south shore
BAPTIST CHURCH

# South Shore Baptist Church Hingham, Massachusetts 

## Constitution

South Shore Baptist Church exists to glorify God by worshipping Him and by making disciples<br>for Christ from the people of the South Shore and beyond

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## Chapter 1 <br> The Church

### 1.1 NATURE

1. Universal: The Church consists of all those living, dead, and unborn, who have been or shall be reconciled to God through the redemptive work of Christ Jesus, a work of grace applied by the Holy Spirit and received through faith.
2. Local: The term "Church" is also used to designate a local congregation of people professing faith in Jesus Christ as Lord and Savior, and gathered and covenanted together for worship, fellowship, and ministry. While the Church is by nature an organism rather than an organization, organization is necessary to the development of the organism.

### 1.2 NAME

The name of this congregation, both as Church and as corporation, shall be "South Shore Baptist Church of Hingham, Massachusetts."

### 1.3 PURPOSE

The purpose of this Church shall be to glorify the triune God in worship, study of His Word, fellowship, discipleship, and propagation of the Gospel of Christ at home and abroad.

### 1.4 GOVERNMENT

South Shore Baptist Church (SSBC) is congregationally governed and Elder led and shepherded. The Elders are tasked by the congregation with the responsibility of spiritual oversight and missional direction of the church while the congregation maintains final authority in the church. While celebrating our oneness in Christ with those congregations of all denominations and associations that faithfully proclaim the Gospel of Christ, this congregation shall preserve its freedom in Christ to elect its officers without interference from any ecclesiastical or political authority.

## Chapter 2

Members

### 2.1 NATURE

Membership in the Church of Jesus Christ is membership in the Body of Christ. It means that one now belongs to God, is submissive to Jesus Christ as Lord and Savior, animated by the power of the Holy Spirit, a possessor of great and precious promises, and has a high and holy calling.

### 2.2 QUALIFICATIONS

Those who desire to become members of SSBC shall:

1. Have participated in membership class or orientation;
2. Have been interviewed by an Elder in order to discern genuine faith in Jesus Christ and received the Elders' recommendation;
3. Submit to the Doctrinal Statement and affirm the Membership Covenant;
4. Have been baptized by immersion;
5. Give a public profession of personal faith in Jesus Christ; and
6. Have received the congregation's vote to join SSBC's membership.

### 2.3 ADMISSION

Applicants for membership shall, upon recommendation of the Elders, be presented to a regular or Special Members Meeting of SSBC, and shall be approved and accepted into membership by a two-thirds majority vote.

### 2.4 DUTIES AND RESPONSIBILITIES OF MEMBERS

Members of SSBC shall put into practice the Membership Covenant.

### 2.5 STATUS

1. Active members are those who regularly participate in the worship, study, fellowship and outreach ministries of SSBC. Only active members of SSBC may vote and serve as its Elders or officers. The Elders shall review the membership roll annually and make any necessary recommendation for change in status. Members who have stopped attending SSBC for an extended period will have their membership status reviewed for placement on the inactive list. A two-thirds majority of those present and voting at an Annual Members Meeting shall be required in order to transfer a member to the inactive membership list.
2. Notification of a change in membership status will be in writing and will include wording that such member may apply to the Elders for reinstatement as an active member.
3. Transfer: Letters may be granted to members to enable them to transfer their membership to other Christian churches by application to the clerk, provided: The member is in good standing or, if inactive, is so described in the letter.

### 2.6 THE CATEGORIES OF MEMBERS

1. Regular Membership: Privileges include the right to vote at all Members Meetings and being eligible to serve as SSBC officers, teaching Sunday School and Children's Church, serving in youth ministries, worship, choir teams, overseeing committee members and members of its other ministry committees.
2. Inactive Membership and Termination of Membership: Those members who are not known to attend SSBC or participate in SSBC-related activities for more than one year, shall be deemed inactive. If after a second year of inactive membership the status has not changed, these inactive members will no longer be kept on the membership list and they will be encouraged to notify SSBC of their status. The Pastoral Staff will follow up each case individually and will notify SSBC at the next following Annual Members Meeting of those inactive members who have resigned from membership. Those who have not responded will be eligible for consideration by the Elders (with recommendation from the pastoral staff) to be dropped from membership. This action will be recommended by the Elders at the next Members Meeting and if so voted by members attending, the inactive members so voted will be notified in writing. Such persons who have been dropped from membership may apply to the Elders for reinstatement.

