

CONSTITUTION OF THE BOSTON CHINESE EVANGELICAL CHURCH

Article I Name and Legal Entity

Section 1. The organization is named Boston Chinese Evangelical Church (referred to hereinafter as “BCEC” or “the church”).

Section 2. BCEC is a non-profit corporation organized under chapter 180 of the General Laws of the Commonwealth of Massachusetts.

Article II Statement of Faith

BCEC believes:

1. in the triune everlasting God, creator of heaven and earth and everything therein;
2. the Old and New Testaments of the Bible to be wholly the Word of God, inspired by the Holy Spirit and written by human hands;
3. that man is created in the image of God; that our first parents have been tempted by Satan, have rebelled against God, and have sinned and fallen; and that the whole human race has been sin-stricken and thus lost its spiritual life;
4. that the Lord Jesus Christ was conceived by the Holy Spirit, born of the Virgin Mary, crucified as a ransom upon the cross, bled and died for the sins of all men, buried in the grave, rose up from the dead on the third day, ascended into heaven, finished the marvelous work of redemption, and now sits at the right hand of God; and then the Holy Spirit descended to convince man of sin so that he could repent and be born again;
5. that man is justified by faith in Jesus, saved by grace, and except for this there is no other way of salvation; and
6. that the Lord Jesus Christ will come to this earth again at the end of time to judge in righteousness the living and the dead; that those who believe in the Lord will resurrect to gain eternal life, whereas those who do not believe will suffer eternal punishment.

Article III Purpose

BCEC is a Bible-believing, non-denominational, local body of believers whose purpose is to glorify God through worshipping God, edifying believers, and sharing Jesus Christ as Lord and Savior by word and by deed to the Greater Boston Chinese community and the world, as guided by the Bible and the Holy Spirit.

Article IV Summary of Church Structure

Section 1. The General Assembly shall consist of all Members of BCEC.

Section 2. The Church Staff shall consist of all the employees of BCEC. The Church Staff is divided into two categories: (1) Pastoral Staff and (2) Administrative Staff.

Section 3. The Pastoral Staff shall consist of (1) the pastors of the church and (2) the Ministerial Staff, who are employees whose responsibilities include providing leadership and guidance for fulfilling the purpose of BCEC. Pastoral Staff shall also be ~~members~~Members of BCEC.

Section 4. The Board of Elders (“BOE”) shall consist of the ordained pastors of BCEC and Elders ordained by BCEC. The BOE shall be responsible for carrying out the purpose of BCEC by overseeing the spiritual growth of BCEC through articulating and teaching Biblical doctrines; providing discipleship training and discipline; developing vision, philosophy of ministry, and strategic long-term plans for the ministry of BCEC; and determining the staffing needs.

Section 5. The Board of Deacons (“BOD”) shall consist of Deacons of BCEC and shall be responsible for the administration of the support, maintenance, finance, and staff functions of the various ministries for fulfilling the purpose of BCEC. Church Staff shall not be Deacons.

Article V Summary of Church Finance

Section 1. Source. The free-will offering of BCEC ~~members~~Members and individuals who attend the church is anticipated to be the primary source of income.

Section 2. Budget. No later than one month after the start of a fiscal year, the BOD shall present an annual budget prepared by the BOD to the General Assembly for its approval. The budget specifies the spending goals for accomplishing planned ministries of BCEC. When anticipated total expenditures exceed the budget approved by the General Assembly, the BOD shall call a Special Meeting to seek the approval of the General Assembly for such anticipated increase in spending.

Section 3. Spending. All expenditures must be authorized by the BOD subject to the spending goals in the annual budget approved by the General Assembly.

Any transaction to sell, mortgage, pledge, assign, lease, or purchase real estate in connection with the church shall require the authorization of both the BOD and the General Assembly, provided that leases with a term of two years or less shall require only the approval of the BOD.

Section 4. Reporting. The BOD shall present financial reports periodically to the General Assembly. No later than one (1) month after the end of a fiscal year, the BOD shall also provide an annual financial statement to the General Assembly for its approval.

Section 5. Fiscal Year. The fiscal year for BCEC shall begin on the first day of October and end on the thirtieth day of September. Any change to the start and close of a fiscal year shall be initiated and approved by an act of the BOD, with a minimum of six (6) months’ notice to the General Assembly.

Section 6. Personal Profit. No part of the income or assets of BCEC shall inure to the profit of any member of the General Assembly, except that the BOD may pay reasonable compensation for services rendered and make payments and distributions in furtherance of fulfilling the purpose of BCEC.

Article VI By-Laws

BCEC shall establish by-laws in accordance with the provisions of this Constitution for the administration of the purpose of the church as necessary.

