meeting shall govern in all questions, with the exception of special matters.

11.6.2. Proxy voting prohibited

Proxy voting is not allowed in any meetings of the Church, unless previously approved by the Elders for special circumstances.

11.6.3. Informal Action

Unless otherwise provided by law, any action required to be taken at a meeting of the members the Board of Elders, committee, ministry or other organization of the Church, or any other action which may be taken at a meeting of such individuals, may be taken without a meeting if a consent in writing or via email, setting forth the action so taken, shall be provided by all of the individuals entitled to vote with respect to the subject matter thereof.

ARTICLE XII: CHURCH DISCIPLINE

12. Generally

Church discipline is the exercise of that authority which the Lord Jesus Christ has committed to the visible church for the preservation of its purity, peace, and good order and for the preservation of the spiritual health and vitality of its members.

12.1. Members are Subject to Church Discipline

By joining the Church, all members of the church agree that they are under the care of the Board of Elders and agree to be subject to Church discipline as administered by the Board of Elders.

12.1.1. Board of Elders

If a Member persists in violating the Church Covenant and otherwise refuses to heed the exhortation of the ministerial staff, individual elders or other members of the church, the Board of Elders, acting on behalf of the Church as a whole shall investigate, deliberate and, where appropriate, administer discipline of the Member.

12.2. Process

12.2.1. A charge of an offense may be brought by an injured party, by a person not an injured party, or by the Board of Elders. The offense alleged in the charge should be serious enough to warrant investigation, hearing, deliberation and action. No charge shall be admitted against an elder, unless it is brought by two or more persons, according to I Timothy 5:19.

12.2.2. Every charge of an offense must: (a) be in written form, (b) set forth the alleged offense, (c) set forth only one alleged offense, (d) set forth references to applicable portions of the Word of God, (e) set forth the serious character of the offense which would demonstrate the warrant for a hearing.

12.2.3. Offenses are either public or private. Public offenses are those which are commonly known. Private offenses are those which are known to an individual only, or, at most, to a very few individuals. Before considering any charge of a private offense, the Board of Elders shall assure itself that the person bringing the charge has faithfully followed the course set forth in Matthew 18:15-17; nor shall a charge of a private offense which is not personal be admitted unless it appears that the complaining person has first done his utmost privately to restore the alleged offender. However, even in the case of public offenses, it is not wrong to seek reconciliation in terms of Matthew 18:15-17 or Matthew 5:21-26 or Galatians 6:1.

12.2.4. The Board of Elders shall determine whether the charges are serious enough to warrant a hearing. Charges which would ordinarily be considered serious enough include: (1) an offense in the area of conduct and practice which seriously disturbs the peace, purity, and/or unity of the church, or (2) an offense in the area of doctrine for the member which would constitute a denial of a credible profession of faith as reflected in his membership covenant.

12.2.5. The Board of Elders, after investigation, hearing, and deliberation issue a sanction or take other action which it, in its sole discretion as shepherds of the flock, deems appropriate. Such sanction or action may include but is not limited to the following:

12.2.5.1. Admonition consisting of confronting the member with his sin and

exhorting him to repentance and requiring an appropriate response and action by the Member;

- 12.2.5.2. Suspension consisting of depriving the member of the privileges of membership for a definite or indefinite period of time and requiring an appropriate response and action by the Member during the Suspension and/or as the case may be, prior to ending the suspension;
- 12.2.5.3. Excommunication consisting of the declaration that the member's membership has been terminated and that he will no longer be considered a member of Chapel of the Cross.

12.2.6. The Board of Elders, at its sole discretion, may modify and deviate from the process set out in this Article.

ARTICLE XIII: GENERAL PROVISIONS

13. Miscellaneous

13.1. Non-Profit Status

Notwithstanding any other provision of these articles, the corporation is organized exclusively for religious purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding section of any future Federal tax code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding section of any future Federal tax code.

No substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided by Internal Revenue Code Section 501(h) or corresponding section of any future Federal tax code, or participating in, or intervening in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

13.2. Principal Office

The principal office of the Corporation in the Commonwealth of Massachusetts shall be located at 160 Flanders Rd., Westborough, MA 01581. The Church may have such other offices, either within or without the state of incorporation, as the Board of Elders may designate.

