

**Amended and Restated By-Laws of
Trinity Baptist Church**

ARTICLE 1
CHURCH OFFICE

Section 1.01. *Name.* The name of the church (the “**Church**”) will be known as Trinity Baptist Church (“**Trinity**”).

Section 1.02. *Office.* The office of the Church shall be located at the principal place of worship of the congregation in the Borough of Manhattan, City, County and State of New York.

ARTICLE 2
PURPOSE

Section 2.01. *Purpose.* The purpose of Trinity is to fulfill and execute the vows and dictates set forth in its Covenant, Statement of Faith and Mission Statement, worship God, obey the commands of our divine Lord and Savior, Jesus Christ, and preach Him crucified, buried, risen and coming again. (Trinity’s Covenant, Statement of Faith, Mission Statement and these Bylaws are referred to collectively herein as “**Trinity’s Policies**”).

ARTICLE 3
CONDUCT OF CORPORATE AFFAIRS

Section 3.01. *Corporate Business and Activities.* The business and activities of Trinity shall be conducted at all times in accordance with the rules and usage of the Baptist General Conference (“**BGC**”), applicable law, the Certificate of Incorporation and these By-Laws, as the same may be in effect from time to time.

Section 3.02. *Corporate Property.*

(a) **Generally.** All property received by Trinity, by gift, bequest, devise or otherwise, shall be devoted exclusively to the furthering of the ministries and missions of Trinity, and shall be held, managed, leased, encumbered, sold or disposed of, during the existence of Trinity or upon its dissolution, only in accordance with the Religious Corporations Law of the State of New York, as the same may be amended from time to time, and the agreements in effect from time to time with the BGC.

(b) **Upon Dissolution.** If at any time Trinity shall be dissolved, the property of Trinity, after payment of all debts and other obligations, shall be transferred to the BGC. The formal and legal statement of this agreement is on file in the office of the Church.

ARTICLE 4
MEETINGS

Section 4.01. *Public Meetings.*

- (a) Trinity shall meet every Sunday for worship and may schedule other meetings as deemed necessary.
- (b) The observance of the Lord's Supper shall be at such times as the Pastors (as defined below) or Elders (as defined below) shall advise.

Section 4.02. *Annual Meeting.* A meeting of the members of Trinity (the "**Members**") and each, a "**Member**") for the affirmation of Elders, the election of Trustees and the presentation and approval of a proposed consolidated budget for the upcoming fiscal year (the "**Annual Budget**") and other business shall be held annually, in the month of April, or at such date and time as may be designated by the Board of Trustees from time to time, provided that the date of the annual meeting may be changed at an annual meeting or by amendment to these By-Laws. The Annual Budget shall be approved if at least a majority of Members present at the Annual Meeting votes to approve it.

Section 4.03. *Special Meetings.* A special meeting of the Members may be called by a majority of the Elders or the Board of Trustees then in office and shall be called by the Elders or the Board of Trustees upon the written request of at least ten Qualified Voters (as defined below) of the Church. Business transacted at any special meeting shall be limited to the purposes stated in the notice.

Section 4.04. *Town Hall Meetings.* At least two general information meetings shall be held each year at which no corporate business is to be conducted, but at which communication and dialogue with the Elders or the Board of Trustees is to take place.

Section 4.05. *Place Of Meeting.* All corporate meetings shall be held at Trinity or as otherwise agreed by the Elders or the Board of Trustees.

Section 4.06. *Notice Of Meetings.*

- (a) **Generally.** Whenever under the provisions of applicable law, the Certificate of Incorporation or these By-Laws, Members are required to take action at a meeting, notice shall be given stating the place, date and hour of the meeting and, in the case of special meetings, the purpose for which the meeting is called. Notice of the annual meeting shall specify the names of the Elders to be affirmed and/or Trustees who are to be voted on at such meeting. Unless otherwise provided by these By-Laws or applicable law, notice of any meeting shall be given by a Pastor, an Elder or a Trustee from the pulpit on two successive Sundays prior to such meeting, if public worship be had thereon. Otherwise, public notice shall be given on two occasions on each of two days, at least one week apart, prior to such meeting. Alternatively, notice may be conspicuously posted upon the outer entrance to the sanctuary of the Church or on the Church's website for a period of at least ten days prior to such meeting. Notice of a

meeting of the Members given in accordance with this Section shall constitute notice to each Member.

(b) **Adjournment.** If a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taking place. Any business that might have been transacted at the meeting as originally called may be transacted at the adjourned meeting. If, however, the adjournment will be for more than thirty days, a notice of the adjourned meeting shall be given to each Member as set forth in these By-Laws.

