

**BY-LAWS OF
REDEEMER PRESBYTERIAN CHURCH
CONCORD MA 01742**

ARTICLE I. NAME AND ORGANIZATION

1.1 The name of the church shall be “Redeemer Presbyterian Church” (hereinafter “Redeemer”). Redeemer is a particular congregation of the Presbyterian Church in America (PCA).

1.2 Redeemer was founded on 06.05.1994 and incorporated on 04.21.1996 within the Commonwealth of Massachusetts.

1.3 Redeemer is a non-profit organization, established under Section 501(c)(3) of the Internal Revenue Code of 1954. As such, Redeemer is organized exclusively for charitable, religious and educational purposes. Redeemer shall not engage in any activities not permitted by an organization exempt from Federal income tax Section 501(c)(3).

1.4 No part of the net income of the organization shall inure to the benefit of, or be distributable to, its members, officers, or other private persons. Redeemer, however, shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the permissible purposes of a 501(c)(3) corporation.

1.5 The resident agent for service of process shall be the President of Redeemer, whose address for service of process shall be 191 Sudbury Road, Concord, MA, 01742.

ARTICLE II. PURPOSE

2.1 The purpose of Redeemer is to give glory to God by being, in all matters, conformed to the only standard for faith and life, the written Word of God, the Bible consisting of the 39 books of the Old Testament and the 27 books of the New Testament. To this end, Redeemer shall uphold the faithful preaching and teaching of the whole counsel of God given in Holy Scripture; the nurturing of Christian families and individuals in order that they might enjoy the benefits of the covenant of grace; the promotion of godly worship and fellowship; and the encouragement of faithful evangelistic missions at the local, national, and worldwide levels.

ARTICLE III. STANDARDS

3.1 The Scriptures of the Old and New Testaments shall be the primary standard for the doctrine and life of Redeemer (2 Peter 1:2-4). The doctrine of Redeemer shall be that system commonly called “The Reformed Faith,” as expressed in the Westminster Confession of Faith (WCF) as adopted by the PCA, together with the Larger and Shorter Catechisms (WLC & WSC). The government, discipline, and worship of the church shall be in accordance with the standards described in the Book of Church Order (BCO) of the PCA. The current version of the BCO is maintained at the Office of the Stated Clerk, the Administrative Committee of the PCA at 1700 North Brown Road, Suite 105, Lawrenceville, Georgia. A copy can be obtained online at the PCA website.* The statements of doctrine and church order referred to above shall be the secondary standards of Redeemer and are understood as being subordinate to the Scriptures.

ARTICLE IV. AMENDMENTS

4.1 Except as set forth below, these Bylaws may only be amended by a vote of not less than two-thirds (2/3) of a quorum of those communicant members of Redeemer eighteen (18) years or older present and voting at any regular or special meeting of Redeemer. A quorum is defined in BCO 25-3. The text of any proposed amendment shall be approved by the Session (as described herein) and be posted publicly by the Clerk of the Corporation on the church website, with hardcopies being made available to any member at least two (2) Lord's days prior to the meeting.

ARTICLE V. MEMBERSHIP

5.1 QUALIFICATIONS AND CLASSES

- a) Communicant members. Communicant members are those who have been baptized, have made a credible profession of faith in Christ, and have been enrolled and admitted as a member of the church by the Session. Communicant members are eligible to participate in the Lord's Supper (Matthew 14:22-25). Voting members of the Corporation shall be communicant members 18 years or older, not under the judicial process of church discipline exercised by the Session (BCO 27 and 30), and shall be able to vote with respect to corporation business as set forth herein.
- b) Non-communicant members are the baptized children of communicant members.
- c) Associate members. Members of evangelical churches who are temporarily residing in the vicinity of the church may be received as associate members, without voting privileges or rights to hold office at Redeemer (BCO 46-4), upon receipt by the Session of statements of membership in good standing from churches of which they are members.