13.3. Severability

If any provision of these Bylaws or a portion of any such provision or the application thereof to any person or circumstance is held invalid, the remainder of the Bylaws (including the remainder of such provision) and the application thereof to other persons or circumstances shall not be affected by such invalidity and shall be valid.

13.4. Seal

The Board of Elders shall maintain a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Church, the state of incorporation, year of incorporation, and the words "Corporate Seal".

13.5. Dispute Resolution

The Parties to this contract are Christians and believe that the Bible commands them to make every effort to live at peace and to resolve disputes with each other in private within the Christian church (see Matthew 18:15-20, I Corinthians 6:1-8). Therefore, should any disagreements arise among the Members of the Church or pertaining to Church matters which the Board of Elders is incapable of resolving, those who disagree shall bring said dispute to be settled by Biblically-based mediation and if necessary, legally binding arbitration in accordance with the Rules for Christian Conciliation of the Institute for Christian Conciliation or similar Christian dispute-resolution service. Members agree to abide by the decisions so rendered. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties understand that these methods shall be the sole remedy for any controversy or claim arising out of this contract and, each Member by accepting membership in the Church expressly waives their right to file a lawsuit in any civil court against one another for such disputes, except to enforce an arbitration decision.

13.6. Corporate Powers and Disinterested Transactions

The Church shall have and may exercise all powers necessary or convenient to effect any and all of the purposes for which the corporation is formed, provided that no such power shall be exercised in such a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other chapter of the General Laws of the Commonwealth of Massachusetts.

The Church shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the Church may receive under Section 501(c)(3) of the Internal Revenue Code. No part of the assets or net earnings of the Corporation may inure to the benefit of any Officer of the Church or any individual; no substantial part of the activities of the Church may be the carrying on of propaganda, or otherwise attempting to influence legislation except to the extent permitted by Section 501(h) of the Internal Revenue Code; and the Church may not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. It is intended that the Church will be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and will not be a private foundation under Section 509(a) of the Internal Revenue Code.

13.7. Interested Transactions

No person will be disqualified from holding any office by reason of any interest. In the absence of fraud, any Elder or Officer of the Church, or any concern in which any such Officer has any interest, may be a party to, or may be pecuniary or otherwise interested in any contract, act or other transaction (collectively called a "transaction") of the Church, and: such transaction may not be in any way invalidated or otherwise affected by that fact; and, no such Officer or concern will be liable to account to the Church for any profit or benefit realized through any such transaction; provided, however, that such transaction either was fair at the time it was entered into or is authorized or ratified by a majority of the Elders who are not so interested and to whom the nature of such interest has been disclosed, including without limitation a summary of the nature of such transaction and such interest. No interested Elder may vote or may be counted in determining the existence of a quorum at any meeting at which such transaction may be authorized, but may participate in discussion thereof.

For purposes of this Article, the term "interest" will include personal interest and also interest as a trustee, officer, stockholder, shareholder, director, member, partner or beneficiary of any concern; and the term "concern" will mean any corporation, association, trust, partnership, limited liability company, firm, person or other entity other than the Church.

No transaction may be avoided by reason of any provisions of this Article which would be valid but for such provisions.

13.8. Limitation of Liability

No member of the Board of Elders, Officer, committee or organization of the Church shall be liable to the Church or its Members for monetary damages for breach of fiduciary duty in such volunteer service to the Church, except for liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law. No amendment to or repeal of any provision of this paragraph, directly or by adoption of an inconsistent provision of these Bylaws, shall apply to or have any effect on any liability or alleged liability of any individual to the Corporation for or with respect to any acts or omissions of such individual occurring prior to such amendment or repeal.