Section 4.07. *Qualification of Voters.* At any meeting, any Member shall be qualified to cast one vote (each person, a “**Qualified Voter**”).

Section 4.08. *Quorum and Manner of Acting.* The presence at any meeting in person of at least twenty percent of all Qualified Voters shall be necessary to constitute a quorum. The action of the meeting upon any matter or question shall be decided by a majority of the Qualified Voters present. In the absence of a quorum, a majority of the Qualified Voters present may adjourn the meeting, from time to time, but not for a period of more than thirty days each time, until a quorum shall be present.

Section 4.09. *Conduct of Meetings.* The Elders or the Board of Trustees may adopt such rules and procedures for the conduct of any meetings as they deem appropriate. At each meeting, the Senior Pastor, an Elder or a Trustee shall preside over such meeting. Except to the extent inconsistent with the rules and procedures as adopted by the Elders or the Board of Trustees, the person presiding over the meeting shall have the right and authority to convene, adjourn and reconvene the meeting from time to time, to prescribe such additional rules and procedures and to do all such acts as, in the reasonable judgment of such person, are appropriate for the conduct of the meeting. Such rules and procedures, whether adopted by the Elders or the Board of Trustees or prescribed by the person presiding over the meeting, may include the establishment of (A) an agenda or order of business for the meeting, (B) rules and procedures for maintaining order at the meeting and the safety of those present, (C) limitations on attendance at or participation in the meeting to Members or such other persons as the person presiding over the meeting shall determine, (D) restrictions on entry to the meeting after the time fixed for the commencement thereof and (E) limitations on the time allotted to questions or comments by participants. The person presiding over any meeting, in addition to making any other determinations that may be appropriate to the conduct of the meeting, may determine and declare to the meeting that a matter or business was not properly brought before the meeting and if such presiding person should so determine, he or she shall so declare to the meeting and any such matter or business not properly brought before the meeting shall not be transacted or considered. Unless and to the extent determined by the Elders or the Board of Trustees or the person presiding over the meeting, meetings shall not be required to be held in accordance with the rules of parliamentary procedure. A secretary for each meeting shall be designated by the Elders or the Board of Trustees or the person presiding over the meeting.

Section 4.10. *Order of Business.* The order of business at all meetings shall be determined by the person presiding over the meeting.

ARTICLE 5
MEMBERSHIP

Section 5.01. *Membership.* The process and qualification requirements for membership are set forth on Annex A.

Section 5.02. *Membership Status.*

(a) **Member.** A Member is a person who is admitted to membership of Trinity in accordance with these By-Laws, whose faith and life continue to honor the purpose of Trinity as set forth in Trinity's Policies and who is not a Non-Resident Member (as defined below).

(b) **Non-Resident Member.** A Non-Resident Member is a person who is admitted to membership but is unable to attend Trinity regularly, but who wishes to maintain contact with Trinity. This status shall be conferred on a case-by-case basis by the Elders.

Section 5.03. *Member Responsibilities.*

(a) **Covenant.** A Member shall strive with God's help to fulfill their obligations as set forth in Trinity's Covenant.

(b) **Uphold Leadership.** A Member shall hold their Pastor(s) and Church leadership in esteem – praying for them and assisting them in properly carrying out the purpose of the Church.

(c) **Participate.** Every Member is encouraged to attend the meetings of the Church, to work for its growth, to represent well Jesus Christ and His Church, and to contribute sacrificially such member's time, finances and abilities toward Trinity's purpose.

(d) **Preserve Church Unity.** Every Member shall endeavor to preserve the unity of the Church. If at any time a Member finds himself or herself opposed to Trinity's Policies, and/or practices, such individual shall not seek to disrupt the fellowship by either loud discourse or quiet grumbling but shall state such opposition in writing to the Elders for consideration. Final disposition of such matters are subject to the authority of the Elders.

Section 5.04. *Membership List.*

(a) **Membership List.** The list of Members shall be maintained by the staff of Trinity and/or any Deacons of Membership, who shall periodically report changes to the Elders. The staff and/or any Deacons of Membership shall prepare a complete,

alphabetical list of Members who are in good standing, entitled to vote at any meeting and have such list readily available at any meeting of the Members.

(b) **Membership Review.** The Elders shall review the list of Members annually to determine if any Members should be considered for dismissal from membership or should be characterized as a Non-Resident Member.

Section 5.05. *Dismissal and Reinstatement.*

(a) **Removal of Members.** A Member may be removed from membership for the following reasons and by the following methods:

(i) By letter of resignation: A Member may resign his or her membership from Trinity in writing to the Elders.