Article VII Amendments to Constitution and By-Laws

Any amendment to this Constitution, or to any provisions of the By-laws ~~of BCEC~~, shall be initiated through the BOE, the BOD, or a majority of the Members ~~of BCEC~~; must be approved by the affirmative votes of both the BOE and BOD; and then presented to the General Assembly for a period of consideration of no less than one month and for approval at either an Annual General Assembly Meeting or a Special General Assembly Meeting, ~~where there is a quorum of 25% of the members of BCEC present~~. A vote of 2/3 of the ~~members of BCEC~~Members present at such meeting is necessary for approval of any amendment.

Article VIII Contractual Authority

No one shall have the authority to ~~bind~~ legally ~~bind~~ BCEC except as authorized by either an act of the General Assembly or the BOD in accordance with the Constitution or the By-laws.

Article IX Dissolution

In the event of dissolution of BCEC, with the result that there is no continuing body to conduct the work for the purpose for which it was initially formed, a Special Committee shall be established to use its best efforts to sell all assets of BCEC for the largest realizable return, either through private or public sales. The Special Committee shall consist of the Senior Pastor, the three most senior members of the BOE (exclusive of the Senior Pastor), and the three most senior members of the BOD; seniority shall be determined by time as a Member ~~of BCEC~~. The proceeds from such sales shall be distributed in the following order: (a) to pay all obligations of BCEC; (b) to pay all commitments of BCEC under the Missions Fund and the Charity (Social Responsibility) Fund; and (c) the remainder shall be divided proportionately between the Missions Fund and Charity (Social Responsibility) Fund according to their relative proportionate share of the annual budget during the then most recent fiscal year and then distributed pro rata among all the organizations (including those affiliated with missionaries supported by BCEC in the then most recent fiscal year) which shared in the respective funds during the then most recent fiscal year. In the event that both the Missions Fund and Charity (Social Responsibility) Fund no longer exist, the Special Committee shall exercise its discretion in distributing the remainder of the proceeds in a manner consistent with the purpose of BCEC. In no event shall such distribution be made to an individual or to an organization which is not tax-exempt as defined by the U.S. Internal Revenue Code.

Article X Effective

Section 1. Adoption.

Adoption of this Constitution, and any other subsequent constitutions of BCEC, shall be initiated through the existing BOD, or BOE if then in existence; approved by the BOE and the BOD; and presented to the General Assembly for a period of consideration of no less than one month, within which there shall include at least one informational session in English and one in Chinese and for approval at either an Annual General Assembly Meeting or a Special General Assembly Meeting, ~~where there is a quorum of 25% of the members of BCEC present~~. A vote of 2/3 of the ~~members of BCEC~~ Members present at such meeting is necessary for approval of the adoption of this Constitution and any other subsequent constitutions of BCEC.

Section 2. History.

1. The initial constitution of BCEC was approved by the BOD on August 22, 1972, and further approved by the members of BCEC on September 10, 1972; thereupon effective.
2. In a special congregational assembly on September 15, 1985, the then existing Items 12 and 13 concerning the BOD was amended and approved; thereupon effective.
3. The BOD revised, and approved on October 24, 2001 a draft of, the then existing Constitution of BCEC to include provisions for a BOE, to change any corresponding language which was affected by the addition of the BOE, to explain more clearly some of the then existing provisions, to create a set of By-laws as guidance for the administration of the purpose of the church, and to replace the function of the Board of Trustees with a process requiring the approval of each of the remaining bodies of the church.
4. The General Assembly approved the above Constitution on October 28, 2001; thereupon effective.
5. The above Constitution shall be the sole Constitution governing the administration of BCEC, and shall supersede all previous forms, versions, and editions of the Constitution of BCEC.