### 2.7 DISCIPLINE OF MEMBERS

The procedure outlined by Christ in Matthew 18:15-20 shall be encouraged in all cases when one member detects $\sin$ in the life of another member. In application, when sin is observed, a private meeting should be arranged to lovingly confront the member. If the member refuses to listen, then one or two witnesses should be taken along in an attempt to bring about an understanding of the sin, counsel, and restoration of the member. The process of restoration should be kept in as limited a circle as possible. All parties concerned shall express a spirit of gentleness and a desire to bear the burdens of the troubled member (Galatians 6:1\&2).

If these attempts are unsuccessful, then the Elders should be informed concerning the sin. The Elders shall serve as the board of appeal on such issues, to investigate the issue in a fair and equitable fashion. The Elders will call the member(s) and other witnesses to a meeting, at which, if warranted, those under discipline may be encouraged to not participate in Lord's Supper. If a member fails to appear before the Elders, or heed the counsel of the Elders, the Elders may recommend disciplinary action to be taken against the offending member, and may recommend removal from church membership. (Matthew 18:17; I Corinthians 5:11-13; II Thessalonians 3:614). Any action involving removal from membership shall require a three-fourths majority of the members present and voting at a Members Meeting.

## Chapter 3 <br> Pastors

### 3.1 ELECTION

A Pastoral candidate shall be male. The election of any Pastor, unless otherwise provided, shall be for a term not specified, and shall require a vote of approval from those active members present and voting at a Members Meeting in the following minimum percentages: eighty percent ( $80 \%$ ) majority for full-time Senior Pastor, three-fourths majority for all other full-time Pastors, and a simple majority for interim Pastors. A three-fourths majority of those active members present and voting at a regular or Special Members Meeting shall be required to establish a new pastoral position to serve SSBC body. Full-time Pastors, once elected, are members of SSBC.

### 3.2 ORDINATION AND INSTALLATION

If a Pastor is called prior to ordination, ordination shall be performed as set forth in the Manual of Methods and Procedures. Services of installation of a Pastor shall be performed as set forth in the Manual of Methods and Procedures.

### 3.3 DUTIES AND RESPONSIBILITIES OF SENIOR PASTOR

The Senior Pastor's duties and responsibilities shall include the following:

1. To be the spiritual leader and overseer of the congregation.
2. To be an Elder with voting privileges and a member of all other committees and ministries, without voting privileges, except when appointed as an official member of a specific committee such as Chairman of a Pastoral Staff Nominating Committee.
3. To lead the members of the church in proclaiming the Word within the church and to the community, through evangelism and discipleship.
4. To oversee all congregational services by coordinating, planning, and evaluating all aspects of the worship ministry.
5. The Senior Pastor's other duties and responsibilities shall be as set forth in the Manual of Methods and Procedures.

### 3.4 THE PASTORAL STAFF

SSBC may retain a Pastoral Staff, consisting of various necessary positions. The Pastoral Staff shall be supervised by the Senior Pastor; their duties and responsibilities will be defined by the Senior Pastor with the approval of the Elders. Upon recommendation of the Senior Pastor, each member of the Pastoral Staff may be appointed by the Elders as a member of a council or committee, with voting privileges.

### 3.5 THE SSBC STAFF

SSBC Staff shall consist of administrative and support personal, as justified by the needs and finances of SSBC. SSBC staff shall be supervised by the Senior Pastor or his designated staff representative.

### 3.6 TERMINATION

Upon not less than two-month's notice, SSBC may, without cause or reason, end the employment of a Pastor. Likewise, a Pastor desiring to separate from SSBC, shall give a minimum of twomonth's notice.

### 3.7 DISCIPLINE OF PASTORS AND ELDERS

When a member detects sin in the life of an Elder or Pastor, the procedure outlined in the first paragraph under 2.7 should be followed. If a resolution cannot be affected, then such accusations of sin against a Pastor or an Elder must be supported in writing by two or three witnesses and given to the Elders (I Timothy 5:19). Those members of the Elders who are unprejudiced and are not directly involved in the matter shall call a meeting and request in writing that the Pastor or Elder in question be present. The meeting shall be a hearing on the matter in the presence of witnesses, the Elder or Pastor in question, and all other parties involved, to verify the accusations.