(ii) By membership with another Church: A Member who establishes membership with another Church shall be dismissed from membership at Trinity upon confirmation of said membership.

(iii) By absenteeism: A Member who is absent from services at Trinity for a period of one year, without reasonable explanation, may be withdrawn from Trinity's membership roll upon decision of the Elders, once an effort by the Elders has been made to contact and restore the Member.

(iv) By improper conduct: A Member who persists in conduct antithetical to the Christian faith and who declines to turn from that conduct after scriptural restorative steps have been taken by the Elders shall be dismissed from membership at Trinity upon decision by the Elders.

(b) **Notice of Removal From the List of Members in Good Standing.** The Elders shall notify in writing any Member removed from the list of Members that he or she has been so removed and is no longer eligible to vote at any business meeting of Trinity.

(c) **Reinstatement.** A former member may be restored to the list of members in good standing without the need for a public reception by a unanimous decision of the Elders.

ARTICLE 6
ELDERS

Section 6.01. *Powers and Responsibilities.* The Elders shall be the shepherds of the Church (shepherding role), which responsibility includes but is not limited to directing the spiritual life of Trinity (theological role) and serving as directional overseers (missiological role). See Acts 20:28-31, 1 Timothy 5:17-20, and 1 Peter 5:2-4.

(a) *Shepherding Role.* As shepherds of the Church, Elders shall have the responsibility to ensure loving, compassionate care of the Church, gently and graciously leading the Church and her members toward maturity in Christ. (See Isaiah 40:10-11.)

(b) *Theological Role.* Elders shall have responsibility for directing the spiritual life of the Church, ensuring that teaching content is doctrinally sound, that evangelistic and disciplining efforts are in concert with the overall values and mission of the Church, and that Church discipline is biblically administered when necessary.

(c) *Missiological Role.* As directional overseers, the Elders will formulate and communicate the vision the Lord has given them for Trinity. The Elders will have oversight of Deacons (as defined below) and the membership process. They will select individuals to fill all ministerial positions (including Elders, Deacons and ministerial staff).

Section 6.02. *Qualifications.* Elders shall be male Members who meet the qualifications set forth in 1 Timothy 3:1-7 and Titus 1:6-9. In general, these Members must be above reproach, *i.e.* persons who will not bring shame upon the name of the Lord or the Church. Specifically, a qualified candidate shall be: sexually pure (the Apostle Paul used the phrase “the husband of one wife”, which was referring to the issue of sexual purity (which would include concerns with polygamy); singleness and divorce are not necessarily disqualifiers), whose children in the household are believers and are not wild or disobedient; not a recent convert; not self-serving (having no agenda of their own); not quick tempered; responsibly temperate in their use of alcoholic beverages; not violent; not pursuing dishonest gain; hospitable; loving what is good; sensible (that is, having common sense, wisdom and discernment); just (righteous); holy (having a godly attitude); holding firm to sound doctrine; tested in character and ability by service at Trinity; able to teach; and having a good reputation with outsiders.

Section 6.03. *Number; Term of Office; Chairperson.* The Board of Elders shall consist of no fewer than 3 and no more than 18 Elders, one of which shall be the Senior Pastor. Each Elder, other than the Senior Pastor, shall hold office until the Elder’s death, resignation, disqualification or removal. Each Elder, other than the Senior Pastor, shall take a mandatory sabbatical year in or around his seventh year. The Elders shall on an annual basis choose from amongst themselves one Elder, other than the Senior Pastor, to serve as their Chairperson.

Section 6.04. *Selection Process.* Elders, other than the Senior Pastor, shall be selected as follows:

(a) Upon the determination by the Elders that additional Elder(s) are needed, the Members shall be notified, instructed as to the selection process and given a four-week period to make written nomination to the Elders of those perceived to be qualified.

(b) After the four-week period has expired, the Elders shall prayerfully consider the nominations, decide upon each candidate individually and conduct

interviews, within the Church and with outsiders, as deemed necessary, to ensure that each successful candidate is qualified according to 1 Timothy 3:1-7.

(c) Upon consensus decision of the Elders, the name of each potential candidate will be placed before the Members. The Members will then have four weeks to prayerfully consider each candidate.

(d) If a Member has concern(s) about a candidate, such Member shall submit the concern confidentially in writing to the Elders. The Elders will then review the concern(s) to determine if additional action should be taken or if the candidate's name should be removed from candidacy.

(e) If after the four-week period, no substantive issue has been raised to disqualify a candidate from candidacy, such candidate shall be brought before the Church to be affirmed by a majority of the members in attendance at an annual or special meeting and then be ordained as an Elder.

