

By-Laws
of
Big Moose Community Chapel
(Independent)
Big Moose, NY

Adopted in 1999
Republished in 2018

Article I Purpose of the Corporation

Big Moose Community Chapel (Independent) is an institution dedicated to the common worship of God whom we meet in Jesus Christ, and to the service of humanity. It is pledged to freedom of thought and speech, to fellowship with all persons of whatever sect, class, nation, or race, to the building of character, to the undergirding of the home, and the establishment of a righteous social order. It has a free pulpit where those who preach are invited to declare the word of God as they discern it.

Article II Membership

Membership is open to all men and women of good will, who are either permanent or temporary residents of the Big Moose area, without regard to their membership elsewhere, who have signed the Bond of Union, or who have regularly worshipped with the Big Moose Community Chapel (Independent) and have regularly contributed to its financial support for not less than one year. A member who is at least eighteen years of age and who meets these criteria preceding a corporate meeting shall be a qualified voter.

Article III Bond of Union

The Covenant and Bond of Union are as follows:

We joyously covenant together to worship Almighty God, and to live as his children in every expression and relation of life. We earnestly call upon Him to help us to be pure-minded and unselfish in personal matters, to make our family life happy in love, to be just, honest and merciful in professional, business and social affairs, to be loving and forgiving in church life and equally ready to share each other's joy or care.

Recognizing the mutual value of membership in Big Moose Community Chapel (Independent), we hereby join ourselves together that we may help one another, may multiply the powers of each through mutual fellowship and may thereby promote the powers of each through mutual fellowship and may thereby promote the cause of truth, righteousness and love in the world.

Article IV Allegiance

This Chapel belongs to the Church Universal, serves a living Lord, and seeks to gather all men, women and children in one family to live together in freedom and discipline and justice, in faith and hope and love – unto this Church and its Lord and unto all its members, known and unknown, throughout the world, we pledge the allegiance of our hearts and hands.

Article V Organization

Big Moose Community Chapel (Independent) is a church organized upon the congregational principles of democratic self-government in accordance with the provisions of Article 10 of the New York Religions Corporation Law.

The governing body of the Big Moose Chapel (Independent) is the membership through its qualified voters.

The Membership shall elect a Board of Trustees to oversee and manage the day-to-day affairs of the Chapel. The Board of Trustees shall have authority to promote any activity directed to the religious, moral, spiritual, physical and intellectual health of the community and to initiate or support groups within or without itself to accomplish these activities. Except as otherwise provided in these by-laws, the Board of Trustees, between annual meetings, shall have power to exercise any authority and to take any action which might be taken at an annual meeting.

Article VI Meeting of Members

1. **Quorum.** Fifteen qualified voters shall constitute a quorum at any meeting of members and all matters or questions shall be decided by a majority of the qualified voters voting on the matters or questions.

2. **Annual Meeting.** The annual corporate meeting of Big Moose Community Chapel (Independent) shall be held on the fourth Sunday in each August at the Chapel on Big Moose Lake and notice of the meeting shall be publicly read by the minister or any trustee at the regular meeting of the church on the two successive Sundays immediately preceding the meeting. The notice of the annual meeting shall contain the names of the trustees whose terms are expiring and the names of their proposed successors.

3. **Procedure at the Annual Meeting.** The Clerk of the Corporation shall call the meeting to order. Under the supervision of the Clerk, the qualified voters then present shall elect a presiding officer and two inspectors of election to receive the ballots cast. The presiding officer and the inspectors of election shall declare the result of the ballots cast on any matter and shall be the judge of the qualifications of the voters.

4. **Order of Business.** The order of business of the annual meeting shall be:
 - A. Call the meeting to order
 - B. Elect the presiding officer and the two inspectors of election
 - C. Present proof of due notice of the meeting
 - D. Read the notice of the meeting
 - E. Reports of officers
 - F. Reports of committees
 - G. Unfinished business

- H. Nominate and elect trustees to fill vacancies caused by resignations or by expirations of terms
- I. Nominate and elect the Clerk
- J. Nominate and elect the Auditor
- K. Call the minster and fix the minister's salary for the ensuing year
- L. New Business

5. **Special Meeting.** A special corporate meeting may be called by the Board of Trustees on its own motion, and shall also be called by the Board of Trustees on the written request of at least ten qualified voters. The notice for a special meeting shall specify the nature of the business for which the meeting shall be called and shall be read by the minster or any trustee at the regular worship meeting of the church on two successive Sundays immediately preceding the special meeting.

Article VII Trustees

1. **Number.** The number of trustees shall be twenty-one.
2. **Qualifications.** A trustee must be a member in good standing of the Big Moose Community Chapel (Independent). However, no trustee may serve more than three three-year terms consecutively.
3. **Term.** At each annual corporate meeting seven trustees shall be elected who shall hold office for three years and until their successors shall be elected.
4. **Vacancies.** If any trustee declines to act, resigns, dies or ceases to be qualified to vote at a corporate meeting, the office shall be vacant and the vacancy may be filled by vote of the remaining trustees until the next annual corporate meeting at which time a successor shall be elected for the unexpired term
5. **Election of Officers.** As soon as reasonably possible after the close of the annual meeting the newly elected Board of Trustees shall convene as a board, and from their number shall elect a President and Vice-President. The board shall also elect a Treasurer and Assistant Treasurer who are not required to be trustees. The Clerk of the corporation shall be the secretary of the Board of Trustees.
6. **Executive Committee.** The Board of Trustees, by a vote of a majority of the entire board, may elect from its members an Executive Committee which shall consist of five (5) and not more than seven (7) members as determined by the board. The Executive Committee shall exercise all the authority of the board between meetings of the board, with general power to discharge the duties of the board, except as this power may be limited by law, the by-laws or the board. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business and, at any meeting at which a quorum is present, a majority of those present and acting may bind the Executive Committee. The Executive Committee shall keep separate minute books and

shall report its action at every meeting of the board or as often as may be required by the board.