After hearing all the evidence, the impartial and unprejudiced members of the Elders shall determine in a fair and equitable fashion whether action is warranted, with any Elder directly involved in the matter recusing himself from such process of determination. This should be accomplished in a reasonable time period. If any involved party fails to heed the recommendation of the Elders or to appear before the Elders, and thus the issue remains unresolved, the Elders may appoint an experienced mediator to review the matter and make an incontestable finding of facts. The Elders shall notify the congregation of the use of a mediator and the issues involved. If as a result of the mediator's findings in the matter the Elders believes that a recommendation for dismissal from church membership is appropriate, a three fourths majority of the membership present and voting at a Members Meeting shall be required.

## Chapter 4 Overseeing Elders

### 4.1 QUALIFICATIONS

Elders shall be mature Christian men of exemplary life, and with the help of the Holy Spirit, reflecting love, holiness, and Christian leadership in relation to home, church, and community. They must possess the spiritual gifts necessary for their office as set forth in I Timothy 3:1-7 and their lives must meet the standards of Titus 1:7-9 and I Peter 5:1-5. A lay (volunteer or nonPastor) Elder shall have been a member for at least three years before taking office.

### 4.2 ELECTION

The number of Elders serving shall be determined as set forth in the Manual of Methods and Procedures, with no fewer than four lay Elders. Lay Elders shall be elected for a three-year term, with one-third of the members elected each year. Vacancies in unexpired terms may be filled for the duration of the term. The election of an Elder shall require affirmative vote by at least a three-fourths majority of those present and voting at a Members Meeting. No Elder may serve for more than three consecutive years unless this be waived by a separate three-fourths majority of those present and voting. Such extensions shall be for a one-year term only.

### 4.3 DUTIES AND RESPONSIBILITIES

1. To annually elect from the lay Elders a Chairman and such other officers, as they shall deem necessary for the orderly conduct of their work.
2. To assist the Senior Pastor in evaluating and guiding the spiritual life of SSBC and its overall mission.
3. To oversee and review the Senior Pastor.
4. The Chairman shall serve as President of the Corporation.
5. To serve as trustees of the Corporation.
6. To assure compliance by SSBC with applicable civil laws and regulations, while holding and interpreting the Bible as the highest authority.
7. To be the ultimate appellate board when (a) disagreements and differences arise between Pastors, Elders, Diaconate, staff, officers, committees, and members; and (b), subject to membership ratification, when there are issues of discipline involving members.
8. With assistance of the Nominating Committee, to elect replacements to officers and Ministry Committee, when such positions become vacant during the year.
9. To carry out such other duties as prescribed by the Constitution or by vote of the church.
10. Additional Elders duties and responsibilities shall be as set forth in the Manual of Methods and Procedures

### 4.4 ELDER EMERITUS

From time to time upon the recommendation of the Elders, SSBC may honor and elect selected former Elders who have given years of faithful service to the Church and to our Lord. These individuals shall have evidenced a willingness to remain active in shepherding and leading SSBC, though circumstances may prevent full participation. Elder Emeriti shall have all the rights and privileges of Elders, except that they may not vote at Elder meetings.

## Chapter 5 Diaconate

### 5.1 QUALIFICATIONS

Deacons/Deaconesses shall be mature Christian men/women of exemplary life, and with the help of the Holy Spirit, reflecting love and holiness. They must possess the spiritual gifts necessary for their office as set forth in 1 Timothy 3:8-13 and Acts 6:1-7, and be members of SSBC. Deacons and Deaconesses shall be received as gifts of Christ to His Church, set apart for service.

### 5.2 ELECTION

Church members shall elect, at each Annual Members Meeting, a sufficient number of Deacons/Deaconesses to meet the needs of the caring ministries of SSBC. The usual term of office will be for three years. The election of a Deacon/Deaconess shall require at least a threefourths majority of those present and voting at a Members Meeting of SSBC.

### 5.3 DUTIES AND RESPONSIBILITIES

The office of Deacon/Deaconess as set forth in the Bible is one of sympathy, compassion, witness and service, after the example of our Lord Jesus Christ. The duties and responsibilities of the Diaconate shall be as follows:

1. To minister to those in need, to the sick, to the friendless, and to any in distress.
2. Administration of Funds. The Diaconate shall administer and disburse monies from any funds, which may be established for educational purposes, or any other funds that have been deemed to be under the jurisdiction of the Diaconate.
3. Additional duties and responsibilities shall be as set forth in the Manual of Methods and Procedures.