Section 6.05. *Resignation.* Any Elder may resign at any time by notice given in writing or by electronic transmission to the other Elders. Such resignation shall take effect at the date of receipt of such notice or at such later time as is therein specified.

Section 6.06 *Accountability.* The Elders are accountable to God, to each other, and to the Members.

(a) **To God.** The Elders will each practice and maintain a personal devotional life.

(b) **To each other.** Each calendar year, the Elders will assess and re-affirm the on-going fitness of each Elder and will publish results of each fitness review for the Members within sixty days of said review.

(c) **To the Trinity Members.** One month prior to the Elder review, there will be a four-week period for the Members to re-affirm the fitness of the Elders. Additionally, if at any time a Member has concern about the fitness of an Elder, such Member shall state the concern in writing to the Elders. The Elders will then review the concern to determine if additional action should be taken or if such Elder should be removed from office.

Section 6.07. *Removal From Office During a Term.* An Elder shall be presumed to have vacated office if the Elder ceases to be a Member, is disqualified from office or moves from the community. An Elder may also be removed from office for failure to attend, without reasonable cause, regular meetings of the Elders or for conduct unbecoming of an Elder. An Elder may also be removed through the Elder fitness process described above. In any event, an Elder can be removed, at any time and for any reason unbecoming of an Elder, only by unanimous decision of the other Elders.

Section 6.08. *Elder Meetings.*

(a) **Regular Meetings.** Regular meetings of the Elders may be held at such times and such places as may be determined from time to time by the Elders, but in no event fewer than fifteen times a year.

(b) **Special Meetings.** Special meetings of the Elders may be held at such times and at such places as may be requested by any Elder by at least 24 hours' personal, telephonic or electronic notice to each Elder.

(c) **Telephone Meetings.** Elder meetings may be held by means of telephone conference or other communications equipment that permits all persons participating in the meeting to hear and speak with each other. Participation by an Elder in a meeting pursuant to this Section shall constitute presence in person at such meeting.

(d) **Adjourned Meetings.** A majority of the Elders present at any meeting, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least 24 hours' personal, telephonic or electronic notice shall be given to each Elder of any adjourned meeting. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

Section 6.09. *Quorum.* The presence of a majority of the Elders in person or telephonically shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Elders.

Section 6.10. *Actions of the Elders.* The Elders shall act in unanimity. In the event that the Elders cannot reach a unanimous decision on a given issue within a ninety-day period, or if any Elder should declare an impasse at any time, the Elders shall convene an ad hoc Resolution Committee, consisting of four Deacons and one Member (the "**Resolution Committee**"). No member of the Resolution Committee shall be an Elder. Each member of the Resolution Committee shall be chosen by a draw of names and shall be given no prior knowledge of the issue to be resolved. Once the Resolution Committee is convened, the Elders shall present the issue. The Resolution Committee will have one week to prayerfully consider the issue. The Resolution Committee will then decide the issue by majority vote. The Elders will accept the decision of the Resolution Committee and will act thereupon.

ARTICLE 7 BOARD OF TRUSTEES

Section 7.01. *General Powers.* The business and affairs of Trinity shall be managed by or under the direction of the Board of Trustees. They shall be empowered to be the legal representatives of the Church and shall represent Trinity in all legal matters and employ attorneys to represent Trinity in all matters requiring such representation. The Board of Trustees (in cooperation with the Elders) may adopt such rules and procedures, not inconsistent with the Certificate of Incorporation, these By-Laws and applicable law, as they may deem proper for the management of Trinity.

Section 7.02 *Qualifications*. The Board of Trustees shall be made up of women and men who are Members and who exhibit spiritual maturity in combination with business acumen. More than one person from a household or family or someone who is a Church employee shall not be eligible to be a Trustee.

Section 7.03 *Duties*.

- (a) The Board of Trustees shall, among other things:
- (i) act as the custodians of all the real and personal property belonging to the Church;
 - (ii) advise the Elders on matters of financial policy and practice;
 - (iii) review Trinity's financial statements and status on at least a quarterly basis and ensure that an annual internal audit be made of all financial accounts of the Church, including all auxiliary Church organizations;
 - (iv) oversee an external audit by an independent auditor of the financial books and records of the Church once every three years and at such other times as may be necessary;
 - (v) submit a detailed annual report of the financial books and records of the Church to the Members and Elders;
 - (vi) prepare a detailed proposed budget for approval by the Members at the annual meeting; and
 - (vii) represent the church in all legal matters and employ attorneys for the Church.