5.2 RECEPTION

Persons may be received into membership of Redeemer by any one of the following means: public profession of faith in accordance with BCO 6; letter of transfer from another church in the PCA or from another church of like faith and practice as determined by the Session; reaffirmation of faith to the session by an individual who has previously confessed his or her faith and united with a church not of like faith and practice; baptism of an unbaptized child upon reception of at least one parent who is a Communicant member.

5.3 RESPONSIBILITY OF MEMBERS

All members are responsible for striving to live according to the Scriptures in every area of life (1 Corinthians 10:31). To this end, they are obligated to fulfill their membership vows as made publicly before the Lord and his people (Numbers 30:2. See also BCO 57).

5.4 REMOVAL

- a) Persons may be removed from membership of Redeemer by majority vote of the Session based on any one of the following: letter of transfer to another church in the PCA or to another church of like faith and practice; upon ordination to the office of teaching elder; discipline, as exercised by the Session; and upon death of the member (BCO 38-4, 30-4, 46-2).
- b) The Session shall grant letters of transfer to another church in the PCA or to another church of like faith and practice upon the request of any member (BCO 46-1).

5.5 SESSIONAL OVERSIGHT

The Session shall be responsible for the reception of members into and removal of members from the membership rolls of Redeemer (Matthew. 16:19; 18:18. See also BCO 12-8).

ARTICLE VI. GOVERNMENT

6.1 AUTHORITY

The government of Redeemer shall be under the royal authority of the only head of the church, the Lord Jesus Christ (I Corinthians 11:3; Ephesians 1: 22; BCO 1). Therefore, Redeemer shall be primarily governed in accordance with the Word of God (Ephesians 2:20; Matthew 4:4) and secondarily by the standards of Redeemer as found in Article III herein.

6.2 ORGANIZATION

The ordinary and perpetual offices of Redeemer shall be its Session (consisting of one or more teaching elders and its ruling elders), into whose hands Christ has given spiritual and ministerial authority in the church (Matthew 16:19; 18:18; BCO 8), and its Diaconate, for ministry of mercy and service (Ephesians 4:11-12; Philippians 1:1; 1 Timothy 5: 17; BCO 9). There shall be two official boards of the church:

- a) The Session, which shall also constitute and perform the functions of the directors pursuant to Massachusetts General Laws, Chapters 180, and 156B, as applied to churches operating as charitable corporations. The Session, as the Board of Directors, may exercise all the powers of the corporation, except such as by law, by the BCO, or by these Bylaws are conferred upon or reserved to the Voting Members of the Corporation; and
- b) The Diaconate (See Article VI, 6.6 below).

6.3 SESSION

a) GENERALLY

The Session shall consist of the elders elected, ordained, and installed by Redeemer (BCO 24).

b) ELECTION OF ELDERS

- 1) Subject to the provisions of BCO 20, a teaching elder shall be elected to serve at Redeemer following a majority vote by a quorum of communicant members, eighteen (18) years and older at a regularly scheduled congregational meeting (as described herein).
- 2) Any communicant member of Redeemer may submit to the Session a written recommendation for a male, communicant member (1 Timothy 3, Titus 1) to be elected as an elder (BCO 3-1, 16-2, 24-1 thru 24-4).
- 3) Ruling elders shall be nominated from among the eligible male communicant members of Redeemer. In order to be eligible for election as ruling elder, nominees must ordinarily have been communicant members of Redeemer for at least one year prior to their election and must have been approved by, and properly trained under the oversight of, the Session (1 Timothy 5:22; BCO 24). Those men found qualified for office by the Session shall be submitted to the congregation for a vote at the next scheduled congregational meeting of Redeemer. The congregation shall be given 30 days notice by announcement at a regular worship service, by email, and by posting on the website of the congregational meeting scheduled for the purpose of electing ruling elders. Ruling elders shall be elected by a majority vote of communicant members of Redeemer, eighteen (18) years and older constituting a quorum (BCO 25-3). Those elected shall be ordained and installed in accordance with BCO 24.