13.9. Indemnification

The Church may indemnify each person who is or was a member of the Board of Elders, or Officer, and may indemnify each person who is or was a member of a committee or organization of the Church, against all liabilities, costs and expenses, including but not limited to amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees and disbursements, reasonably incurred by him in connection with or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative or legislative or investigative body, in which he may be or may have been involved as a party or otherwise or with which he may be or may have been threatened, while in office or thereafter, by reason of his being or having been a

member of such board, committee or organization, or by reason of any action taken or not taken in any such capacity, except with respect to any matter as to which he shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his action was in the best interest of the Church.

Expenses, including but not limited to reasonable counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding may be paid from time to time by the Church in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be determined that indemnification of such expenses is not authorized hereunder, which undertaking may be accepted without reference to the financial ability of such person to make repayment. As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the Church, after notice that it involves such indemnification; (a) by a vote of a majority of the disinterested members of the Board of Elders then in office (even though the disinterested Board of Elders members may be less than a quorum), or (b) by any disinterested person or persons to whom the question may be referred by vote of a majority of such disinterested members, or (c) by vote of the Members of the Church as a Special Matter. No such approval shall prevent the recovery from any such individual of any amounts paid to him or on his behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in reasonable belief that his actions were in the best interests of the Church.

The indemnification hereby provided shall not be exclusive of or affect any rights to which any member of the Board of Elders, or other committee or organization of the Church may be entitled or which may lawfully be granted to him. As used herein, the term "member" includes his respective heirs, executors, administrators, and other legal representatives; and "interested person" is one against whom the action, suit or other proceeding in question or another action, suit, or other proceeding on the same or similar grounds is then or had been pending or threatened; and a "disinterested person" is a person against whom no such action, suit, or other proceeding is then or had been pending or threatened.

By action of the Board of Elders, notwithstanding any interest of the members in such action, the Church may purchase and maintain insurance, in such amounts as the Board of Elders may from time to time deem appropriate, on behalf of any person who is or was a member of the Board of Elders, or who is or was serving at the request of the Church as such a member, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the Church would have the power to indemnify him against such liability.

ARTICLE XIV: ADOPTION AND AMENDMENT OF THE CONSTITUTION AND BYLAWS

14. Adoption, Amendment, and Repeal

- 14.1.** These Bylaws shall be adopted by a vote of not less than 75% of a quorum of 50% of the Members of the Church present and voting at a duly-called meeting.
- 14.2.** These Bylaws may be amended or repealed by a vote of not less than 75% of a quorum of 50% of the Members of the Church present and voting at any two consecutive regular (including annual) or duly-called Special Meetings of the Church called for that purpose. The text of any proposed amendment or proposal to repeal shall be furnished to the Board of Elders for review. Once approved for recommendation to the Members of the Church by the Board of Elders, notice of the proposed amendment shall be provided to the Members of the Church prior to the meeting to act upon the proposed amendment. In addition, the proposed amendment or proposal to repeal shall be posted publically in each Church building holding Sunday morning worship services for comment and review no fewer than 60 days prior to the first meeting. The final text of any proposed amendment or proposal to repeal shall be made available to the Church membership by posting on each Sunday morning within each Church building holding Sunday morning worship services and by including notice in the Church bulletin or Church website, at least two (2) Lord's days prior to the two meetings. The two meetings must be held no fewer than 60 days apart. No motions from the floor to amend the amendment as posted shall be permitted.

ARTICLE XV: DISSOLUTION

15. Dissolution

15.1. Division of Property

In case of organic division of the church membership, the church real and personal property ("Property") shall belong to those members who abide by the Bylaws as determined by the Converge Northeast or its successors and assigns.

15.2. Merger with another church

Should conditions arise where a consolidation with another church of like faith and practice be advisable, the Board of Elders shall negotiate the terms of such consolidation insofar as the Property is concerned.

15.3. Dissolution

Should conditions arise where for any reason the church ceases to function, i.e., when regular Sunday services are no longer held, the Property shall be transferred to the Converge Northeast or its successors and assigns.

15.4. Vote

Subject to and in accordance to the laws of the Commonwealth of Massachusetts, the dissolution of the Church shall be approved by 50% of the Members in good and regular standing pursuant to Section 9.7.

Effective Date: Adopted on January 29th, 2017 (vote 95-7 in favor)