

Bylaws of Bahia Vista Mennonite Church, Inc.

4041 Bahia Vista Street, Sarasota, FL 34232

Adopted: August 17, 2011

Amended: December 4, 2016

ARTICLE I – Name

The name of the corporation shall be Bahia Vista Mennonite Church, Inc., hereinafter known as the “Corporation,” “Congregation” or “BVMC.”

ARTICLE II – Office

The principal office of the Corporation shall be located at 4041 Bahia Vista Street, Sarasota, County of Sarasota, State of Florida.

ARTICLE III – Conference Affiliation

BVMC is a member of the Southeast Mennonite Conference, hereinafter known as the “Conference,” a conference of Mennonite Church USA. BVMC will give and receive counsel from the Conference, and may participate with the Conference in its mission and work that is not inconsistent with bylaws or articles of incorporation.

ARTICLE IV – Purposes

Section 1 – General Purpose: To provide facilities, programs and resources to advance the gospel of Jesus Christ. Additionally, to engage in other related or corresponding religious, educational and charitable purposes; and to receive contributions from Members and others to enable these purposes.

Section 2 – Specific Purpose: To function according to mission and vision statements and goals as approved or amended by Members of the Congregation, consistent with the *Confession of Faith in a Mennonite Perspective, 1995*.

Section 3 – Tax Exemption: To operate exclusively in any other manner for such religious charitable and educational purposes as will qualify for an exempt Corporation under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering Corporations qualified as tax exempt. Such general or specific purposes shall not disqualify the corporation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V – Board of Directors

Section 1 – Function: The affairs of the Corporation shall be vested in a board of directors, hereinafter known as the “Board of Overseers,” or the “Overseers.” The Board of Overseers shall be accountable to the Congregation for oversight of the spiritual welfare of the Congregation, and for the fiduciary, legal and financial affairs of the Corporation.

Section 2 – Composition: The Board of Overseers shall be composed of a minimum of seven persons, who are Members of the Congregation. Of the seven, a minimum of five shall be elected by the Members. Additional persons may be appointed by the voting Overseers as needed to achieve the minimum and provide balance so long as the Board is always comprised of an odd number of overseers,

and a majority of the Overseers are elected by the members. The Pastor and other members of the staff, who may be assigned by the Pastor, shall serve in a non-voting capacity.

Section 3 – Elections: The Vice Chair shall facilitate: 1) Solicitation of nominations from the Congregation, 2) Determination of eligibility, suitability, qualifications, and willingness to serve, and 3) Election by the Congregation.

Section 4 – Terms: Elected and appointed Overseers shall serve three-year staggered terms, subject to a limit of three full terms, and may not be reelected or appointed until one full year out of office. Overseers who serve successive terms shall be reelected or appointed for each successive term. An individual who is appointed to complete the term of an individual who leaves the Board of Overseers prior to the end of his/her term may serve up to three additional full terms. Terms shall begin on January 1 and end on December 31.

Section 5 – Officers: The Overseers shall select from elected and appointed Overseers: a President, herein known as “Chair”, for a three-year term, a Vice President, herein known as “Vice Chair,” a Secretary, and a Treasurer. Offices of Secretary and Treasurer may be combined. Officers other than the Chair shall serve one year terms, and until their successors are selected. Duties of officers shall be as follows:

A. Chair: Shall chair the Overseers Meetings, chair Members Meetings, sign documents, represent BVMC as needed, and give general oversight to the work of the Overseers.

B. Vice Chair: Shall act as chair at the request of, or in the absence of the chair. Shall facilitate elections as listed in Section 3 – Elections.

C. Secretary: Shall be the official custodian of the papers of the Corporation, and sign documents on behalf of the Corporation. Shall serve as, or arrange for, a Recording Secretary for Overseers meetings and Members meetings.

D. Treasurer: Shall be the official custodian of the financial records of the Corporation, and sign financial documents to governmental agencies. An accountant and staff may be appointed to keep the financial records of the Congregation and prepare needed reports to the Overseers and the Congregation.

Section 6– Executive Committee: An Executive Committee shall consist of the officers of the Board of Overseers. The Chair may call a meeting of the Executive Committee when needed for urgent or sensitive matters. A majority of the Executive Committee may act on behalf of the Overseers. Actions of the Executive Committee shall be reported and ratified at the next meeting of the Overseers. Failure to ratify will void such action of the Executive Committee.