c) OVERSIGHT AND DELEGATION

- 1) All boards including the Diaconate, committees, and organizations of Redeemer shall exist and function under the supervision of the Session (Matthew 16:19; 18:18. See also BCO 8).
- 2) The Session may delegate certain duties to other members, boards, committees or organizations of this church, provided that no such delegation shall be deemed to vest such members with the authority, responsibility, prerogatives, or functions of elders of the church (BCO 8) or its Board of Directors.
- 3) There shall be an auditing committee which shall prepare a report of its examination of all financial books of account of Redeemer (except those of the Diaconate) and shall present such report at the annual meeting. An elder will be designated by the Session to review all financial books of the Diaconate.

d) TERM OF OFFICE OF ELDERS

- 1) Ordination to the office of Ruling elder is perpetual, but service at Redeemer is by mutual agreement and may be terminated only by due process as described in BCO 24-7, or in the case of divestiture or resignation from office for any of the reasons given in BCO 24-6 to 9.
- 2) The ministerial relationship between the teaching elder and Redeemer shall be dissolved only in accordance with BCO 23.

e) SABBATICAL

The Session in its discretion shall have the authority to permit any teaching elder, ruling elder or deacon to take a sabbatical: such teaching elder, ruling elder or deacon, as the case may be, shall not be deemed to have been divested from office and shall not be prevented from performing from time to time the functions of his spiritual office. During the sabbatical, the elder shall not act as a Director of the corporation.

f) DUTIES OF ELDERS

- 1) The teaching elder(s) shall be primarily responsible for the ministry of the written Word of God as described in Section 2.1 for the encouragement of Redeemer toward individual and corporate prayer, for the administration of the sacraments: baptism and the Lord's Supper (BCO 56-58), and for the general oversight of the worship, faith, and life of Redeemer in accordance with Scripture (Acts 20:17-35; 1 Thessalonians 1:1,2; 2 Timothy 3:1-7; Titus 1:6-9; 1 Peter 5:1-4; BCO 18-22). The teaching elder(s) shall be an ex-officio member of all boards and committees in Redeemer and a teaching elder shall ordinarily be the Moderator of all meetings of the Session and all congregational meetings of Redeemer (BCO 12, 24-2, 25-4).
- 2) The ruling elders shall be responsible with the teaching elder(s) for the special oversight of the worship, faith and life of Redeemer (1 Peter 5:1-4; BCO 7-2, 7-3, 8-3). They shall participate in the regular visitation of the members of this church and fulfill all other duties in accordance with Scripture (Acts 20:17-35; 1 Thessalonians 1:1,2; 2 Timothy 3:1-7; Titus 1:6-9; 1 Peter 5:1-4; BCO 12).
- 3) A Clerk of Session shall be elected annually from among the ruling elders at the Session's first-stated meeting subsequent to the annual congregational meeting of Redeemer. He shall keep accurate Sessional records in accordance with BCO 12-7, 12-8, and shall take and maintain accurate minutes at all meetings of the Session and of Redeemer, and shall maintain a complete record of all correspondence pertaining to his office as Clerk.

g) GENERAL POWERS

The business and affairs of the corporation shall be managed by the Session, which, consisting of all the ruling and teaching elders also constitutes the Board of Directors of the Corporation. The members of the Session shall in all cases act as the Board of Directors, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they deem proper, not inconsistent with these Bylaws and the laws of this Commonwealth.

h) SPECIAL MEETINGS

Special meetings of the Session may be called by the Moderator or at the request of any two elders. The person or persons authorized to call special meetings of the Session may fix the place for holding any special meeting.

i) NOTICE

Notice of any special meeting of the Session shall be given at least three (3) days in advance thereto by written, email or oral notice, delivered, or made personally, or mailed to the home address of each elder. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail so addressed with postage thereon prepaid. The attendance of an elder at a meeting shall constitute a waiver of notice of such meeting except where an elder attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

j) QUORUM

At any meeting of the Session, the number of elders required to constitute a quorum shall be a majority of the then-serving elders. But if less than said number is present at a meeting, a majority of elders present may adjourn the meeting.

