

# Bylaws

## Grace Chapel on High Holly Mtn.

### ARTICLE 1. NAME, PURPOSE & OFFICES

- 1.1 The name of the Corporation is Grace Chapel on High Holly Mtn. Grace Chapel on High Holly Mtn. is duly incorporated as a not for profit corporation in the state of North Carolina and is registered in the state of Georgia as a foreign entity.
- 1.2 The purpose of the corporation is as a Christian Church, created to teach and promote the Word of God as revealed in His Holy Scriptures and to offer spiritual support for its members and community. The policies and procedures for the operation of church matters are specified in a separate document called the Church Constitution.
- 1.3 Principle Office Grace Chapel on High Holly Mtn. (the Church) may have offices, either within or without the State of North Carolina, as the Board of Elders ("Board") may designate or as the affairs of the Corporation may, from time to time require.

### ARTICLE 2. MEMBERS

- 2.1 The Corporation shall have no members.

### ARTICLE 3. BOARD OF ELDERS

- 3.1 General Powers The affairs of the Church shall be managed by a Board of Elders. Elders shall meet the qualifications as described in the Church's Constitution.
- 3.2 Number and Tenure The Board shall be comprised of no fewer than three (3) and no more than ten (10) Elders. The number of Elders may be changed from time to time by a two-thirds vote of the board but no decrease in the number of Elders shall have the effect of shortening the term of any incumbent Elder. Elders shall be elected to a term of four (4) years. An Elder may serve two consecutive four-year terms. After two consecutive terms, a one year hiatus will establish anew an Elder's qualification.  
Unless he dies, resigns, or is removed, an Elder so elected shall hold office until his term has expired and a successor is elected.
- 3.3 Regular Meetings By resolution, the Board may specify the time and place for holding regular meetings. Time and place shall be publicly posted in the business office. If weather or other hazards or conflicts should require postponement, notice of such postponement shall be made on the website and posted in the church office.
- 3.4 Special Meetings Special Board meetings may be called by or at the request of the Moderator, the Secretary, or any two (2) Elders.
- 3.5 Notice of Special Meetings Written notice stating the place, day, and hour of each special Board meeting shall be delivered personally or by mail, facsimile or electronic mail to each Elder at his/her address shown on the records of the Corporation at least two (2) days prior to the meeting. Notice shall be effective upon delivery at such address, provided that notice by mail shall also be deemed

effective if deposited in the United States mail properly addressed with postage prepaid at least five (5) days before the meeting, notice by facsimile or electronic mail shall be deemed effective when transmitted. Neither the business to be transacted at, nor the purpose of any special meeting, need be specified in the notice of such meetings. Public notice of special meetings shall be posted in the church office and on the website.

- 3.6 Waiver of Notice Whenever any notice is required to be given to any Elder under the provisions of these Bylaws, The Church Constitution or the Articles of Incorporation, 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

The attendance of an Elder at a meeting shall constitute a waiver of notice of such meeting, except where an Elder attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

- 3.7 Quorum A majority of the total number of active Elders shall constitute a quorum for the transaction of business at any Board meeting but, if less than a majority is present at a meeting, a majority of the Elders present may adjourn the meeting without further notice.

- 3.8 Manner of Acting The act of a majority of the Elders present at a meeting at which a quorum is present shall be the act of the Board, unless a greater number is required by law or by these Bylaws.

- 3.9 Resignation. Any Elder may resign at any time by delivering written notice to the President or the Secretary, or to the registered office of the Church.

- 3.10 Vacancies Any vacancy occurring on the Board may be filled by the vote of a majority of the remaining active Elders.

- 3.11 Removal An elder may be removed from the Board upon the recommendation of any sitting Elder with a two-thirds vote by the remaining Board.

- 3.12 Compensation Elders shall receive no remuneration for their services as Elders. Nothing herein shall be construed to preclude any Elder from receiving compensation for services rendered to the Church. Elders may be reimbursed for legitimate expenses paid on behalf of the corporation.

- 3.13 Loans No loans shall be made by the Corporation to any of its Elders.

- 3.14 Meeting by means other than in person Members of the Board may participate in a meeting by means of telephone or internet video or audio provided all persons participating in the meeting can hear each other. Such participation shall constitute the presence of the person at the meeting.

- 3.15 Action by Board without a Meeting Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Elders. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

- 3.16 Committees The Board, by resolution adopted by majority, may designate and appoint one or more committees to advise and assist the Board. Committees shall

have and exercise the authority of the Board in the management and execution of its assigned responsibility. Standing Committees shall consist of no fewer than two (2) Elders and may utilize additional leadership from within the church membership.