Section 7 – Duties:

A. Oversight: Exercise oversight by adopting policies and procedures and generally providing guidance. Overseers shall be guided in all of their decisions by concern for the welfare of BVMC.

B. Appointments: Shall appoint as needed:

1. Pastor, on recommendation of a search committee, approval by the Members, and consistent with procedures and policies of the Conference.

2. **Ministers**, as recommended by the Pastor, following review and recommendation by a spiritual calling and discerning task force, and approval by the Members.
3. **Committees and Task Forces**, to assist the Overseers or the Pastoral Team.
4. **Auditors**, for the Congregation's financial records.
5. **Delegates**, to Conference assemblies and Mennonite Church USA conventions.
6. **Representatives**, to other organizations as needed.

C. Evaluations: For each of the first three years the Overseers shall facilitate an annual evaluation of the Pastor. Following the first three years the Overseers shall perform evaluations of the Pastor not less than biennially.

D. Compensation of Pastoral Team: Shall determine compensation including designation of Housing Allowances in accordance with IRS rules and regulations, using a process that includes communication with the pastor and ministers.

Section 8 – Meetings: The Overseers shall meet as often as necessary to fulfill their duties. A duly called meeting shall require all Overseers to be given 48-hour notice of the meeting. Minutes shall be kept of all meetings. Unless the Overseers designate an executive session, meetings of the Overseers shall be open to attendance by Members of the Congregation, without speaking privileges unless invited to speak by the Chair.

Section 9 – Quorum: At a duly called meeting, a majority of the voting Overseers shall constitute a quorum. Electronic media and conference calls where all Overseers participating in the meeting are able to hear and speak to each other may be utilized, and Overseers present by such means shall be considered part of the quorum. If a majority of Overseers vote by electronic or other absentee process, such actions must be ratified at the next meeting.

Section 10 – Communication: The Overseers shall cause timely reporting to the Congregation of the activities of the Overseers, and of the activities and needs of BVMC.

Section 11 – Removal: An Overseer may be removed by a two-thirds vote of the other voting Overseers, at a duly called meeting.

Section 12 – Vacancies: The Overseers shall appoint a replacement to complete the unexpired term of any vacancy that may occur on the Board of Overseers resulting in less than the minimum required by these bylaws.

Section 13 – Compensation: Overseers shall receive no compensation for their services, but may be reimbursed for approved expenses related to work of the Overseers.

ARTICLE VI – Pastoral Team

Section 1 – Composition: The Pastoral Team shall be composed of the Pastor and Ministers.

A. Pastor:

1. **Term:** For an initial three-year term and renewable for terms of up to five years with the approval of members. The Overseers by 80% vote may end the term.

2. **Duties:**

- a. Lead and give oversight to the spiritual ministries of the congregation.

- b. Chair the Pastoral Team, giving leadership and supervision to the Team.
- c. Conduct annual evaluations of Ministers, in consultation with the Overseers.
- d. Serve as Chief Executive Officer of the Corporation, accountable to the Overseers through the Chair, and responsible for implementation of decisions of the Overseers.

B. Ministers:

- 1. **Term:** As designated at time of appointment.
- 2. **Duties:** Plan and direct the specified ministries of the Congregation.

Section 2 – Responsibilities: Implementation of ARTICLE IV - Purposes.

Section 3 – Meetings: The Pastoral Team shall meet as necessary to fulfill its duties.

Section 4 – Resources: The Pastor, with counsel of the Pastoral Team, may make recommendations to the Overseers for appointment of committees and task forces. Staff may be appointed or employed as needed, with or without pay as the budget provides, and such appointment or employment shall be reported to the Overseers.

ARTICLE VII – Members of Congregation

Section 1 – Eligibility and Application: Any person who accepts the *Confession of Faith in a Mennonite Perspective, 1995*, is committed to the vision and mission of the Congregation and willing to function within the policies adopted by the Overseers, shall be invited to apply for membership. After determination of eligibility by the Pastoral Team and announced to the Congregation, membership shall be granted by the Congregation, and such persons are herein called “Members.”

Section 2 – Associate Members: Persons attending on a seasonal or other non-permanent basis may apply for Associate Membership. Eligibility and application shall be the same as Section 1. Associate Members have the same responsibilities and rights as Members, and shall be referred to as Members by these bylaws.

