

**BYLAWS**  
**THE HOLDEN BEACH CHURCH/CHAPEL, INCORPORATED**  
**A NONPROFIT CORPORATION**

**ARTICLE I**  
**Dedication**

1. The original Articles of Incorporation of the Holden Beach Church Chapel, Incorporated (hereafter called Chapel), were filed with the Secretary of the State of North Carolina on March 2, 1961. Lonnie D. Small was one of the original Incorporators.
2. These bylaws are gratefully dedicated to the memory of Lonnie D. Small and his fellow visionaries who made this “Chapel by the Sea” possible.

**ARTICLE II**  
**Purpose**

It is the mission of the Chapel to provide opportunities for Christian worship, education, and fellowship to vacationers, second homeowners, and residents and to minister to our neighbors in the Spirit of Christ.

**ARTICLE III**  
**Membership and Friends of the Chapel**

1. Membership
  1. Members of the Chapel with no other church affiliation
  2. Members of the Chapel with another church affiliation

Membership is effective when an individual submits a written Profession of Faith/Application completed, signed, and received by the Chapel.

2. Friends of the Chapel

The Chapel has a unique dual mission: that of providing a church home for residents, part-time residents, and a place of worship for visitors and vacationers. “Friends of the Chapel” is a title given to participants who choose not to become members, but who provide vital support to the Chapel through their attendance and contribution.

ARTICLE IV  
**Officers and Members of the Board of Trustees, Meetings, Participation**

1. The government of the Chapel is vested in a Board of Trustees composed of twelve persons who shall serve three year staggered terms. These twelve persons shall provide spiritual and fiduciary leadership for the Chapel. The Board of Trustees of the Chapel is a self-perpetuating board.
2. The Board of Trustees shall elect trustees at the November meeting each year. Terms effective January 1 of the following year. The trustees shall be designated in three groups, belonging to the class of the year of completion of their three-year term. Example: trustees elected in 2004 will be the “Class of 2007”. Following the completion of the “transitional” terms 2004, 2005, and 2006, no persons shall serve more than two consecutive three-year terms. **At least one full term must elapse before that person is again eligible for election or appointment to the Board of Trustees.**
3. Officers of the Board of Trustees shall also serve as Officers of the Corporation and shall be Chairperson, Vice-chairperson, Secretary, and Treasurer. The Officers shall be elected by the Board of Trustees from among the trustees at the November meeting of the Board of Trustees for a one-year term effective January 1<sup>st</sup> of the following year.
4. At the November meeting of the Board of Trustees, a person to serve as Assistant Treasurer will be elected. The Assistant Treasurer shall serve a one-year term beginning January 1<sup>st</sup> of the following year.
5. A Trustee or Officer of the Chapel must be a Member of the Chapel.
6. A majority of the Trustees is required to transact business.
7. Four consecutive absences from regular Board of Trustees meetings are considered a resignation. The Executive Committee may make exceptions to this policy.
8. In the event of a vacancy among the Trustees or in any Office of the Chapel, the Board of Trustees, upon recommendation of the Nominating committee shall have the responsibility to fill such vacancy.
9. The Board of Trustees may recognize especially loyal and distinguished service by designating a former Trustee as a Trustee Emeritus.

10. The Board shall hold four regular meetings each year on the third Saturday or Sunday of the following months: **February, May, August, and November.** The Executive Committee will determine the day, time, and location of each meeting. Elections shall be held at the November meeting.

11. The November meeting is the designated Annual Meeting of the Holden Beach Church Chapel, Incorporated.

12. All Members & Friends of the Chapel are invited and encouraged to attend the quarterly meetings of the Board of Trustees and have the privilege of speaking. Only Trustees have voting privileges. Trustees may go into executive session at any time, which is closed to all others.

13. Any trustee may call additional meetings as needed. The trustee initiating the meeting shall exercise due diligence in contacting and informing all trustees.

14. In time-sensitive situations, as determined by the Chairperson of the Board of Trustees, a vote of the Board may be taken by telephone or other communication device providing that a majority is reached. Due diligence will be exercised in contacting all Trustees.

ARTICLE V  
**Executive Committee**

1. The Executive Committee shall be composed of the Chairperson, Vice-Chairperson, Secretary, and Treasurer.
2. The Executive Committee shall meet during the 2<sup>nd</sup> week of each month and three members shall constitute a quorum. Reports and/or requests from committees will be reviewed at this meeting. The Chairman of the Committee has the responsibility of calling additional meetings; however, any committee member may call a meeting of the committee. All committee members must be informed of the purpose of called meetings and the date, time, and place of the meeting. All regular scheduled meetings of the Executive Committee are open to Members and Friends of the Chapel.
3. The Executive Committee shall be responsible for the daily conduct of the affairs of the Chapel between meetings of the Board of Trustees, and it shall have such other duties and perform such functions as are delegated to it by the Board of Trustees.
4. Expenditures in excess of \$10,000 dollars cannot be approved by the Executive Committee.
5. The Chairperson, Vice Chairperson, and Secretary shall oversee the responsibilities of the Treasurer.