BY-LAWS OF THE BOSTON CHINESE EVANGELICAL CHURCH

Article I Members

Section 1. Members

- a. Qualifications. A Member must
 - (1) Trust in Jesus Christ as the individual's Savior from sin;
 - (2) Receive baptism, if not already done elsewhere;
 - (3) Be willing to abide by the beliefs, purpose, Constitution, and By-laws ~~of BCEC~~; and
 - (4) Pass the examination given by a member of the BOE or its designee(s) concerning the individual's faith.
- b. Admission. With the approval of the BOE, an individual shall become a Member by
 - (1) Baptism at BCEC in conjunction with the satisfaction of the requirements set forth in Section 1.a of this Article; or
 - (2) Transfer of Membership. An individual who is a member of another church or denomination of similar faith which requires baptism as part of membership and who desires to transfer his membership to BCEC must make such request in writing to a member of the BOE and comply with the requirements set forth in Section 1.a of this Article.
- c. Responsibilities and Privileges of Members
 - (1) Members of BCEC are responsible for the following:
 - (a) To grow to think, feel, and act like Christ;
 - (b) To practice the teachings of the Bible, including striving to live a life of holiness and love;
 - (c) To share the Gospel by word and by deed;
 - (d) To hold to the Statement of Faith ~~of BCEC~~;
 - (e) To participate in BCEC worship service faithfully;
 - (f) To support and participate in BCEC ministries and meetings when possible;
 - (g) To pray faithfully for the ministry of the church;
 - (h) To be involved in serving the Lord at BCEC;
 - (i) To give financially with a cheerful heart toward the work of this church as God has blessed the member;
 - (j) To be submissive to church leaders and to support and encourage them as much as possible;
 - (k) To be submissive to church discipline in the event of misconduct;
 - (l) To participate in the Annual General Assembly Meeting and any other Special General Assembly Meeting when called;
 - (m) To abide by the Constitution and By-laws ~~of BCEC~~; and
 - (n) To notify BCEC of any change in membership status.
 - (2) Members of BCEC have the privilege to elect, to be elected, and to vote on matters presented to the General Assembly.
- d. Exhortation and Warning. All Members shall be subject to exhortation and warning from the Pastoral Staff and the BOE if the individual engages in any misconduct and puts the Lord's name to shame. In the event that the member remains unchanged, the BOE may take action to terminate his membership as set forth below.
- e. Termination and Reinstatement of Membership
 - (1) By Death. Membership terminates upon death;

- (2) By the Individual. An individual may terminate Membership by submitting a written request to the BOE; or
- (3) By the Church
 - (a) Misconduct. The BOE may vote to terminate the Membership of an individual who has been subject to the exhortation and warning by the Pastoral Staff and/or BOE and who remains unchanged.
 - (b) Absence. The BOE may vote to terminate the Membership of an individual who has ceased participating in the ministries of BCEC for over (1) year and who has not been fulfilling the responsibilities of a Member as set forth in Section 1.c of this Article.
 - (c) Reinstatement. Upon receipt of a written request for reinstatement, the BOE may vote to reinstate the Membership of any individual whose Membership has been terminated either by reason of misconduct or absence.

Section 2. Associate Members

- a. Qualifications. An Associate Member must
 - (1) Trust in Jesus Christ as the individual's Savior from sin;
 - (2) Receive baptism, if not already done elsewhere;
 - (3) Be willing to abide by the beliefs, purpose, Constitution, and By-laws of BCEC; and
 - (4) Pass the examination given by a member of the BOE or its designee(s) concerning the individual's faith.
- b. Admission. The BOE may vote to admit an individual who is a member of another church or denomination of similar faith and who submits a written request to the BOE to become an Associate Member of BCEC without a formal transfer of membership from the other church.
- c. Responsibilities and Privileges of Associate Members
 - (1) Associate Members of BCEC are responsible for the following:
 - (a) To grow to think, feel, and act like Christ;
 - (b) To practice the teachings of the Bible, including striving to live a life of holiness and love;
 - (c) To share the Gospel by word and by deed;
 - (d) To hold to the Statement of Faith of BCEC;
 - (e) To participate in BCEC worship service faithfully;
 - (f) To support and participate in BCEC ministries and meetings when possible;
 - (g) To pray faithfully for the ministry of the church;
 - (h) To be involved in serving the Lord at BCEC;
 - (i) To give financially with a cheerful heart toward the work of this church as God has blessed the member;
 - (j) To be submissive to church leaders and to support and encourage them as much as possible;
 - (k) To be submissive to church discipline in the event of misconduct;
 - (l) To abide by the Constitution and By-laws of BCEC; and
 - (m) To notify BCEC of any change in membership status.
 - (2) Associate Members shall not be counted towards the quorum of the General Assembly and shall not have the privilege to elect, to be elected, and to vote on matters presented to the General Assembly. All references to Members shall not apply to Associate Members unless so stated.
- d. Exhortation and Warning. All Associate Members shall be subject to exhortation and warning from the Pastoral Staff and the BOE if the individual engages in any misconduct and puts the Lord's name to shame. In the event that the Associate Member remains unchanged, the BOE may take action to terminate his membership as set forth below.

e. Termination and Reinstatement of Associate Membership

- (1) By Death. Associate Membership terminates upon death;
- (2) By the Individual. An individual may terminate Associate Membership by submitting a written request to the BOE either to transfer membership to another church, where necessary, or to become a Member; or
- (3) By the Church
 - (a) Misconduct. The BOE may vote to terminate the Associate Membership of an individual who has been subject to the exhortation and warning by the Pastoral Staff and/or BOE and who remains unchanged.
 - (b) Absence. The BOE may vote to terminate the Associate Membership of an individual who has ceased participating in the ministries of BCEC for over (1) year and who has not been fulfilling the responsibilities of an Associate Member as set forth in Section 2.c of this Article.
 - (c) Reinstatement. The BOE may vote to reinstate the Associate Membership of any individual whose Associate Membership has been terminated either by reason of misconduct or absence.