Section 7.04 *Number; Term of Office; Chairperson*. The Board of Trustees shall consist of no fewer than six and no more than twelve Members. Each Trustee shall hold office for a term of 3 years, which term may be renewed for one additional term three-year term, or until the Trustee's earlier death, resignation, disqualification or removal; *provided* that Trustees may be affirmed for shorter terms, as necessary to permit continuity. The Trustee's shall, on an annual basis choose from amongst themselves on Trustee to serve as their Chairperson.

Section 7.05. *Selection Process*. Trustees shall be selected as follows:

- (a) Each year in which there shall be vacancies on the Board of Trustees (or at any such other time as there occurs one or more vacancies that the Board of Trustees determines should be filled sooner than the next annual cycle), a Nominating Committee made up of two Trustees, two Elders and two Members shall be appointed by consensus of the Elders and the Board of Trustees.

(b) Members shall be notified of the vacancy or vacancies, instructed as to the selection process and given a four-week period to make written nomination to the Nominating Committee of those perceived to be qualified.

(c) After the four-week period has expired, the Nominating Committee shall prayerfully consider the nominations, decide upon each candidate individually and conduct interviews, within the Church and with outsiders, as deemed necessary, to ensure that each successful candidate is qualified.

(d) Upon consensus decision of the Nominating Committee, the name of each potential candidate will be placed before the Members. The Members will then have two weeks to prayerfully consider each candidate.

(e) If a Member has concern(s) about a candidate, such Member shall submit the concern confidentially in writing to the Nominating Committee. The Nominating Committee will then review the concern(s) to determine if additional action should be taken or if the candidate's name should be removed from candidacy.

(f) If after the two-week period, no substantive issue has been raised to disqualify a candidate from candidacy, such candidate shall be brought before the Church to be affirmed by a majority of the members in attendance at an annual or special meeting.

Section 7.06. *Resignation.* Any Trustee may resign at any time by notice given in writing or by electronic transmission to the other Trustees. Such resignation shall take effect at the date of receipt of such notice or at such later time as is therein specified.

Section 7.07. *Removal From Office During a Term.* A Trustee shall be presumed to have vacated office if the Trustee ceases to be a Member, is disqualified from office or moves from the community. A Trustee may also be removed from office for failure to attend, without reasonable cause, regular meetings of the Trustees or for conduct unbecoming of a Trustee. In any event, a Trustee can be removed, at any time and for any reason unbecoming of a Trustee, only by unanimous decision of the other Trustees.

Section 7.08. *Board of Trustees Meetings.*

(a) **Regular Meetings.** Regular meetings of the Board of Trustees may be held at such times and such places as may be determined from time to time by the Trustee, but in no event fewer than four times a year.

(b) **Special Meetings.** Special meetings of the Board of Trustees may be held at such times and at such places as may be requested by the chairperson or by any two Trustees by at least 24 hours' personal, telephonic or electronic notice to each Trustee.

(c) **Telephone Meetings.** Board of Trustees meetings may be held by means of telephone conference or other communications equipment that permits all persons

participating in the meeting to hear and speak with each other. Participation by a Trustee in a meeting pursuant to this Section shall constitute presence in person at such meeting.

(d) **Adjourned Meetings.** A majority of the Trustees present at any meeting, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least 24 hours' personal, telephonic or electronic notice shall be given to each Trustee of any adjourned meeting. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

Section 7.09. *Quorum.* A majority of the Board of Trustees must be present in person or telephonically to constitute a quorum for the transaction of business at any meeting of the Board of Trustees, and the vote of a majority of Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees.

ARTICLE 8 DEACONS

Section 8.01. *Qualifications.* Deacons shall be Members who meet the qualifications as set forth in 1 Timothy 3:8-13. They will individually be known as a "**Deacon,**" regardless of gender. As with Elders, these Members must be above reproach; must be sexually pure; must manage well any children that they may have and their household; must have integrity (be sincere); must be responsibly temperate in their use of alcoholic beverages; must not pursue dishonest gain; must hold to deep truths of the faith; and must be tested in character and ability by service at Trinity.

Section 8.02. *Responsibilities.* The Deacons shall be the servants of the Church, advising and assisting the Elders in any service that shall support and promote the ministry of the scriptures, new and existing ministries of the Church, and the care of the Members. Their responsibilities may include, but are not limited to: membership, finance, service, fellowship, worship, missions and discipleship. The Deacons shall meet together with the Elders a minimum of four times each year.

Section 8.03. *Selection Process.* Deacons shall be selected in accordance with the following procedures:

(a) As the Elders determine that Deacons are needed for specific ministry oversight, the Elders shall make the need known to the Members. Candidates may be nominated by the Elders or by the Members over a period of time designated by the Elders (self-nomination is acceptable).