#### ARTICLE 4. OFFICERS

- 4.1 Number The officers of the Corporation shall be: a Moderator, a Clerk (Secretary), and a Treasurer, each of whom shall have been nominated and elected by majority of the remaining Board members.
- 4.2 Election and Term of Office The officers of the Corporation shall be elected annually by the Board and may be re-elected providing board eligibility remains. Unless he dies, resigns, or is removed, each officer shall hold office until his term has expired and his successor is elected.
- 4.3 Resignation Any officer may resign at any time by delivering written notice to the President, the Secretary, or the Board.
- 4.4 Removal Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be thereby served, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- 4.5 Vacancies A vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled by the Board for the unexpired portion of the term.
- 4.6 Responsibilities of Officers
  - 4.6a Moderator The Moderator shall be chief executive officer of the Corporation and, subject to the Board's approval, shall supervise and control all of the assets, business, and affairs of the Corporation. The Moderator shall preside over all Board meetings. The Moderator may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed.
  - 4.6b Clerk The Clerk shall: (a) keep the minutes of meetings of the Board in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep registers of the post office address of each Elder; (e) sign with the Moderator, or other officer authorized by the Moderator or the Board, deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, (f) prepare and submit an annual report to the membership at the annual meeting, and (g) in general perform all duties incident to the office of Clerk and such other duties as from time to time may be assigned to him by the Moderator or by the Board. In the absence of the Clerk, an Assistant Clerk may perform his duties.
  - 4.6c Treasurer The Treasurer shall be the custodian of the corporation's funds. In this capacity, he shall oversee the budget and accounting processes to ensure that

business is conducted in a timely and proper manner. He shall give an accounting of the corporation's finances to the membership at the annual meeting.

- 4.7 Salary The officers shall receive no remuneration for their services. Officers may be reimbursed for their legitimate business expenses. No loans shall be made by the Corporation to its officers.

#### ARTICLE 5. PASTOR

- 5.1 The pastor is the theological head of the Church. He shall sit on the Elder Board and have all the rights and responsibilities of that office. He shall direct the church's preaching and teaching and shall, alongside the Elders, oversee and safeguard the ministry of the Church. The Pastor shall be hired for a one-year term, renewable indefinitely. He shall be reconfirmed each year by recommendation of the Board and affirmation of two-thirds of the voting members at the annual meeting.
- 5.2 Pastoral vacancies shall be filled by a search committee appointed by the Board as outlined in the Church's Constitution.

#### ARTICLE 6. CONTRACTS, LOANS, CHECKS AND DEPOSITS

- 6.1 Contracts The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Church. Such authority may be general or confined to specific purposes.
- 6.2 Loans No loans shall be contracted on behalf of the Church and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific purposes.
- 6.3 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.
- 6.4 Deposits All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.
- 6.5 Gifts and Contributions The Treasurer may accept on behalf of the Corporation any contribution, gift, bequest, or device as may be consistent with the established purposes of the Corporation and as may be permitted by any applicable local, state, or federal law.

#### ARTICLE 7. BOOKS AND RECORDS

- 7.1 The Church's Clerk shall keep correct and complete books and records of account, as described in Article 4, paragraph 6b.

#### ARTICLE 8: FISCAL YEAR

- 8.1 The fiscal year of the Corporation shall be the calendar year, provided that if a different fiscal year is at any time selected for purposes of federal income taxes, the fiscal year shall be the year so selected.

#### ARTICLE 9. DISSOLUTION

- 9.1 In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations, as selected by the Board of Elders, themselves being exempt as described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any future United States Internal Revenue law, and whose purposes are consistent with the purpose of the Corporation as stated above.

#### ARTICLE 10. INDEMNIFICATION

- 10.1 To the full extent permitted by law, the Corporation shall indemnify any person who was or is a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that he/she is or was an Elder or officer of the Church, or is or was serving at the request of the Church in any official capacity, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and necessarily incurred by him/her in connection with such action, suit, or proceeding; and the Board may, at any time, approve indemnification of any other person which the Church has the power to indemnify.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty.

The Corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

#### ARTICLE 11. AMENDMENTS

- 11.1 These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board at any regular or special meeting of the Board.

These Bylaws were adopted by unanimous vote of the board on the 1st day of October, 2023

Revised June 18, 2025.

2<sup>nd</sup> Revision August 4, 2025

Charles Breithaupt, Clerk

William Oliver, Moderator