Section 3. Meetings.

- a. Annual General Assembly Meeting (“Annual Meeting”) shall be held on the last Sunday in October each year or such other date as shall be fixed by the BOD. The purposes for which the Annual Meeting is to be held, in addition to those prescribed by the Constitution of BCEC or these By-laws, may be specified by the BOD or BOE. In the event that no Annual Meeting is held in accordance with the foregoing provisions, a Special General Assembly Meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the Annual Meeting.
- b. Special General Assembly Meetings (“Special Meetings”) may be called by either the BOD or the BOE.

Section 4. Place of Meetings. All Annual Meetings and Special Meetings shall be held at the premises of BCEC unless a different place (within the Commonwealth of Massachusetts) is specified in the notice of the meeting.

Section 5. Notices. A written notice, stating the place, day, and hour of all meetings shall be given by either the BOD or BOE, whichever body is calling the meeting, at least two (2) weeks in advance. In the event that the meeting is the Annual Meeting, notice shall be given at least one (1) month in advance. Notice by publication in the weekly church bulletin in conjunction with an announcement at each of the services shall be deemed sufficient notice.

Section 6. Quorum. Unless stated otherwise within the Constitution and the By-laws of BCEC, a quorum for the transaction of business at any Annual Meeting or Special Meeting shall consist of twenty-five (25%) percent of Members appearing in person, provided that less than such quorum shall have power to adjourn the meeting from time to time.

Section 7. Voting. Each Member ~~entitled to vote~~ shall have one vote.

Section 8. Action at Meeting. Action of the Members on any matter properly brought before a meeting shall require, and may be effected by, the affirmative vote of a majority of the Members present and voting on such matter, provided that such majority shall be at least a majority of the Members required to constitute a quorum for action on such matter, except where a different vote is required by the Constitution ~~of BCEC~~ or ~~by the~~ By-laws of BCEC. Any election by Members shall be determined by the number of votes required by the Constitution ~~and/or~~ By-laws ~~of BCEC~~.

Section 9. Action Without Meeting by Written Consent. Any action by Members may be taken without a meeting if all Members entitled to vote on the matter consent to the action by a writing filed with the Secretary of the BOD. Such consent shall be treated for all purposes as a vote at a meeting.

Article II Board of Elders

Section 1. Individuals sitting on the BOE shall be referred to as Elders.

Section 2. Elder by means of Employment

- a. Qualifications. All ordained pastors employed by BCEC in a full-time pastoral position shall sit on the BOE for the duration of such employment.
- b. Employment. All employment decisions for pastors shall be initiated by either the BOE or BOD; must be approved by the affirmative votes of at least two-thirds (2/3) of the BOE and at least two-thirds (2/3) of the BOD; and must be approved by the affirmative vote of a majority of the Members present at a meeting where the matter has been properly brought and voting on such matter, provided that such majority shall be at least a majority of the Members required to constitute a quorum for action on such matter, except where a different vote is required by the Constitution ~~of BCEC or by the~~ By-laws of BCEC.
- c. Sabbatical. In the event that any Elder under this section takes a sabbatical for any duration of time consistent with the terms of his employment, that Elder shall also be entitled to a sabbatical from the BOE of same duration while he is on sabbatical from his employment. In the event that the individual chooses to take a sabbatical from the BOE while taking his sabbatical from employment, his sabbatical from the BOE shall terminate upon his return to employment. While on sabbatical from the BOE an Elder may attend BOE meetings, but shall not vote.
- d. Termination. An Elder under this section shall no longer be an Elder nor sit on the BOE upon the termination of his employment from BCEC. Where the termination of employment is not based upon the resignation of the individual, he may not use the title "Elder." This paragraph shall also apply to an individual who was already sitting on the BOE pursuant to Section 3 of this Article at the time of employment in a full-time pastoral position. After the fifth anniversary of the termination of such employment, the individual shall be eligible for consideration to be an Elder pursuant to Section 3 of this Article as set forth below.

Section 3. Elder by means other than Employment

- a. Qualifications for an Elder by means other than Employment:
 - (1) Biblical
 - (a) 1 Timothy 3:2-7: "Now the overseer must be above reproach, the husband of but one wife, temperate, self-controlled, respectable, hospitable, able to teach, not given to drunkenness, not violent but gentle, not quarrelsome, not a lover of money. He must manage his own family well and see that his children obey him with proper respect. (If anyone does not know how to manage his own family, how can he take care of God's church?) He must not be a recent convert, or he may become conceited and fall under the same judgment as the devil. He must also have a good reputation with outsiders, so that he will not fall into disgrace and into the devil's trap."
 - (b) Titus 1:6-9: "An elder must be blameless, the husband of but one wife, a man whose children believe and are not open to the charge of being wild and disobedient. Since an overseer is entrusted with God's work, he must be blameless – not overbearing, not quick-tempered, not given to drunkenness, not violent, not pursuing dishonest gain. Rather he must be hospitable, one who

loves what is good, who is self-controlled, upright, holy and disciplined. He must hold firmly to the trustworthy message as it has been taught, so that he can encourage others by sound doctrine and refute those who oppose it.”