k) PRESUMPTION OF ASSENT

An elder who is present at a meeting of the Session at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Clerk of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Clerk of the corporation within five business days after the adjournment of the meeting. Such right to dissent shall not apply to an elder who voted in favor of such action.

l) LIMITATION ON LIABILITY OF ELDERS

No elder acting as director of the corporation shall be liable to the corporation or its members for monetary damages for breach of fiduciary duty as an elder, except for liability (i) for any breach of the elder's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction in which the elder derived an improper personal benefit. No amendment to or repeal of any provision of this paragraph, directly or by adoption of an inconsistent provision of these Bylaws, shall apply to have any effect on any liability or alleged liability of any elder for or with respect to any acts or omissions of such elder occurring prior to such amendment or repeal.

m) INDEMNIFICATION OF ELDERS, OFFICERS, AND DIRECTORS

Each person serving at any time as a member of the elders, as a Redeemer Officer, and/or as a member of the Board of Directors (as defined herein), including each former member of the elders, Church Officers, and/or members of the Board of Directors, who served in such capacity before, on or after the date of the adoption of these Bylaws shall, to the extent permitted by law and without prejudice to any other rights he or she might have, be entitled to be reimbursed by Redeemer for, and indemnified by Redeemer against, all judgments, liabilities, costs and expenses reasonably incurred by him or her in connection with or arising out of any claims made, or any action, suit or proceeding threatened (whether civil, criminal, or administrative) or brought against him or her or in which he or she may be involved as a party or otherwise by reason of any action alleged to have been taken or omitted by him or her as a member of the elders, as a Church Officer, and/or as a member of the Board of Directors, whether or not he or she continues to serve in such capacity, at the time of incurring such costs and expenses. Any rights to reimbursement and indemnification granted under these Bylaws shall extend to each of his or her heirs, executors and administrators.

No such reimbursement or indemnification, however, shall be provided for any person with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of Redeemer, or with respect to any criminal action or proceeding as to which he or she had reasonable cause to believe his or her conduct was unlawful, or with respect to any matter as to which he or she shall be adjudicated in any proceeding to be liable to Redeemer for damages arising out of his or her action. Reimbursement or indemnification hereunder shall include payments by Redeemer of costs and expenses incurred in defending an action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification hereunder, which undertaking may be accepted without reference to the financial ability of such person to make repayment. Redeemer shall maintain the right to select legal counsel for defense of any such action to which indemnification pursuant to these Bylaws applies. Nothing herein contained is intended to, or shall, prevent a settlement by Redeemer prior to final adjudication of any claim, including claims for reimbursement or indemnification under these Bylaws, against Redeemer when such settlement appears to be in the interest of Redeemer, provided such settlement does not require an express admission of liability by the indemnified party.

Each person subject to this provision shall, by reason of his or her continuing such service or accepting such election or employment, have the right to be reimbursed and indemnified by Redeemer, as above set forth with the same force and effect as if Redeemer, to induce him or her to continue so to serve or to accept such election or employment, specifically agreed in writing to reimburse and indemnify him or her in accordance with the foregoing provisions.

Nothing herein contained is intended to, or shall, prevent Redeemer from entering indemnity agreements with other persons or purchasing insurance to cover any liabilities of any person associated with or serving Redeemer in any capacity. No member of the elders, Church Officer, and/or member of the Board of Directors shall be liable to anyone for making any determination as to the existence or absence of liability of Redeemer hereunder or for making or refusing to make any payment hereunder in reliance upon advice of counsel.

