

BYLAWS of THE NEW CHURCH AT BOYNTON BEACH

A Corporation of Florida

ARTICLE I. NAME

1. The name of this Corporation is The New Church at Boynton Beach Inc., hereinafter called the Boynton Beach Society. It is incorporated under the laws of Florida, and located in Palm Beach County, Florida.

ARTICLE II. PURPOSE

1. The purposes of the Boynton Beach Society are:
 - a. To sustain and promote the worship of the Lord Jesus Christ.
 - b. To provide religious instruction according to the doctrines of the New Church contained in the Theological Writings of Emanuel Swedenborg.
 - c. To do this as a recognized society of the General Church of the New Jerusalem (unincorporated).

ARTICLE III. MEMBERSHIP

1. Membership in the Boynton Beach Society shall consist of two (2) classes: Voting members, hereinafter called MEMBERS and associate members hereinafter called ASSOCIATES. All memberships shall consist of members of the General Church of the New Jerusalem (unincorporated)
 - a. MEMBERS of the Boynton Beach Society shall maintain their primary residence within “commuting distance” of Boynton Beach, Florida; have applied to the Pastor for membership and have been accepted by him; and have signed the register of MEMBERS.
 - i. "Commuting distance" is defined as a radius of sixty-five (65) miles from The New Church at Boynton Beach.
 - b. Membership shall continue for the life of the individual, unless the MEMBER:
 - i. Resigns or abandons such membership.
 - ii. Ceases to maintain primary residence within “commuting distance” of The New Church at Boynton Beach.
 - iii. Ceases to be a member of the General Church of the New Jerusalem. In such cases the Pastor, after determining the facts, shall cause the MEMBER to be dropped from the register.

- c. A member of the General Church, who is a member of another General Church society or circle, may not become a MEMBER of the Boynton Beach Society unless said MEMBER first resigns from the other society or circle.
 - d. Termination of Membership
 - i. Upon recommendation from the Pastor, a two-thirds (2/3) majority of the Board of Trustees shall have the power to suspend a MEMBER, after giving said MEMBER ten days written notice, stating the cause for suspension and the facts on which the suspension is founded, and a hearing before the Board of Trustees for an infraction of any Bylaw, or of the Articles of Incorporation, or for acts or conduct which they may deem injurious to the interests, or hostile to the objectives, of the Corporation.
 - ii. A MEMBER suspended from the Corporation by action of the Board of Trustees as aforesaid, may appeal within thirty days after such MEMBER received written notice thereof, by filing with the Secretary a written notice of their appeal and the reasons therefore. In case no appeal is taken within the time allotted, the suspended MEMBER shall then cease to be a MEMBER of the Corporation.
 - iii. All appeals shall be heard and resolved by the general membership of the Corporation at the next Annual Meeting of the Corporation, or at a special meeting of the Corporation called for that purpose, in accordance with the Bylaws.
 - iv. On any appeal, the cause of suspension shall be reported to the general membership in writing by the Board of Trustees, in accordance with the provisions of Article X, with a statement of facts on which the suspension was founded, a copy of which shall be furnished to the appellant by the Secretary at least fifteen (15) days before the meeting. The appellant may then present any defense in writing, either prior to or at the meeting, to which one member of the Board of Trustees may reply orally. The issue shall then be heard and considered under such procedure as shall be prescribed by the MEMBERS present at the meeting. The presiding officer shall then put the question: "Shall the action of the Board of Trustees in the case be affirmed?" If a majority of the MEMBERS present at such meeting shall vote in the affirmative, the action of the Board of Trustees shall stand as the final judgment of the Corporation, and the appellant shall thereupon forfeit all the rights and privileges of membership. If less than a majority of the MEMBERS present at such meeting vote in the affirmative, then the action of the Board of Trustees shall be reversed, and the appellant shall thereupon be restored to membership.
 - e. A member of the General Church of the New Jerusalem (unincorporated) may become an ASSOCIATE of the Boynton Beach Society providing the individual is living within "commuting distance", applies to the Pastor for associate membership and is accepted by him and signs the register as an ASSOCIATE.
 - i. ASSOCIATES shall have no vote at any regular or special meeting of the Boynton Beach Society nor will they be considered in the determination of a quorum.
2. The signing of the register represents a voluntary acceptance of the Bylaws.