(b) After the designated period, the Elders shall prayerfully consider the nominations, decide upon each candidate and conduct interviews, within the Church and with outsiders, as deemed necessary, to ensure that each successful candidate is qualified according to 1 Timothy 3:8-13.

(c) After ascertaining the fitness of the candidate(s) and willingness to serve, a list of approved candidates shall be presented to the membership of Trinity for consideration.

(d) The membership of Trinity will then have two weeks to prayerfully consider the candidate(s). If a Member has concern about a candidate that person shall submit the concern confidentially in writing to the Elders.

(e) Upon review of a submitted concern, the Elders shall determine if the candidate should be removed from candidacy.

(f) If, after the two-week period, no substantive issue has been raised to disqualify the candidate, such candidate shall be presented to the Church for ordination as a Deacon.

Section 8.04. *Terms of Office.* A Deacon shall be appointed to serve terms of two years and may, at such Deacon's initiative, continue to serve for three consecutive terms, with a mandatory sabbatical year coming after the third term (*i.e.*, the seventh year).

Section 8.05. *Resignation from Office.* Resignation of any Deacon shall be made in writing to the Elders.

Section 8.06 *Removal from Office.* A Deacon shall be presumed to have vacated such office if the individual ceases to be a Member or if such individual moves from the community. A Deacon may also be removed from office for failure to attend, without reasonable cause, regular meetings with the Elders or for conduct impairing the efficiency of such Deacon. Removal shall be by unanimous decision of the Elders.

ARTICLE 9 COMMITTEES

Section 9.01. *Generally.* The Board of Trustees may designate one or more committees, each committee to consist of one or more Trustee, Elder, Members and/or attenders of Trinity. The Board of Trustees may designate one or more persons as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee. Any such committee, to the extent permitted by applicable law, shall have and may exercise all of the powers and authority of the Board of Trustees in the management of the business and affairs of Trinity, in each case solely to the extent so authorized by the Board of Trustees (with the Board of Trustees retaining responsibility under applicable law for all actions taken by any such committee). Unless the Board of Trustees provides otherwise, at all meetings of any committee, a majority of the then-authorized members of the committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee. Each committee shall keep regular minutes of its meetings. Unless the

Board of Trustees provides otherwise, each committee designated by the Board of Trustees may make, alter and repeal rules and procedures for the conduct of its business.

Section 9.02. *Missions Committee*. The Board of Trustees may appoint a committee to oversee missions at Trinity (the “**Missions Committee**”).

(a) Subject to the direction of the Board of Trustees, any such Missions Committee shall have delegated authority from the Board of Trustees to:

- (i) Evaluate quarterly line item expenditures for missions activities;
- (ii) Review needs, uses and new requests for missions funds;
- (iii) Adopt, revise and/or maintain a missions support policy that specifies process, organization and policy for missions support;
- (iv) Annually submit a detailed missions budget request to the Board of Trustees as part of the Annual Budget process;
- (v) From time-to-time, carry out any other activity related to the fiscal matters of the missions activity within Trinity.

(b) The Missions Committee will meet at least once a quarter to carry out its regular activity, at which meeting any Deacon, Elder or Member may present recommendations with respect to missions support, current missions expenditures or future potential expenditures. The Missions Committee, by 80% vote, will be responsible for whether support is granted or refused, whether appropriations are allowed and for determining the annual missions budget request (with the Board of Trustees retaining responsibility under applicable law for all actions taken by the Missions Committee).

(c) The Missions Committee will be comprised of one Elder, one Trustee, two Members and the Missions Deacon (if there is such a Deacon at that time), and will be chaired by the Missions Deacon or a Member. In the event that a Missions Deacon is not in place the Elders will decide upon a representative to fill that position. Each member of this committee must be an “Independent Member”. An “Independent Member” shall be defined as any individual who neither receives funds from the Church nor is related to anyone who receives funds from the Church, whether as a missionary or employee of the Church.

ARTICLE 10 PASTORS

Section 10.01. *Pastors*. At any time, Trinity shall have a senior pastor (a “**Senior Pastor**”) and may have one or more associate pastors (each, an “**Associate Pastor**”) and together with the Senior Pastor, the “**Pastors**”).

Section 10.02. *Qualifications.* Any successful pastoral candidate shall be cooperative with the BGC and in agreement with Trinity's Policies. Qualifications to be examined shall include educational background and graduation from a Bible school or, preferably, a seminary. Nevertheless, the primary consideration shall be whether such candidate is a true disciple of Christ with a life that gives evidence thereof. All pastors shall meet the qualifications set forth in 1 Timothy.