6.4 OFFICERS AND AGENTS OF THE CORPORATION

a) GENERALLY

The officers of the corporation shall be a President, a Clerk, and a Treasurer. The Session may appoint a Financial Secretary to assist the treasurer in the execution of his duties. The President and the Clerk shall be members of the Session.

b) ELECTION AND TERM OF OFFICE

The officers of the corporation shall be elected by the Session. Each officer shall hold office until a qualified successor shall have been elected, or until he resigns, or shall have been removed in the manner hereinafter provided.

c) PRESIDENT

The President shall preside at all meetings of the corporation. In the absence of the President, the Clerk shall call the meeting to order and the election of a President pro tempore shall be the first order of business. He may sign with the Clerk or any other proper officer of the corporation thereunto authorized, deeds, mortgages, or other instruments which the Session has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Session or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed and executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the elders from time to time.

The President shall render to Redeemer for and on behalf of the Session such annual and other reports as the Session may from time to time require. The President shall have the power from time to time to appoint such committees as he shall deem necessary or appropriate except for such committees designated by these Bylaws to be elected by the Session. The President shall be an ex-officio member of all committees which he shall appoint. The President shall be the agent of the corporation.

d) TREASURER

If required by the Session, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Session shall determine. He shall have charge and custody of and be responsible for all funds of the corporation. The Treasurer shall, under the oversight of the Session, provide for the distribution of funds of Redeemer and for the preparation and maintenance of true and accurate books of account thereof. The Treasurer shall also make such reports of the financial condition of Redeemer as the Session shall from time to time require. The Treasurer shall ensure that all funds of Redeemer shall be deposited in the name of Redeemer in one or more banks or trust companies organized and existing under the laws of the Commonwealth of Massachusetts, unless otherwise directed by the Session. Funds of Redeemer shall be withdrawn by checks or drafts executed by the Treasurer or by other members who shall from time to time be designated in writing by the Session. The Treasurer shall also perform such other duties as may from time to time be assigned to him by the Session. The Treasurer, by and with the consent of the Session, may delegate certain duties to one or more other members of Redeemer, provided that the such delegation shall be in writing and that the exercise of such delegation shall be under the oversight of the Session. The Session may appoint a Financial Secretary to assist the Treasurer.

e) CLERK

The Clerk shall keep the record of the members and minutes of meetings of the Session in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, act as custodian of the corporate records and of the seal of the corporation, keep a register of the post office address of each member which shall be furnished to the Clerk by such member, have general charge of the membership roll of the corporation, and in general perform all the duties incident to the office of Clerk and such other duties as from time to time may be assigned to him by the President or by the Session.

The Clerk shall notify all officers and committee members of their election or appointment, as the case may be, and shall likewise notify the Treasurer of the election of all the officers and the dates of their election. The Clerk shall also prepare and issue such notices of meetings of the church as the Session shall from time to time direct and shall perform such other duties as may be from time to time assigned to him by the Session. The Clerk of the Board of Directors shall also act as Clerk of the Session.

f) FINANCIAL SECRETARY

The Financial Secretary shall provide for the collecting, recording and the depositing of all gifts and offerings payable to the corporation. The Financial Secretary shall also provide receipts to donors according to IRS standard.

6.5 THE DIACONATE

a) GENERALLY

The deacons shall be responsible for the ministry of mercy and service in Redeemer in accordance with Scripture (Acts 6:1-4; 1 Timothy 3: 8-13; BCO 7-2, 7-3, and 9).

A Chairman, Secretary, and Treasurer of the Diaconate shall be elected from among the deacons at the first meeting of the deacons subsequent to the annual meeting of Redeemer. The Chairman shall moderate all meetings of the Diaconate. The Treasurer will keep records of receipts and disbursements and provide receipts to donors according to IRS standards.

b) ELECTION OF DEACONS

The deacons shall be chosen in the same manner as provided herein for the calling of elders as set forth in Section 6.3.b.

c) TERM OF OFFICES OF DEACONS

1) Ordination to the office of Deacon is perpetual, but service at Redeemer is by mutual agreement and may be terminated only by due process as described in BCO 24-7 as in the case of divestiture or resignation from office for any of the reasons given in BCO 24-6 to 9.