## Chapter 6 Other Officers

### 6.1 GENERAL

All other officers shall come under the general oversight of the Elders, and shall be elected at the Annual Members Meeting by a vote of at least three-fourths majority of those present and voting, to a term of one year, commencing with their election, and concluding as late as the last day of the month in which the next Annual Members Meeting is held, in order to allow for an overlap of responsibilities with their successor, if necessary.

### 6.2 MODERATOR OF THE CONGREGATION

The Moderator shall be a former Elder, not currently serving as a voting Elder. He shall preside at the Members Meetings of SSBC. During a Members Meeting, the Moderator has the authority to make a ruling of interpretation of the Constitution affecting the business at hand.

### 6.3 CLERK

The Clerk or their delegate shall keep a record of the proceedings of the congregation in its Members Meetings, which records shall be open for inspection by the active members of SSBC. The Clerk or their delegate shall keep a register of all the members of SSBC. Other responsibilities of the Clerk shall be as set forth in the Manual of Methods and Procedures.

### 6.4 TREASURER

The Treasurer shall have oversight of the financial affairs of SSBC, reporting to the Elders. The Treasurer may designate responsibilities and duties to staff, officers, and vendors (with vendor responsibilities approved by the Finance Committee). The Treasurer shall oversee the receipt of all monies and disburse the same as directed by SSBC or as otherwise set forth in the Manual of Methods and Procedures.

### 6.5 ASSISTANT TREASURER

The Assistant Treasurer shall assist the Treasurer in performing his/her duties and shall be a member of the Finance Committee. The duties and responsibilities of the Assistant Treasurer shall be as set forth in the Manual of Methods and Procedures.

### 6.6 MISSIONS TREASURER

The Missions Treasurer shall disburse monies designated for Missions in accordance with the missionary budget, and shall be a member of the Missions Committee as well as the Finance Committee. The duties and responsibilities of the Missions Treasurer shall be as set forth in the Manual of Methods and Procedures.

### 6.7 AUDITOR

The Auditor shall examine the financial records and accounts of all officers and organizations within SSBC and shall present a written record of such examination at the Annual Members Meeting of SSBC.

## Chapter 7 <br> Leadership

### 7.1 ELDERS

The Elders shall consist of the Senior Pastor and Overseeing Elders of SSBC. They shall normally meet once a month to worship God and to pray for the Church of Christ and for SSBC, to receive reports, and to transact business. They shall annually elect an Overseeing Elder to serve as Chairman; he may call a special meeting of the Elders when he judges it necessary, and shall do so when requested by any two other Elders. A quorum for Elder Meetings shall be one-half the Elders.

### 7.2 ELDER MEETINGS

Elder business meetings are open to attendance by SSBC members. The Chairman, or his designated representative, in consultation with the Vice Chairman and Senior Pastor will prepare the agenda for each business meeting for review and input from the Elders in advance. Matters for executive session shall be limited to those of a highly confidential nature, the disclosure of which would be detrimental to SSBC, an employee, or any member(s) being discussed. The minutes of each Elder business meeting, except for executive sessions, shall be saved to the SSBC records and available for review by members.

### 7.3 DIACONATE

The Diaconate shall consist of the Deacons and Deaconesses of SSBC and an Overseeing Elder appointed by the Elders. It shall normally meet once a month to worship God and to pray for the Church of Christ and for SSBC, to receive reports, and to transact business. The Chairman may call a special meeting of the Diaconate when he/she judges it necessary, and shall do so when requested by any two members of the Diaconate. A quorum shall be one-half of the Deacons/Deaconesses.

