

LAKE BERKELEY CHAPEL, INC. – BY-LAWS

Lake Berkeley Chapel, Inc.
A 501(c)(3) organization per an IRS 10/14/2008 review
EIN Number: 58-6046798

Lake Berkeley Chapel Mission Statement:
**“The mission of our Chapel and its board of directors is to
reflect the love of Jesus Christ in serving our community and its people”.**

INTRODUCTION

These are the Bylaws of Lake Berkeley Chapel, Inc. (the “Chapel”), a non-profit non-denominational Christian religious corporation organized pursuant to the laws of Georgia, with its principal place of business in Gwinnett County, Georgia.

ARTICLE 1
OFFICES

SECTION 1.01 Offices. The Chapel shall at all times maintain a registered office in the State of Georgia and a registered agent at that address but may have other offices located within or without the State of Georgia as the Board of Directors shall determine.

ARTICLE 2
PURPOSE

SECTION 2.01 Legal Purpose. The legal purposes of the Chapel shall be those set forth in the Certificate of Incorporation, as may be amended from time to time, and the Bylaws, as may be amended from time to time.

SECTION 2.02 Specific Purpose. The Chapel is organized as a non-profit corporation for the non-denominational Christian worship of God, the promotion of fellowship of the members, their families, and their guests, and to support and provide a place to encourage people in their relationships with God and invite them to commit to God’s love in Jesus Christ, to provide opportunities for people to seek spiritual formation, and to support people to live lovingly and justly as members of the community.

SECTION 2.03 Prohibited Activities. The Chapel shall be non-profit, non-sectarian and, as an organization, shall take no part in, or lend support to, the election or appointment of any candidate for public office. The Chapel shall at all times observe all local, state and federal laws that apply to non-profit organizations as defined in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3
MEMBERS

SECTION 3.01 Membership. Any adult person who believes in the mission of this Christian Chapel and who completes and submits the Lake Berkeley Chapel Membership Registration Form is considered a voting member. Members are encouraged to support Lake Berkeley Chapel by attendance at Chapel services and by volunteering and contributing financially.

SECTION 3.02 Annual Meetings. An annual membership business meeting (the “Annual Member Meeting”) shall be held at the end of the November Chapel service to elect Officers, Directors, and Directors-at-Large for terms beginning January 1, and for the transaction of any other business as may then properly come before the meeting. The slate of Officers, Directors, and Directors-at-Large submitted by the Nominating Committee and approved by the Board will be voted on by the membership present at the meeting. An annual financial report will be given. The annual meeting of members shall be held at the Chapel or elsewhere as designated by the Board.

SECTION 3.03 Special Meetings. Special membership business meetings may be called at any time by the President or six (6) Board members. Written notification to the membership must be made at least thirty (30) days prior to the meeting by mail or email and include the place, time, and purpose. A special meeting of members shall be held at the Chapel or elsewhere as designated by the Board.

SECTION 3.04 Quorum. At all meetings of members, 25 percent (25%) of the members eligible to vote or twenty-five (25) members eligible to vote, whichever is less, present in person or by proxy, shall constitute a quorum for the transaction of business.

SECTION 3.05 Voting. Except as provided by statute or these by-laws, the vote of a majority of the members present at the time of a vote, if a quorum is present at such time, shall be the act of the members.

SECTION 3.06 Actions Requiring Vote of Members. The following corporate actions may not be taken without the approval of the members:

Voting for Board Members at Annual Business Meeting - A plurality of the votes (meaning the receipt by a candidate of more votes than other candidates) cast at a meeting of the members where a quorum is present is required for the election of Officers and Directors of the Corporation; for avoidance of doubt, a majority of votes is not required.

SECTION 3.07 Certificates of Membership. Certificates of Membership shall not be issued. Membership is not transferable.