## ARTICLE VI

### Duties of Officers

**Chairperson:** The chairperson shall be the principal executive officer of the Chapel and, subject to the control of the Board of Trustees, shall supervise all of the business and affairs of the Chapel. The chairperson shall preside at all meetings of the Board of Trustees and the Executive Committee and shall call such meetings as are deemed necessary. The chairperson shall serve ex-officio as a member of all committees except the Nominating Committee.

**Vice-chairperson:** The Vice-chairperson shall perform such duties as may be assigned by the chairperson or the Board of Trustees. In case of death, disability, resignation, or absence of the chairperson, the Vice-chairperson shall be vested with the powers and shall perform all the duties of the chairperson. The Vice-chairperson shall serve as chair of the Personnel Committee. The Vice-chairperson shall serve ex-officio as a member of the Nominating Committee.

**Secretary:** The Secretary shall record attendance and keep the minutes of all meetings of the Board of Trustees. The Secretary shall be responsible for preserving these minutes for historical information. The Secretary shall serve as Chair of the Policies and Procedures Committee.

**Treasurer:** The Treasurer shall be responsible for the oversight of all financial transactions of the Chapel and shall report to each regular meeting of the Board of Trustees the financial condition of the Chapel. The Treasurer shall work with the Assistant Treasurer in preparing and presenting an annual budget, which shall be presented to the Board of Trustees at the November meeting. The Treasurer shall, on behalf of the Board of Trustees, oversee the work of the Assistant Treasurer in receiving and disbursing funds of the Chapel. The Treasurer shall serve as Chair of the Finance Committee.

**ARTICLE VII**  
**Nominations and Elections**

1. The Nominations Committee shall prepare a list of nominees for each office and standing committee, which shall become vacant on January 1 of the following year. Each nominee must be contacted and indicate a willingness to serve if elected. The list of nominees shall be posted and publicized thirty days prior to the November meeting of the Board of Trustees.
2. Any Member of the Chapel may recommend any other Member of the Chapel for any office subject to election by the Trustees. Recommendations for nomination must be provided to the Chair of the Nominating Committee in writing at least 60 days prior to the November Trustee Meeting with the signature of the nominee and assurance that the nominee is willing to serve if elected.
3. The Board of Trustees shall elect from the nominees submitted by the Nominating Committee, candidates to fill every office subject to election at the November meeting.
4. The Board of Trustees shall determine whether the election for all or any officer shall be by voice vote, a show of hands, or in the event of multiple nominees for a position, a secret ballot will be taken and immediately counted by the presiding officer.
5. An annual installation service for new trustees will be held in January of each

**ARTICLE VIII**  
**Committees**

The Board of Trustees may create standing and temporary committees, as it deems necessary. All committees shall report to the Board of Trustees or Executive Committee at the time and in the form determined by the Board of Trustees. All committee chairpersons and members shall be elected by the Board of Trustees. Membership of all committees with the exception of the Executive committee shall be open to all Members and Friends of the Chapel. All committees shall operate in compliance with the *Chapel Policies and Procedures Manual*.

ARTICLE IX  
**Real Property**

Three fourths of the entire Board of Trustees shall be required to approve decisions concerning selling, diminishing, or changing property status in any way. Sale of real property must be conducted over two regular meetings of the Board of Trustees.

The immediately foregoing provision requiring multiple meetings shall not, however, apply when the property was acquired through a donation or other means solely as a gift to the corporation, with the expressed intention of the donor, and the intention of the trustees at the time of receipt, that the property would not be retained by the Chapel for its charitable purposes, but sold in a timely manner.

ARTICLE X  
**Amendments to Bylaws**

These bylaws may be amended by the affirmative vote of three fourths of the Board of Trustees at any regular meeting of the Board of Trustees. The text of the proposed amendment must be delivered by certified mail to each trustee at least ten days prior to the meeting.

ARTICLE XI  
**Parliamentary Authority**

In the deliberations of all meetings of the Board of Trustees, common sense shall prevail, relying on Roberts Rules of Order only when the entire Board of Trustees cannot reach agreement.

Revised: 8/19/12