## Chapter 8 <br> Committees

### 8.1 GENERAL

1. Overseeing Committees: Overseeing Committees shall oversee, review, and support the work of the Ministry Committees under their care, shall normally meet monthly for worship, prayer and business, and shall submit monthly minutes to the SSBC records. The recommendations of the Overseeing Committees on new matters requiring approval of the congregation shall be presented first to the Elders, then to the congregation for approval at a Members Meeting. Except as otherwise indicated in this Chapter, at-large members shall serve three-year terms
with one-third of the members elected every year. No member shall serve more than three consecutive years, unless this be waived by a special three-fourths majority of those present and voting at a regular or Special Members Meeting. An Elder shall serve as an advisor to each Overseeing Committee. One of the members of the committee shall serve as Chairman. The term of service of committee members shall commence with their election at the Annual Members Meeting, and may extend through their term year(s) to conclude as late as the last day of the month in which the Annual Members Meeting is held, in order to allow for an overlap of responsibilities with their successor, if necessary.
2. Ministry Committees: Ministry Committees shall be constituted and disbanded by the Elders as needed, and shall be directly responsible to those Overseeing Committees to which they may be assigned. They shall be charged with a specific task or ministry, its presentation to its Overseeing Committee, and control of expenditures within the approved budget. They shall normally meet monthly for worship, prayer and business, and shall submit monthly minutes with a summary paragraph to their Overseeing Committee.

### 8.2 OVERSEEING COMMITTEES

1. Fellowship: This committee shall oversee, promote, and have responsibility for fellowship in SSBC, including the preparation of a budget for this ministry, its presentation to the Finance Committee and the control of expenditures within the approved budget. It shall consist of an Elder without committee voting rights, and at-large members as set forth in the Manual of Methods and Procedures.
2. Missions: this committee shall oversee, promote, and have responsibility for the Missions Program of SSBC, including interviewing and recommending missions candidates for support, preparation of a Missions budget, submission, first to the Elders, then to the congregation for approval at the Annual Members Meeting, and the control of expenditures within the approved budget. It shall consist of an Elder without committee voting rights, the Missions Treasurer, and at-large members as set forth in the Manual of Methods and Procedures.
3. Stewardship: This committee shall support the Facility Manager to oversee, promote, and have responsibility for the property and the associated budget of SSBC; also plan for the maintenance, improvement and security of all church property. The committee shall consist of the Facility Manager, an Elder without committee voting rights, the Treasurer, the Assistant Treasurer, and at-large members as set forth in the Manual of Methods and Procedures.
4. Finance: This committee, under the leadership of the Treasurer, shall oversee financial plans and programs designed to provide the means of supporting SSBC's ministry, considering the proposed budgets of all the committees, except Missions. They have oversight for the consolidated budgets, including its own, for presentation, first to the Elders, then to the congregation for approval at the Annual Members Meeting. This committee shall consist of the Treasurer, the Assistant Treasurer, the Financial Secretary, the Missions Treasurer, an Elder with committee voting rights, and at-large members as set forth in the Manual of Methods and Procedures.
5. Personnel: This committee shall, as needed or directed by the Elders, aid in the existing supervisory relationships for the Pastors and SSBC Staff. The Committee may be asked by the Elders to further establish or define personnel needs or budgets. The Committee shall consist of one or two Overseeing Elder(s) with committee voting rights and at-large members as set forth in the Manual of Methods and Procedures.
6. Nominating Committee: Working in consultation with Pastors, this committee shall prepare a slate of nominees for each open position of the Elders, Diaconate, officer, and Overseeing Committee and their chairpersons, except the Elders, who will elect their own Chairman. It shall present such slate of nominees first to the Elders, then to the congregation, in advance of the Annual Members Meeting, for approval at the meeting. It shall also assist the Elders in replacement of officers and Overseeing Committee members, if and when such positions become vacant during the year. It shall consist of two Overseeing Elders, one appointed by the Chairman of the Elders to be Chairman, and at-large members as set forth in the Manual of Methods and Procedures, each member of this committee being nominated by the Elders. The at-large members will be presented for election to a one-year term at the Annual Members Meeting.

### 8.3 AD HOC COMMITTEES

1. Senior Pastor Search Committee: This committee shall be responsible for presenting a suitable candidate for the position of Senior Pastor, either for full-time or interim service. The Elders shall nominate three Elders, one of whom shall be nominated for the position of Chairman, and two members of the congregation. The size of the committee may be increased, while maintaining a majority of Elders. The committee shall fill the pulpit in the interim, or delegate that task. A candidate shall be presented first to the Elders for their approval. With the concurrence of the Elders, the committee shall present the candidate for approval by secret ballot to the congregation at a Members Meeting.
2. Pastoral Staff Search Committee: This committee shall be responsible for selection of candidates for the Pastoral Staff, either for full-time or interim service. It shall be appointed by the Elders and consist of the Senior Pastor, who shall serve as Chairman, two other Elders, and two members of the congregation at large. A candidate shall be presented first to the Elders for their approval. With the concurrence of the Elders, the committee shall present the candidate for approval by secret ballot to the congregation at a Members Meeting.
3. Special Committees: Committees may be formed from time to time as requested and approved by the Elders to care for specific issues. Examples include: Constitution Review and Building Committees.