2) The Session in its discretion shall have the authority to permit any deacon to take a sabbatical. Such deacon, as the case may be, shall not be deemed to have divested from office and shall not be prevented from performing from time to time the functions of his office.

d) DELEGATION

The Diaconate may delegate certain duties to other members of Redeemer, provided that no such delegation shall be deemed to vest such members with the authority, responsibility, prerogatives, or functions of the deacons of the church.

6.6 NOMINATIONS FOR ELDERS, DEACONS, AND OFFICERS

All nominations shall be made to the Session in the calendar month prior to the date of the annual meeting of Redeemer for Session approval. Approved nominations shall be published in the bulletin no less than two Sundays prior to the annual meeting of Redeemer.

ARTICLE VII. FISCAL MATTERS

7.1 THE BUDGET AND FISCAL YEAR (BCO 12.5b)

The budget of Redeemer shall be prepared annually by the budget committee as appointed by the Session. Such budget shall be submitted to the Session for its approval and adoption. The budget shall be made available to the congregation at least 1 week prior to the annual meeting, where the budget is presented to the congregation. Nothing herein shall be interpreted to prohibit the Session from amending the budget subsequently nor from authorizing off-budget expenditures per the provisions of 7.2 below. The fiscal year of Redeemer shall begin on the first day of January.

7.2 CONTRACTS, EXCLUDING REAL ESTATE MATTERS AND MORTGAGES

The Session may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation (BCO 25-7, 10). Prior to authorizing off-budget expenditures in excess of 5% of the budget, the Session shall present the proposed amendment to the Voting Members of the Corporation at a special meeting pursuant to the provisions of 7.1.

7.3 LOANS

No loans shall be contracted on behalf of the Corporation and no indebtedness shall be issued in its name unless authorized by a resolution of the Session. Such authority may be general or confined to specific instances.

7.4 CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness shall be issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in a manner as shall from time to time be determined by resolution of the Session.

7.5 DEPOSITS

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other insured depositories unless otherwise directed by the Session.

7.6 REAL ESTATE MATTERS AND MORTGAGES

Prior to purchasing, selling or mortgaging any real estate interests owned by the corporation, the Session shall present the proposed action to the Voting Members of the Corporation for review and approval at a called Congregational meeting. The Voting Members shall vote either to approve the proposed action in whole, to approve in part with recommended amendments or to recommend against the proposed action.

In the event that the Voting Members of the Corporation vote to approve the proposed action in part with recommended amendments, the Session shall meet within 30 days of such Corporate Meeting to act upon the recommendations. In the event the Session does not concur with the recommendations of the Voting Members of the Corporation, then no action may be taken hereunder. Any purchase, sale or mortgage of any real estate interests owned by the Corporation shall require the concurrence of both a majority vote of the Session and a majority of the Voting Members of the Corporation.

ARTICLE VIII. MEETINGS OF THE CHURCH

8.1 ANNUAL MEETINGS

At least one month prior to the date, the Session shall fix the date of the annual meeting of the congregation and corporation of Redeemer for the transaction of such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

The Diaconate, the auditing committee and any other committees or individuals who have served in Redeemer shall submit reports as requested by the Session. Officers to be called out and elders to be elected shall be elected as provided herein. A budget shall be presented for the fiscal year in which the meeting is held. Any other announced business pertinent to the life and ministry of Redeemer may be transacted at such a meeting.

8.2 SPECIAL MEETINGS

Special meetings of the congregation of Redeemer may be called by Session or by the petition of the communicant members of Redeemer in accordance with BCO 25-2. No business may be transacted at any such meeting except that which is stated in the public announcement of such a meeting.

8.3 DATE, TIME, AND PLACE

The date, time, and place of all other meetings of Redeemer shall be determined by the Session as appropriate and public notice shall be made at the worship services on the two (2) Sundays prior to the meeting (BCO 25-2).

8.4 PLACE OF MEETING

The Session may designate and announce the place of annual and special meetings called by the Session. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the principal office of the corporation.