7. **Notice of Meeting.** Meetings of the Board of Trustees shall be called by the President, the Vice-President, or by any five of the trustees upon at least twenty-four hours' notice given personally or by mail to the trustees or a meeting may be held without previous notice by the unanimous consent of all the trustees.
8. **Quorum.** A majority of the entire Board of Trustees shall constitute a quorum for the transaction of business at any meeting.
9. **Expenditure of Funds.** The Board of Trustees shall have power to expend the funds of the church and to incur obligations, including the hiring of employees and the fixing of salaries, as shall be reasonably necessary to the proper conduct of the affairs of the church and the care of its property provided, however, that the Board of Trustees shall have no power to call, settle or remove a minister or fix his salary, nor, without the consent of a corporate meeting, to incur debts beyond what is necessary for the administration of the temporal affairs of the church and the care of the property of the Corporation, or to fix or change the time, nature or order of the public or social worship of the church.
10. **Delegation of Trustee Duties.** The Board of Trustees may delegate duties from time to time to committees appointed by the President with the approval of the Board of Trustees. No committee shall take any action, except as the committee has been specifically authorized, without the approval of the Board of Trustees.
11. **Church Property.** The properties of the church shall be vested in the Board of Trustees who shall be responsible for their maintenance and shall keep them in good repair and use at all times. Bills for repairs and maintenance shall be a charge of the funds of the church and shall be paid by the Treasurer after proper audit

Article IX The Minister

The minister of the church shall be called, settled or removed and the minister's salary fixed only by the vote of the majority of the members of the Corporation duly qualified to vote at elections present or by proxy, and voting at a meeting of the Corporation specially called for that purpose in the manner provided for the call of a special meeting.

Article X The Auditor

The Auditor shall be elected by the membership at the annual meeting and shall serve through the next annual meeting and until a successor is elected. The auditor shall review and audit the books and accounts of the Corporation and submit a report of his determination at the annual meeting or earlier, if necessary, to the Board of Trustees.

Article XI Resignations

Any officer or trustee may resign at any time by written notice to the President or Clerk. The resignation shall take effect from the time of its receipt and acceptance by the board, unless some other time be fixed in the resignation.

Article XII Income and Church Funds

The income of the church shall be derived from the voluntary subscriptions of its members, donations by outside friends and well-wishers, and free will offerings at its services and meetings, suppers, entertainments, fairs and other enterprises, interest and dividends, inasmuch as the Big Moose Community Chapel (Independent) is a church of the people, maintained by the gifts of those who believe in its ideals and its work.

Funds of the church shall be deposited in the name of the Big Moose Community Chapel (Independent) in money market funds, banks and trust companies as the board of trustees may designate, and such designation may at any time be changed at any regular or special meeting of the Board of Trustees and shall be drawn out only by check, or other instrument, signed by the persons authorized by the Board of Trustees.

The funds of the church may also be invested in any property without restriction to investments permitted to fiduciaries by the law of New York or any other jurisdiction.

Article XIII Seal

The corporate seal of the church shall be circular in form and shall have inscribed on it the name of the church and the year of its incorporation.

Article XIV Indemnification of Trustees and Officers

- 1. Actions By or In the Right of the Corporation.** Any and every person made a party to any action, suit or proceeding by or in the right of Big Moose Community Chapel (Independent) to procure a judgment in its favor by reason of the fact that he, his testator or intestate, is or was a trustee or officer of this Corporation shall be indemnified by the Corporation to the full extent permitted by law, against any and all reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of the action, suit or proceeding or in connection with any appeal, except in relation to matters as to which it shall be adjudged in the action, suit or proceeding that the officer or director has breached his duty to the Corporation under Section 717 of the New York Not-for-Profit Corporation Law.

- 2. Actions other Than By or In the Right of the Corporation.** Any and every person made, or threatened to be made, a party to any action, suit, or proceeding other than one by or in the right of Big Moose Community Chapel (Independent) to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any time or kind, domestic or foreign, or any partnership, joint

venture, trust, employee benefit plan or other enterprise, which any trustee or officer of this corporation served in any capacity at the request of the Corporation, by reason of the fact that he, his testator or intestate, was a trustee or officer of the corporation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, shall be indemnified by the corporation, to the full extent permitted by law, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of the action, suit or proceeding, or any appeal, if the person acted in good faith for a purpose which he reasonably believed to be in, or, in the case of service for any other corporation or partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to the best interests of the Corporation and, in crimination actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful.

- 3. Non-Exclusive.** The rights of indemnification provided by this article shall not be deemed exclusive of any other rights to which any trustee or officer may be entitled by law, vote of the Board of Trustees, or otherwise.

Article XV Gender

When used in these by-laws, words of gender shall be deemed to include and refer to both the masculine and feminine.

Article XVI Amendments

These by-laws may be amended or repealed by two-thirds vote of the qualified voters present and voting present and voting at any annual meeting of the church or at any special meeting, after written notice, proposing the amendment, has been given in the same manner as notice is given for an annual meeting, and also in the notice of the meeting at which the proposed amendment is to be acted upon.

These by-laws were adopted by the members at the annual corporate meeting on August 22, 1999.