- (c) 1 Peter 5:1-3: “To the elders among you, I appeal as a fellow elder, a witness of Christ’s sufferings and one who also will share in the glory to be revealed: Be shepherds of God’s flock that is under your care, serving as overseers – not because you must, but because you are willing, as God wants you to be; not greedy for money, but eager to serve; not lording it over those entrusted to you, but being examples to the flock.”
 - (2) Additional Qualifications
 - (a) Is a Member of BCEC for at least six (6) years;
 - (b) Has significant leadership experience at BCEC with demonstrated proficiency and fruitfulness, the fulfillment of which is presumed for an individual who is an ordained pastor at BCEC;
 - (c) Is above thirty (30) years of age;
 - (d) Is male;
 - (e) Demonstrates long-term commitment to BCEC;
 - (f) Embraces the doctrine, purpose, vision, and philosophy of ministry of BCEC;
 - (g) Is capable of working well with other Elders; and
 - (h) Demonstrates Biblical and theological knowledge sufficient to shepherd a congregation
 - (3) Survival of Requirements. An Elder under this Section shall continue to abide by the characteristics and requirements set forth in Paragraphs 1 and 2 of this Section.
- b. Process for becoming an Elder by means other than Employment
- (1) BOE will consider potential new candidates annually when there are vacancies on the BOE;
 - (2) Any Elder may nominate an individual for consideration by the BOE;
 - (3) Nominated candidate must be accepted for “mentored care,” a process defined by the BOE, by the entire BOE;
 - (4) BOE shall convene an Oversight Committee which shall be responsible for and determine the commencement and termination of the “mentored care” period for the individual candidate;
 - (5) Candidate shall be examined by the BOE and be approved by the affirmative vote of at least two-thirds (2/3) of the BOE, the affirmative vote of at least two-thirds (2/3) of the BOD, and the affirmative vote of a majority of the Members present at a meeting where the matter has been properly brought and voting on such matter, provided that such majority shall be at least a majority of the Members required to constitute a quorum on such matter, except where a different vote is required by the Constitution ~~of BCEC~~ or ~~by the~~ By-laws ~~of BCEC~~.
- c. Sabbatical. An Elder under this Section shall be entitled to one (1) year of sabbatical upon the completion of every six (6) consecutive years of service on the BOE. In the event that the Elder chooses to take a sabbatical from the BOE, his sabbatical from the BOE shall terminate upon written notification to the Senior Pastor. While on sabbatical, an Elder may attend BOE meetings, but shall not vote.
- d. Termination. An Elder under this Section shall no longer be an Elder nor sit on the BOE as a result of:
- (1) Death;
 - (2) Resignation. An individual wishing to resign from the BOE may submit a written request to the Senior Pastor. Under such circumstances, the individual may retain the honorary title of “Elder,” but shall no longer be eligible to participate in the activities of the BOE and shall not be deemed an Elder on the BOE for any purpose (such as determining the quorum of the BOE). In the event that the individual has maintained the requirements of Section 3 (a) of this

Article II, the individual may submit a written request to the BOE for reinstatement as an active member of the BOE. Such reinstatement will require a unanimous vote of the BOE;

- (3) Termination of BCEC Membership. Once an individual ceases to be a member of BCEC, he shall no longer sit on the BOE and may not use the title "Elder;" or
- (4) An Act of the BOE. If the BOE determines by an affirmative vote of at least two-thirds (2/3) of the non-interested Elders, that an Elder no longer (i) meets the qualifications of an Elder as set forth in Section 3.a of this Article or (ii) is capable of fulfilling the requirements of an Elder as set forth in Section 3.a of this Article, such Elder shall no longer sit on the BOE and may not use the title of "Elder."