## Chapter 9 <br> Meetings

### 9.1 ANNUAL MEMBERS MEETING

The Annual Members Meeting of SSBC for the election of officers and the transaction of any other matters shall be held at a time determined by the Elders as soon as is reasonable after the close of the fiscal year. A warrant stating the specific nature of the matters to be transacted shall be prepared by the Elders and shall be publicly posted at least one week before said meeting. The fiscal year of SSBC shall begin May 1 and continue through April 30 of the following year, except as otherwise changed at an Annual Members Meeting, subject to a majority vote and approval of the congregation.

### 9.2 QUARTERLY MEMBERS MEETING

Quarterly Members Meetings of SSBC shall be held in September, December and March, when quarterly reports of the various committees and officers of SSBC shall be presented. A warrant
stating the specific nature of the matters to be transacted shall be publicly posted at least one week before said meeting. Any matters relative to SSBC and not negated by the terms of the SSBC Constitution may be transacted at such meetings.

### 9.3 SPECIAL MEETINGS

Special Meetings may be called by the Senior Pastor, the Elders, or any ten (10) members qualified to vote in such meetings. Those calling for a Special Meeting shall notify the Chairman of the Elders and coordinate the date and time for the meeting with the Moderator. A warrant stating the specific nature of the matters to be transacted shall be publicly posted at least two weeks before said meeting and shall be announced from the pulpit at each morning worship service preceding said meeting. No other matters shall be transacted except that specifically stated in the warrant.

### 9.4 QUORUM

Quorum levels for Members Meetings shall be established once each year based upon the number of eligible voting members counted as of the start of the Annual Members Meeting: fifteen (15) percent of said count shall constitute a quorum for that Annual Members Meeting; and ten (10) percent of said count shall constitute a quorum for the remainder of the year for Quarterly Members Meetings and for Special Members Meetings.

### 9.5 MAJORITY VOTE

Except as noted elsewhere, a simple majority of all members present and voting shall be required for any motion to carry. Abstentions will not be considered as votes cast. Absentee ballots shall not be admitted. A member aged 18 or over is eligible to vote.

## Chapter 10 Manual of Methods and Procedures

### 10.1 DEFINITION AND AUTHORIZATION

The Manual of Methods and Procedures shall document the various procedures necessary to carry out the intent of this Constitution. The Elders shall oversee, and delegate as appropriate, the creation of and amendments to the Manual of Methods and Procedures. In the event of a conflict between the Manual of Methods and Procedures and the Constitution, the Constitution shall govern.

## Chapter 11 <br> Doctrinal Statement and Membership Covenant

### 11.1 SSBC DOCTRINAL STATEMENT

SSBC has established a Doctrinal Statement setting forth its doctrinal beliefs. The Doctrinal Statement is not intended to exhaust the extent of SSBC's beliefs affecting the business and
conduct of SSBC, as the Bible-the inspired and infallible Word of God-speaks with the sole and final authority concerning God's truth, morality, and the proper conduct of mankind. The Elders are the final interpretive authority regarding the meaning and application of the Bible to the business, conduct, and governance of SSBC.

### 11.2 SSBC MEMBERSHIP COVENANT

SSBC has established a Membership Covenant defining the commitment that the members have toward one another under the supreme authority of the Bible and the gospel of Jesus Christ.

## Chapter 12 Amendments

### 12.1 AMENDMENT OF THE CONSTITUTION

The Constitution may be altered at any Annual Members Meeting or Quarterly Members Meeting of SSBC, provided the proposed amendment or revision be inserted in the warrant calling the meeting, and that it receives a three-quarters majority of the votes cast.

### 12.2 AMENDMENT OF THE DOCTRINAL STATEMENT

The Doctrinal Statement may not be amended except by a favorable vote of 90 percent of all members present and voting at two regularly called Members Meetings.

### 12.3 AMENDMENT OF THE MEMBERSHIP COVENANT

The Membership Covenant may not be amended except by a favorable vote of 90 percent of all members present and voting at two regularly called Members Meetings.