Section 10.03. *Selection Process.* The process for selecting a Senior Pastor (and/or any Associate Pastor, if the process is deemed necessary by the Elders) shall be as determined by the Elders.

Section 10.04. *Responsibilities.* Pastors shall fulfill the scriptural duties of their office and the agreed-upon job descriptions.

Section 10.05. *Terms Of Office.* Pastors shall serve for an indeterminate term unless agreed otherwise under the terms of the call.

Section 10.06. *Resignation From Office.* The pastoral relationship may be terminated upon sixty days' notification in writing on the part of the pastor to the Elders. The pastor shall first give their resignation to the Elders in writing and the Elders shall then accept as is for presentation to the Church or make recommendation otherwise.

Section 10.07. *Removal From Office.* The pastoral relationship may be terminated by the Elders (excluding the Senior Pastor, if the termination relates to the Senior Pastor) in consultation with the Board of Trustees. The pastor being terminated shall be notified in writing. Such termination may be effective immediately or after such time and on such terms as the Elders deem appropriate. If the Board of Trustees, by three-fourths vote, disagrees with a determination made by the Elders with regard to a termination or non-termination, the Board of Trustees may call a special meeting of the Members to discuss the issue.

ARTICLE 11 ORDAINING AND LICENSING

Section 11.01. *Ordination.* It is the privilege of the Church to ordain persons to the Christian Ministry. Ordination shall be granted by affirmation of the Elders and public commissioning shall follow the recognized procedure of the BGC to include a statement of the individual's call to the ministry, formal education and doctrinal beliefs. Elders, under the direction of the Holy Spirit, will examine candidates to recognize and validate their call and gifts of God which demonstrate their qualifications to pastor.

Section 11.02. *Ordination Standards.*

(a) **Spiritual:** An experience of conversion; a strong clear call from God to the occupational ministry supported by evidence of appropriate spiritual gifts; strong ethical standards and a mature, consistent Christian walk; a vital concern for the

conversion of men and women and up-building of the Church at home and abroad – these are essential elements in the candidate’s experience. The Code of Ministerial Ethics as stated in the “Licensing, Commissioning & Ordination Procedures of the Northeast Baptist Conference” will serve as a guide in these matters.

(b) **Doctrinal:** All prospective pastors should affirm their unequivocal adherence to an evangelical doctrinal position based on the Scriptures as the word of God. The Affirmation of Faith adopted by the BGC and stated in the “Licensing, Commissioning & Ordination Procedures of the Northeast Baptist Conference” will serve as a guide in these matters.

(c) **Educational:** In view of the growing demands placed on pastors, chaplains, and missionaries, it is advisable that graduation from a four-year college course followed by a standard Master of Divinity course in seminary, or its equivalent, be recommended. The ministerial calling requires the best training, comparable in quality and intensity to that of other professions.

Section 11.03. *Licensing.* A license to preach should be issued to qualified persons who desire to prepare for the occupational ministry. This should be done only after affirmation of the Elders and public commissioning after satisfactorily assessing the person’s calling to and fitness for ministry. A license is to be considered a preliminary step to ordination at a later date. Since it is a preliminary step, the license will be issued for a specific length of time with the understanding that the Elders will keep close contact and oversight of the candidate until such time as the candidate is ready for ordination. Licensure usually recognizes an individual’s call to preach and serves as a letter of recommendation. Licensure to perform marriages and other functions of a pastor may be conferred upon theological students who will become student pastors.

Section 11.04. *Commissioning.* Commissioning of missionaries and other occupational ministers shall be granted to persons by affirmation of the Elders and public commissioning after satisfactorily assessing the person’s calling to and fitness for ministry.

ARTICLE 12 INDEMNIFICATION

Section 12.01. *Right to Indemnification.* Trinity shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a “**Covered Person**”) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a “**Proceeding**”), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, Trustee, Elder, Deacon or committee member of Trinity or based on any actions taken by him or her in his or her capacity as a director, officer, Trustee, Elder, Deacon or committee member of Trinity (except for

actions amounting to willful misconduct) against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in the subsection below entitled "Claims," Trinity shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized by the Elders or the Board of Trustees.

Section 12.02. *Prepayment of Expenses.* To the extent not prohibited by applicable law, Trinity shall pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any Proceeding in advance of its final disposition; *provided*, however, that, to the extent required by applicable law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this ARTICLE 11 or otherwise.

Section 12.03. *Claims.* If a claim for indemnification or advancement of expenses under this ARTICLE 11 is not paid in full within 30 days after a written claim therefor by the Covered Person has been received by Trinity, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action, Trinity shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

Section 12.04. *Nonexclusivity of Rights.* The rights conferred on any Covered Person by this ARTICLE 11 shall not be exclusive of any other rights that such Covered Person may have or hereafter acquire under any statute, provision of these By-laws, the Certificate of Incorporation or otherwise.