- Section 4. Size. The BOE shall consist of a minimum of two (2) Elders and a maximum of fifteen (15) Elders, unless the BOE unanimously votes to amend the maximum size of the BOE.
- Section 5. Vacancies. Vacancies shall be filled by the BOE according to the procedures set forth above for adding Elders by either employment or by ordination. In the event that there are less than two (2) Elders, the powers of the BOE shall be assumed by the BOD until the BOE reaches its minimum number.
- Section 6. Responsibilities. The BOE shall be responsible for carrying out the purpose of BCEC by overseeing the spiritual growth of BCEC through articulating and teaching Biblical doctrines; providing discipleship training and discipline; developing vision, philosophy of ministry, and strategic long-term plans for the ministry of BCEC; and determining the staffing needs.
- Section 7. Meetings. The BOE shall meet at least once every two (2) months, or as needed, and shall be called by the Senior Pastor or his designee. The Senior Pastor, or his designee within the BOE, shall chair the meetings.
- Section 8. Place of Meetings. All BOE meetings shall be held at the premises of BCEC unless a different place (within the Commonwealth of Massachusetts) is specified in the notice of the meeting.
- Section 9. Notices. A written notice, stating the place, day, and hour of all meetings shall be given by the Senior Pastor at least one (1) week in advance. Written notice sent by first class mail, by publication in the weekly church bulletin, or by electronic mail shall be deemed sufficient notice.
- Section 10. Quorum. Unless stated otherwise within the Constitution and the By-laws of BCEC, a quorum for the transaction of business at any meeting of the BOE shall consist of a simple majority of the current Elders, excluding those who are on sabbatical, provided that less than such a quorum shall have power to adjourn the meeting from time to time.
- Section 11. Voting. Each Elder, who is not on sabbatical and is sitting on the BOE, shall have one vote. In a case where the vote concerns the spouse, parent, or child of an Elder, or a vote that involves a matter in which an Elder will gain a personal profit, that Elder shall not vote.
- Section 12. Attendance. All meetings of the BOE shall be open to Elders sitting on the BOE, Elders on sabbatical, Deacons sitting on the BOD, the Pastoral Staff, and any other individuals invited by the Senior Pastor. The BOE reserves the right to limit attendance only to Elders then sitting on the BOE due to the sensitive nature of some matters.
- Section 13. Action at Meeting.

a. Action of the BOE on any matter at a meeting shall require, and shall be effected by, the affirmative vote of two-thirds (2/3) of the Elders sitting on the BOE present and voting on such matter, provided that at least the number of Elders of the BOE required to constitute a quorum for action on such matter is present, except where a different vote is required by the Constitution ~~of BCEC~~ or ~~by the~~ By-laws ~~of BCEC~~.

b. Veto Power. The Senior Pastor may veto any action of the BOE. The veto power of the Senior Pastor may be overridden and the action of the BOE may be confirmed by the affirmative vote of three-fourths (3/4) of the entire BOE and the affirmative vote of three-fourths (3/4) of the entire BOD.

Section 14. Action Without Meeting by Written Consent. Any action by the BOE may be taken without a meeting if all Elders entitled to vote on the matter consent to the action by a writing, including writing by electronic means, forwarded to and filed with the Senior Pastor. Such consent shall be treated for all purposes as a vote at a meeting.

Section 15. Duration. An ordained pastor shall sit on the BOE for the duration of his employment with BCEC and an Elder pursuant to Section 3 of this Article shall sit on the BOE for life so long as he remains a Member of BCEC in good standing and is not terminated by provisions set forth elsewhere in the Constitution or By-laws ~~of BCEC~~.

Article III Board of Deacons

Section 1. Qualifications. An individual sitting on the BOD is referred to as a Deacon and must be an individual who

- a. Has been a Member of BCEC for a minimum of two (2) years and remains a Member in good standing;
- b. Is at least twenty-three years (23) of age;
- c. Is of a faith consistent with the Statement of Faith ~~of BCEC~~;
- d. Faithfully abides by the Constitution and By-laws ~~of BCEC~~;
- e. Maintains good conduct without bad habits;
- f. Is well-famed;
- g. Is zealous to serve and to give to the Lord;
- h. Is loyal in the work entrusted to him; and
- i. Participates in BCEC church services regularly.

Section 2. Election.

- a. Nomination.
 - (1) By Standing Nominating Committee. No later than two (2) months prior to the Annual General Assembly Meeting, there shall be formed a Standing Nominating Committee which shall consist of an equal number of Elders (appointed by the BOE) and Deacons (appointed by the BOD). The General Assembly shall receive notice of the formation and membership of such committee by publication no later than two (2) months prior to the next Annual General Assembly Meeting. Such committee shall determine a list of nominees who meet the qualifications set forth in Section 1 of this Article and who shall stand for election; or
 - (2) By Members of BCEC through the Nominating Committee. Five (5) or more Members of BCEC may also submit to the Standing Nominating Committee written recommendations of the name of any individual who meets the qualifications set forth in Section 1 of this Article whom they desire to be considered by the Standing Nominating Committee for election. Any written recommendation must be submitted to the Standing Committee at least forty-five (45) days prior to the next Annual General Assembly Meeting. Notwithstanding the submission of any name of an individual by Members of BCEC, the Standing Nominating Committee shall determine whether or not an individual meets the qualifications set forth in Section 1 of this Article.
- b. Election.