**ARTICLE 4
BOARD OF DIRECTORS**

SECTION 4.01 Powers and Number. The affairs and assets of the Chapel shall be managed by a Board of Directors (the "Board"), consisting of ten (10) members to be drawn from and elected by the membership. The Board shall be composed of the four (4) Officers identified in Section 6 below, the four (4) Directors identified in Section 4.04 below and two (2) Directors-at-Large. All Directors must be members of the Chapel in good standing.

SECTION 4.02 Election and Term of Office All members of the Board, including Officers, Directors and Directors-at-Large, shall hold their positions for three (3) years. Additional terms beyond the first, or extension of these terms by one (1) or two (2) years must be approved by a two-thirds vote of the remaining Directors. It is desired that terms shall be staggered to prevent all Director terms from expiring simultaneously. The annual term for Officers, Directors, and Directors-at-Large begins on January 1 and ends December 31.

SECTION 4.03 Vacancies. A mid-term vacancy in the Board shall be filled for the unexpired term by a member elected by a two-thirds vote of the remaining Directors.

SECTION 4.04 Director Roles and Responsibilities.

- 1) **Director of Chapel Rentals**, who shall manage the Chapel rentals and events.
- 2) **Director of Community Outreach**, who shall connect with those in our community who need prayers or assistance and will recruit others to assist in providing these services.
- 3) **Director of Food Service**, who shall manage the volunteers for the food service activities.
- 4) **Director of Speaker Services**, who shall acquire speakers for worship services and prepare the order of worship for the monthly service. He or she will distribute monthly notices of Chapel services and events.
- 5) **Directors-At-Large**, who shall take on special projects as needed.

SECTION 4.05 Board Meetings. The Board shall meet every other month to conduct the affairs of the Chapel. Decisions will be determined by a majority vote. If a majority is not present, critical business may be conducted via email or via conference telephone or video conference. For the months that the full Board does not meet, committees may meet.

SECTION 4.06 Quorum/Voting. A majority of all Directors entitled to vote on matters coming before the Board shall constitute a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board.

SECTION 4.07 Action Without Meeting. Any action required or permitted to be taken by the Board or any committee may be taken without a meeting if a majority of all of the members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

SECTION 4.08 Removal. All Directors, Employees and Agents of the Chapel shall be subject to removal at any time by the affirmative vote of a majority of the Board of Directors, and all Directors, Employees, and Agents shall hold office at the discretion of the Board of Directors. No cause need be assigned for any removal under this section.

SECTION 4.09 Resignation. Any Director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Chapel. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such Officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a Director.

SECTION 4.10 Notice of Meetings of the Board. Notice of a meeting of the Board may be sent by mail or email directed to each Director at his or her address or contact information as it appears on the records of the President. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice of a special meeting of the Board must be given to each Director not less than two (2) days before such meeting unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible.

ARTICLE 5 **COMMITTEES**

SECTION 5.01. Appointment of General Committees. The President shall appoint such general committees as he or she deems necessary for his or her term of office.

SECTION 5.02. Nominating Committee. In August of each year, the President will appoint a three (3) person Nominating Committee to identify replacement candidates for Officers, Directors, and Directors-at-Large whose terms are expiring at the end of the year. This committee shall consist of one Board member who is coming off the Board; one Board member who is remaining on the Board; and one person who is a Chapel member but not on the Board. The Nominating Committee will submit their recommended slate of officers to the Board who will approve the slate prior to the November Annual Meeting.

ARTICLE 6
OFFICERS

SECTION 6.01 Officers Election and Tenure. The Officers of the Chapel shall be elected from the membership and shall be a President, a Vice-President, a Secretary, and a Treasurer and shall serve for a term of three (3) years. The Officers shall be submitted by the Nominating Committee to the Board for approval prior to the vote at the annual meeting of the members.

SECTION 6.02 Removal. All Officers of the Chapel shall be subject to removal at any time by the affirmative vote of a majority of the Board of Directors, and all Officers shall hold office at the discretion of the Board of Directors. No cause need be assigned for any removal under this section.