Section 12.05. *Other Sources.* Trinity's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of another entity or enterprise shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other entity or enterprise.

Section 12.06. *Amendment or Repeal.* Any amendment or repeal of the foregoing provisions of this ARTICLE 11 shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such amendment or repeal.

Section 12.07. *Other Indemnification and Prepayment of Expenses.* This ARTICLE 11 shall not limit the right of Trinity, to the extent and in the manner permitted by applicable law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

ARTICLE 13
MISCELLANEOUS

Section 13.01. *Fiscal Year.* The fiscal year of Trinity shall be April 1 – March 31.

Section 13.02. *Grievances.* All grievances shall be dealt with in the manner set forth on Annex B.

Section 13.03. *Signature of Negotiable Instruments.* All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officers and in such manner as, from time to time, may be prescribed by resolution of the Elders or the Board of Trustees.

Section 13.04. *Amendments.* These By-laws may be amended or repealed, in any particular and new By-laws, not inconsistent with any provision of the Certificate of Incorporation or the Religious Corporations Law of the State of New York may be adopted. Amendments may be made by the affirmative vote of two-thirds of the Members present at any annual meeting or any special meeting called for such purpose, so long as, in either case, a quorum is present. Notice of any annual meeting or special meeting at which any amendments to these By-Laws will be considered must include the proposed amendments and a summary thereof.

Section 13.05. *Conflicts.* These By-Laws are adopted subject to any applicable law and the Certificate of Incorporation. Whenever these By-Laws may conflict with any applicable law or the Certificate of Incorporation, such conflict shall be resolved in favor of such law or the Certificate of Incorporation.

Annex A
Membership Admission Process and Qualifications

- I. **Process.** The process for admission as a Member of Trinity shall consist of the following:
- A. An invitation to membership at Trinity shall be offered at regular worship services.
 - B. Any person inquiring of membership shall initiate the process by making inquiry to the Trinity office.
 - C. An Elder and any Deacons of Membership shall instruct and advise the candidate of Trinity's Policies.
 - D. Upon a showing of further interest in proceeding with membership, the candidate shall be assigned to a member of the membership team, who will, with at least one other membership team member, conduct an interview of the candidate, during which the membership team members can hear the testimony of the potential candidate concerning such candidate's faith in Jesus Christ as Lord and Savior, conversion, baptism and desire to uphold the beliefs of Trinity. Both the membership team members and prospective candidate shall be given the opportunity to ask any questions of each other pertinent to this request for membership.
 - E. Upon completion of the interview, the membership team shall review the qualifications of each candidate and make a recommendation to the Elders to either approve or disapprove membership.
 - F. Upon approval by the Elders, a candidate shall be presented to the Members as a new Member at any worship service of the Church.
 - G. In order to facilitate new Member assimilation into the life of the Church, each new Member will be assigned an existing Member (a "**Trinity Connection Partner**"), whose purpose it is to encourage the new Member toward spiritual maturity and participation in the life of the Church according to Trinity's Policies during the first six months of the new Member's membership.
- II. **Qualifications.** A successful candidate for membership shall meet the following qualifications:
- A. *Testimony.* A successful candidate for membership shall tell of how they came to faith in Christ and how Christ has subsequently evidenced himself in their life.

Believer's Baptism. Trinity upholds baptism by immersion after profession of faith in Christ as the public means of identification with Christ and his Body. Therefore, a successful candidate, upon his or her profession of faith in the Lord Jesus Christ, shall represent that he or she has been so baptized. Recognizing other traditions, an exception to baptism by immersion may be permitted by the Elders on a case-by-case basis.

Annex B Grievances

In all cases of grievances between or against Members (including the leadership), the following process shall be followed:

- (a) First, the Members shall be approached in accordance with Matthew 18:15-16 (the “**Grievance Procedure**”): “If another believer sins against you, go privately and point out the fault. If the other person listens and confesses it, you have won that person back. But if you are unsuccessful, take one or two others with you and go back again, so that everything you say may be confirmed by two or three witnesses” (NLT). The motivation for the Grievance Procedure shall therefore always be reconciliation and restoration.
- (b) Second, according to Matthew 15:17a, “If that person still refuses to listen, take your case to the Church.” Therefore, once the Grievance Procedure is exhausted without resolution, the issue shall be brought to the Elders for consideration (again, with reconciliation and restoration the goal). Any Church action shall only be conducted upon the Elders’ recommendation. Final disposition of such matters are subject to the authority of the Elders.