- (1) The Standing Nominating Committee shall present to the General Assembly its list of qualified Members who shall stand for election during the Annual General Assembly Meeting, or in the absence of such meeting, at a meeting called by the BOD for the purpose of election. Members shall each have one vote.
- (2) Each nominee must receive the vote of at least more than half the number of Members in attendance at the meeting. In the event that there are more elected nominees than vacancies on the BOD, the vacancies on the BOD shall be filled by the nominees in the order of the individuals with the highest number of votes.

(3) Number of Deacons Elected.

- (i) During odd-numbered years, seven (7) Deacons shall be elected; during even-numbered years, six (6) Deacons shall be elected.
- (ii) If during the previous year, the number of Deacons to be elected pursuant to subparagraph (i) above was not elected, additional Deacons may be elected to bring the total number of Deacons to thirteen (13). Deacons elected under this provision shall be so designated prior to the time of election and shall hold office until the next General Assembly Meeting, for one (1) year.
- ~~(iii)~~ (iii) The election of any less number of Deacons at any given time shall not invalidate an otherwise valid election.

Section 3. Enumeration and Officers. The BOD shall consist of thirteen (13) Deacons, or such lesser number of Deacons who are duly elected. At the first BOD meeting after the Annual General Assembly Meeting, the Deacons shall elect from the BOD a Chairman, a Vice-Chairman, a Secretary, a Treasurer, an Accountant, and other offices as the BOD may determine from time to time.

Section 4. Vacancies. The existence of any vacancies on the BOD (regardless of the manner in which such vacancies arise) shall not invalidate an otherwise valid act of the BOD. Any vacancy arising out of an elected Deacon's failure to complete his or her full term on the BOD may be filled by the BOD with a Member of BCEC who meets all the qualifications set forth under Section 1 of this Article and such successor shall be a Deacon for the unexpired term of his predecessor. Notwithstanding anything in this Constitution to the contrary, no more than three (3) such vacancies may be filled as set forth herein between an Annual Meeting or Special Meeting. Whenever there are any vacancies on the BOD, the actual number of Deacons then on the BOD shall be the number used to determine quorums and actions taken by the BOD.

Section 5. Responsibilities and Expectations. All Deacons shall be expected to

- a. Regularly participate in worship service and Sunday School at BCEC;
- b. Strive to attend fellowship meetings and to have regular fellowship with individuals attending BCEC;
- c. Strive to have a regular devotional and prayer life;
- d. Fulfill the duties assigned to him;
- e. Regularly attend BOD meetings; and
- f. Be willing to be disciplined and trained.

Section 6. Chairman. The Chairman when present shall be responsible for presiding over all meetings of the BOD. It shall be his power to oversee and lead all the different aspects of the BOD and to see that all acts and resolutions of the BOD be carried into effect.

Section 7. Vice-Chairman. The Vice-Chairman shall assist the Chairman in the fulfillment of his duties. In the absence or disability of the Chairman, the Vice-Chairman shall perform the powers and duties of the Chairman.

Section 8. Secretary. The Secretary shall be responsible for the minutes of all meetings of the BOD, the Annual Meeting, and any Special Meetings and for the preparation of BCEC's annual

report. He shall also be responsible for maintaining the list of Members and all records of BCEC. All parties may rely on any certification of the Secretary of the facts contained in such certification.

- Section 9. Accountant. The Accountant shall be responsible for keeping the books of accounts, preparing financial statements, and overseeing the preparation of the budget. The Accountant, however, shall not be responsible for the safe-keeping of the financial assets.
- Section 10. Treasurer. The Treasurer shall be responsible for all financial functions of BCEC not specifically delegated to the Accountant. Such responsibilities shall include the fund-raising, safe-keeping, and receipt functions of the financial assets of BCEC.
- Section 11. Meetings. The BOD shall meet regularly on a monthly basis, or as needed, and shall be called by the Chairman.
- Section 12. Place of Meetings. All BOD meetings shall be held at the premises of BCEC unless a different place (within the Commonwealth of Massachusetts) is specified in the notice of the meeting.
- Section 13. Notices. A written notice, stating the place, day, and hour of all meetings shall be given by the Chairman at least ~~two (2) weeks~~ one (1) week in advance. Written notice sent by first class mail, by publication in the weekly church bulletin, or by electronic mail shall be deemed sufficient notice. Such requirement may be waived by the unanimous consent of the BOD.
- Section 14. Quorum. Unless stated otherwise within the Constitution and ~~the By-laws of BCEC~~, a quorum for the transaction of business at any meeting of the BOD shall consist of two-thirds (2/3) of the current Deacons, provided that less than such quorum shall have power to adjourn the meeting from time to time.
- Section 15. Voting. Each Deacon shall have one vote. In a case where the vote concerns the spouse, parent, or child of a Deacon, or a vote that involves a matter in which a Deacon will receive a personal profit, that Deacon shall not vote.
- Section 16. Attendance. All meetings of the BOD shall be open to Deacons of the BOD, Elders of the BOE, individuals on the Pastoral Staff, and any other individual invited by the Chairman of the BOD. The BOD reserves the right to limit attendance only to Deacons then sitting on the BOD due to the sensitive nature of some matters.
- Section 17. Action at Meeting. Action of the BOD on any matter at a meeting shall require, and may be effected by, the affirmative vote of a majority of the Deacons, provided that such majority shall be at least a majority of the Deacons required to constitute a quorum for action on such matter, except where a different vote is required by law, by the Constitution ~~of BCEC, or by the By-laws of BCEC~~.
- Section 18. Action Without Meeting by Written Consent. Any action by the BOD may be taken without a meeting if all Deacons entitled to vote on the matter consent to the action by a writing, including writing by electronic means, forwarded to and filed with the Secretary of the BOD. Such consent shall be treated for all purposes as a vote at a meeting.
- Section 19. Duration and Limitation of Term.
- a. Duration of Term. The term of office shall be for two (2) years ~~for any Deacon, unless such Deacon was appointed to the BOD pursuant to Section 4 of this Article, except as set forth in Article III, Section 2.b.(3)(ii) and Article III, Section 4.~~