SECTION 6.03 Resignation. Any Officer may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Chapel. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of an Officer.

In the event that any office other than an office required by law, shall not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then such office and all references in these bylaws shall be deemed inoperative unless and until such office is filled by the Board at any regular or special meeting.

SECTION 6.04 Powers and Duties of the Officers. The Officers are members of the Board of Directors and shall have the following powers and duties:

- 1) **A President** who shall preside over all business meetings of the Board and the membership. The office will be held by someone who has previously served at least one year on the Board of Directors. The President may sign and execute all authorized contracts or other obligations in the name of the Corporation, shall have the general powers and duties of supervision and management usually vested in the office, and shall do and perform such other duties as may, from time to time, be assigned by the Board of Directors.
- 2) **A Vice-President** who shall act in the capacity for the President in his or her absence and be responsible for Chapel historical and archived document maintenance. The office will be held by someone who has previously served at least one year on the Board of Directors
- 3) **A Secretary** who shall keep accurate minutes of all business meetings.
- 4) **A Treasurer** who shall have custody of the funds of the Chapel and will create and maintain financial records and provide financial reports to the Board of Directors.

ARTICLE 7
INDEMNIFICATION

Section 7.01 Officers and Directors. Each Officer and Director of the Chapel may be indemnified by the Chapel against those expenses which are allowed by the laws of the State of Georgia and which are reasonably incurred in connection with any action, suit or proceeding, completed, pending or threatened, in which such person may be involved by reason of his being or having been an Officer or Director of the Chapel if the person believed in good faith to be acting in or not opposed to the best interests of the Chapel and, in the case of any criminal proceeding, the person had no reasonable cause to believe the person's conduct was unlawful. Such indemnification shall be made only in accordance with the laws of the State of Georgia and subject to the conditions prescribed therein. Unless limited by the articles of incorporation, to the extent that an Officer or Director has been successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party, or in defense of any claim, issue or matter therein, because the person is or was an Officer or Director of the Chapel, the Chapel shall indemnify the Officer or Director against reasonable expenses incurred by the person in connection therewith.

Section 7.02 Employees and Agents. An Employee or Agent of the Chapel who is not an Officer or Director is entitled to mandatory indemnification and court-ordered indemnification as provided by Georgia law to the same extent as a Director. Additionally, each Employee or Agent of the Chapel, who is not an Officer or Director, may be indemnified and advanced expenses, to the extent that may be provided by the articles of incorporation, a general or specific action of the Board, contract, or these Bylaws so long as such indemnification is not inconsistent with public policy.

ARTICLE 8
GENERAL

SECTION 8.01 Amendments to By-Laws. These by-laws may be altered, amended, or repealed by the affirmative vote of the majority of the Board present at any meeting of the Board at which a quorum is present. If these by-laws are altered, amended, or repealed by the Board, there shall be a copy of the revised by-laws distributed at the Annual Meeting of Members.

SECTION 8.02 Powers. The Chapel shall have the power to sue; to buy, hold, sell, exchange, lease or mortgage real estate; to incur debt and to borrow money, giving therefore notes of the Chapel signed by one or more Officers duly authorized by the Board for that purpose; and to enter into contracts of any kind furthering the purpose of the Chapel, together with all other powers conferred to non-profit corporations under the law.

SECTION 8.03 Dissolution. Should the Chapel elect to dissolve, or be forced to dissolve, then title and any assets of the Chapel, including the Chapel building and property, shall revert back to the City of Berkeley Lake as required by the Warranty Deed of 1975.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the by-laws of **Lake Berkeley Chapel, Inc.**, a Georgia Not-for-Profit Corporation, as in effect on the date hereof.

Lake Berkeley Chapel, Inc.

By: Tod Seiner 2/21/2022

Name: Tod Seiner

Title: President of Chapel