Section 3 – Responsibilities and Rights: Members share responsibility for the welfare, vision and mission of the Congregation. Members shall support the Congregation with tithes and offerings. Members over 18 years of age are eligible to hold any office or position for which they are qualified. Each Member has one vote on any matter brought to the Congregation for action. Members have no property rights in the assets of the Congregation.

Section 3 – Termination: Members may withdraw at any time for any reason. Membership may be terminated by unanimous vote of the Pastoral Team after an appropriate process of counsel with Member.

Section 4 – Annual Meeting: An Annual Members Meeting shall be held at a date, time, and place set by the Overseers. Notice of the Meeting, and the agenda, shall be provided to the Members at least seven days prior to the date of the Meeting.

Section 5 – Special Meetings: Special Members Meetings may be called by the Chair, with the same notification requirements as the Annual Meeting. Verbal announcement to Members present at a duly called Meeting will fulfill the required notice.

Section 6 – Quorum: At any Annual or Special Meeting, the Members present shall constitute a quorum. The act of a majority of those Members shall be considered the act of the entire Membership, unless otherwise provided by statute, or by action of the Overseers.

Section 7 – Budget: An annual budget shall become effective upon approval by the Members at a duly called meeting. Significant additions or changes shall be submitted to the Members for approval. Financial reports shall be provided to the Members, and records shall be open for inspection by any Member at any reasonable time upon request to the Treasurer or Minister of Administration.

Section 8 – Review Petition: Upon a written petition to the Conference signed by ten percent of the Members, a duly called Special Meeting, chaired by a representative of the Conference, shall be convened for the purpose of reviewing the work of the Overseers.

ARTICLE VIII – Corporate Legal Items

Section 1 – Officers: The officers of the Corporation shall consist of the officers of the Board of Overseers and the CEO.

Section 2 – Parliamentary Process: At any meeting the Chair shall be generally guided by Roberts' Rules of Order for conducting meetings, as fitting the circumstances of the meeting.

Section 3 – Fiscal Year: The fiscal year of the corporation shall be the calendar year.

Section 4 – Seal: The Corporation shall have a seal of such design as approved by the Overseers.

Section 5 – Deposits: All funds received shall be deposited to the credit of BVMC in such banks or depositories as authorized by the Overseers.

Section 6 – Checks: All checks, or any authorization for payment of funds, or evidence of debt issued in the name of the Corporation shall be signed by the Treasurer, or such officers or agents as shall be designated by the Overseers.

Section 7 – Records: The Corporation shall maintain correct and proper books and records and shall keep copies of the minutes of all meetings of Members and meetings of the Overseers at the principal office of the Corporation.

Section 8 – Contracts: The Overseers may authorize any officer or agent of the Corporation to enter into any contract or to execute and deliver any instrument or document on behalf of the Corporation, which authority may be general or specific.

Section 9 – Indemnification: The Corporation is empowered to indemnify any officer or director, or any former officer or director, by a majority vote of a quorum of the Overseers, or by a majority vote of the Members who were not parties to such action, suit or proceeding, in the manner provided in Section 607 of the Florida Statutes, as amended. If such indemnification is authorized by the Overseers or Members, expenses incurred in defending such civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an agreement by or on behalf of the director, officer, employee, or agent to repay such amount if found not to be entitled to such indemnification.

Section 10 – Distribution of Assets: Upon dissolution and liquidation of the Corporation, the Overseers, after paying or making provision for payment of all the liabilities of the Corporation, shall dispose of all

remaining assets to the Conference, or to an organization operated exclusively for charitable, educational, religious, or scientific purposes, and that qualifies as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, as the Members shall determine. No Member shall be entitled to share in any distribution of the corporate assets upon dissolution.

ARTICLE IX – Amendments

These bylaws or the articles of incorporation of this Corporation may be amended, repealed, altered or suspended in whole or in part by a two-thirds vote at any duly called meeting of the Members provided notice of such meeting includes full disclosure of the proposed action. Prior to notice of such meeting, the proposed amendment or change shall be approved by the Overseers and recommended to the Members. Upon ratification by Members, the Secretary shall file any required documents with governmental authorities. Copies of revised and amended bylaws or articles shall be given to any Member upon request.

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