- b. Considered for Nomination. At the end of a Deacon's term, the Deacon may be nominated for consideration by the Standing Nominating Committee.
- c. Limitation. No individual shall serve as a Deacon for more than two (2) terms of two years each consecutively.
- d. Exception. Time spent serving as a Deacon pursuant to Section 2-paragraph b (3)(ii) and Section 4 of this Article shall not count towards the limitation set forth in Section 19.cparagraph e above.

Section 20. Termination of Office of Deacon. A Deacon shall no longer sit on the BOD as a result of:

- a. Death;
- b. Resignation. An individual wishing to resign from the BOD may submit a written request to the Chairman of the BOD;
- c. Termination of BCEC Membership. Once an individual ceases to be a ~~member of BCEC~~ Member, he shall no longer sit on the BOD; or
- d. An Act of the BOD. If the BOD determines, by an affirmative vote of at least two-thirds (2/3) of the non-interested Deacons of the BOD, that a Deacon no longer (i) meets the qualifications of a Deacon as set forth in Section 1 of this Article or (ii) is capable of fulfilling the requirements of a Deacon as set forth in Section 5 of this Article, the Deacon shall no longer sit on the BOD.

Article IV Pastoral Staff

- Section 1. The Pastoral Staff shall consist of (1) the pastors of the church and (2) Ministerial Staff who are employees whose responsibilities include providing leadership and guidance for fulfilling the purpose of BCEC. The Pastoral Staff shall also be Members of BCEC.
- Section 2. Employment Decisions for Pastors. All employment decisions for pastors shall be initiated by either the BOE or BOD; must be approved by the affirmative votes of at least two-thirds (2/3) of the BOE and at least two-thirds (2/3) of the BOD; and must be approved by the affirmative vote of a majority of the Members present at a meeting where the matter has been properly brought and voting on such matter, provided that such majority shall be at least a majority of the Members required to constitute a quorum for action on such matter, except where a different vote is required by the Constitution ~~of BCEC or by the~~ By-laws of BCEC. The individual who is the subject of such vote shall not vote on such decision.
- Section 3. Employment Decisions for Ministerial Staff. All employment decisions for ministerial staff shall be initiated by either the BOE or BOD and must be approved by the affirmative votes of at least two-thirds (2/3) of the BOE and at least two-thirds (2/3) of the BOD.
- Section 4. Disability of Senior Pastor. An individual is deemed disabled when he is unable to perform the majority of the material duties of his position. In the event that the Senior Pastor is deemed disabled by the affirmative vote of at least two-thirds (2/3) of the non-interested Elders of the BOE and two-thirds (2/3) of the BOD, the senior Associate Pastor shall assume the duties and responsibilities of the Senior Pastor for the duration of the disability of the Senior Pastor, provided that the senior Associate Pastor shall not have any veto power as described in Article II, Section 13 of these By-laws. The order of succession to the responsibilities of the Senior Pastor shall be as follows: Associate Pastor, Assistant Pastor, Assistant to the Pastor. Where there are two or more individuals holding such positions, the individual with the most seniority in such position shall have priority over the other individuals in the same position.
- Section 5. Except as otherwise set forth herein, all terms and conditions governing the employment of a member of the Pastoral Staff, including without limitation, responsibilities,

privileges, rights, processes, commissioning process, ordination process, and termination, shall be set forth in a separate personnel policy to be approved by the BOE and the BOD. In the absence of any applicable personnel policy, the terms and conditions of employment shall be as determined by the BOE and BOD.

Article V Ministries and Committees

Any ministry or committee deemed necessary ~~by the BOE or the BOD~~ for the administration of the purposes of BCEC may be formed. by the BOE or the BOD.