8.5 QUORUM

A quorum for the annual or any special meeting of Redeemer shall be a quorum of those resident communing members according to BCO 25-3.

The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

If fewer than said number of members are represented at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice. At a reconvened meeting at which a quorum shall be subsequently achieved, any business may be transacted which might have been transacted at the meeting as originally noticed.

8.6 VOTING

- a) Communicant members, eighteen (18) years or older, in good and regular standing may vote at congregational meetings and meetings of the corporation.
- b) A majority vote shall govern in all questions except as otherwise specified herein or except as otherwise provided by the Certificate of Incorporation or the laws of this state. A tie vote defeats the motion.
- c) The election of all elders and deacons by Redeemer shall be by written ballot.
- d) Proxy voting is not allowed.

8.7 ORDER

The order of all meetings of Redeemer will be regulated by the latest edition of Robert's Rules of Order except where superseded herein or by the BCO.

8.8 OTHER MEETINGS

- a) The Session shall ordinarily meet separately at least quarterly (BCO 12-6) at dates, times, and places it determines. The Session may not meet without a quorum as specified in BCO 12-1, and it ordinarily may not meet without the presence of a teaching elder (BCO 12-2).
- b) The Diaconate shall ordinarily meet at least quarterly (BCO 9-4) and whenever requested by the Session. The Diaconate may not meet without a simple majority of deacons present, and it ordinarily may not meet without the presence of the Chairman.
- c) It is desirable for the Session and the Diaconate to meet in joint session once a quarter (BCO 9-4) to confer on matters of common interest.

ARTICLE IX MISCELLANEOUS

9.1 DISSOLUTION

- a) The power to make a decision to dissolve Redeemer shall rest upon the Presbytery (BCO 13-1, 9f). As required by Massachusetts General Laws, chapter 180, section 11A, consummating the decision to dissolve requires successful petition to the Massachusetts Supreme Judicial Court.

b) PROPERTY DISTRIBUTION

All assets and liabilities of the church shall be accounted for and distributed, as required by Massachusetts General Laws, chapter 180, section 8A, in the case of the sale, lease, exchange, or other disposition of all or substantially all of Redeemer's real and personal property and assets, a two-thirds (2/3) vote of the Voting members present at a duly-noticed meeting is required, provided a quorum is present.

9.2 WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given under provisions of these by-laws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such a notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

9.3 OFFICES

The principal office of the Corporation in the Commonwealth of Massachusetts shall be located in Concord, County of Middlesex. The Corporation may have such other offices, either within or without the state of incorporation, as the Session acting as the Board of Directors may designate or as the business of the Corporation may from time to time require.

9.4 DISPUTE RESOLUTION

- a) Should any disagreements arise within and among the members of the church, which the Session is incapable of resolving, those who disagree shall bring said dispute to the appropriate administrative or judicial arm of the Presbyterian Church in America (PCA). Members agree to abide by the decisions so rendered.

- b) **PROPERTY DISPOSITION**

Subject to the provisions for withdrawal as provided by the BCO, in the event of a person or group of people from within the church becoming divided from the other members and seeking to assume control of church funds, property, and/or rights associated with the church name, then such funds, property, and/or rights shall remain entirely in the possession of that group which by convictions and practices, adheres faithfully to the letter of and spirit of these Bylaws, membership commitment and statement of faith as declared in the Bible as specified in Section 2.1. (BCO 13-10) All assets and liabilities of the church shall be distributed subject to the Presbytery; however, the Presbytery must adhere to Section 9.1 herein.

9.5 SEVERABILITY

If any provision of these Bylaws or portion of such provision or the application thereof to any person or circumstance is held invalid, the remainder of the Bylaws (including the remainder of such provision) and the application thereof to other persons or circumstances shall not be affected thereby and shall be valid.

*Presbyterian Church in America, *Book of Church Order (BCO)* <http://www.pcaac.org/BCO.htm> (Accessed June 14, 2011).