ARTICLE IV. THE BOARD OF TRUSTEES

1. The Corporation shall be managed by a Board of Trustees consisting of nine (9) lay MEMBERS of the Boynton Beach Society with three (3) Trustees to be elected at each Annual Meeting and shall serve for a term of three (3) years which shall begin at the close of the meeting in which they are elected and end at the close of the meeting in which their replacement is elected. The Pastor of the Boynton Beach Society shall be President of the Corporation and Chairman of the Board of Trustees *ex officio*, but shall have no vote.
 - a. The Board of Trustees shall name a Nominating Committee consisting of one (1) member of the Board of Trustees (preferably an outgoing member) and at least two (2) other MEMBERS from the Boynton Beach Society at the Board's March meeting. The Nominating Committee shall choose their nominees, at least three (3), and publish in accordance with the provisions of Article X, the said names of the nominees prior to the Annual Meeting. If one (1) or more of the vacancies is for a period of less than three (3) years, the Nominating Committee will indicate the name(s) of the nominee(s) for the vacancy(s).
 - b. A MEMBER may add to the list of nominees by obtaining the permission of the person(s) to be nominated, signatures of at least two (2) MEMBERS and submitting both in writing to the Chairman of the Nominating Committee at least fifteen (15) days prior to the Annual Meeting. The names of any additional nominees will be added to the list of nominees who will be voted on, and will be sent in accordance with the provisions of Article X to the MEMBERS of the Boynton Beach Society prior to the Annual Meeting. Each MEMBER may cast one vote per vacancy. The nominees receiving the greatest number of votes will be chosen. In the event of a tie for the final position, a runoff election for those involved in the tie will be held.
2. A Trustee may serve two consecutive three-year terms and then must take a one-year absence from the Board before being eligible for re-election.
3. The Board of Trustees has complete responsibility and authority for all business and financial matters as delegated to them by the MEMBERS of the Boynton Beach Society. The Board of Trustees may not authorize the sale or purchase of land or buildings not covered by the approved budget or an expenditure in excess of an approved budgeted line item over ten thousand dollars (\$10,000). All expenditures and sales in excess of the above amount must be approved by the Boynton Beach Society at a special meeting duly called for this purpose.
4. Within a fiscal year, any Trustee with three (3) unexcused absences from meetings of the Board of Trustees, as determined by the Chairman, shall be considered to have vacated the position, which may be filled in accordance with the Bylaws.
5. A Trustee may be removed from office by the affirmative vote of at least two thirds (2/3) of the MEMBERS present at a regular or special meeting of the Boynton Beach Society at which a quorum is present.

6. In case a vacancy exists in the office, a new Trustee may be chosen by a majority vote of the remaining Trustees to serve until the next Annual Meeting of the Corporation at which time a Trustee will be elected to fill the remainder of the term.
7. The Board of Trustees shall elect the officers of the Corporation immediately following the Annual Meeting of the Boynton Beach Society.
8. The Board of Trustees may also elect or appoint individuals, or committees, as it shall deem necessary; whose duties, terms of office and authority shall be as prescribed by the Board.
9. The Board of Trustees shall hold at least six (6) meetings per year, and more should the need arise. The time, place and method of meeting will be determined by the Board of Trustees.
10. A quorum at any regular or special meeting of the Board of Trustees will consist of greater than 50% of the Trustees. Any or all Trustees may participate by any electronic conferencing methods agreed to by the Board of Trustees, and their participation will count toward the quorum. No business will be transacted in the absence of a quorum.
11. Special meetings of the Board of Trustees may be called by the Chairman or by any three members of the Board of Trustees.
12. Notice of all meetings, regular or special, shall be given all Board of Trustees members in time for members to attend such meetings.

ARTICLE V. OFFICERS

1. The Pastor of the Boynton Beach Society shall have complete responsibility and authority in all ecclesiastical and educational affairs, and shall be *ex officio*, Chairman of the Board of Trustees. Upon nomination by the Executive Bishop of the General Church, the Pastor shall be affirmed by the MEMBERS of the Boynton Beach Society.
2. The officers of the Boynton Beach Society shall be the Chairman (Pastor), Vice-Chairman, Secretary and Treasurer. These officers may be elected to the Board of Trustees, or be on the Board *ex officio*, if the latter is the case, they may not vote. The term of office for each officer shall be one year.
3. The Board of Trustees may remove from office, upon a two-thirds (2/3) vote of the total membership of the Board of Trustees, any person elected by it, with or without cause, and fill the vacancy so created.
4. At the request of, or in the absence of the Chairman, the Vice-Chairman may perform all duties of the Chairman except his duties in the religious and educational affairs of the Boynton Beach Society.
5. The duties of the Secretary shall include taking minutes of meetings, serving Church notices, conducting correspondence and acting as custodian for the corporate seal and all Boynton Beach Society documents and records that are not in the possession of the Treasurer, Pastor

and Committees and individuals for the reasonable convenience of carrying out their duties on behalf of the Boynton Beach Society.

6. The Treasurer shall act as financial agent of the Corporation for the receipt and disbursement of funds. The Treasurer shall have responsibility for all securities and monies of the Corporation; shall endorse on behalf of the Corporation for deposit or collection all checks, notes and other obligations and deposit the same to the credit of the Corporation in such banks or other depositories as the Board of Trustees may from time to time designate. The money so deposited shall be withdrawn by checks with such signature(s) as may from time to time be designated by the Board of Trustees. The Treasurer shall submit an accounting of all funds to the Board of Trustees at all regular meetings and at such other times as requested by the Board of Trustees. The Treasurer shall be responsible for preparing an annual budget for presentation to The Board of Trustees at their April meeting. The Board of Trustees shall then recommend and present the budget to the Boynton Beach Society in accordance with the provisions of Article X prior to the Annual Meeting for the Boynton Beach Society's approval. The Treasurer shall also present an annual financial report to the Boynton Beach Society at the Semiannual Meeting.
7. Upon the Treasurer's death, resignation or removal from office, all books, papers, money and other property of the Corporation in their possession or control shall be forthwith delivered to the Board of Trustees immediately. At any time and upon change of Treasurers the Books and financial statements will be audited in a manner determined by the Board of Trustees.
8. The Board of Trustees may elect, if it deems necessary, an Assistant Treasurer, who will assist the Treasurer in carrying out the financial affairs of the Boynton Beach Society.

ARTICLE VI. **SCHOOL BOARD**

1. Creation and Purpose.
 - a. In the event that the Boynton Beach Society establishes a New Church School, a School Board shall be developed by the Board of Trustees and elected by the Boynton Beach Society so that the school may operate in a sphere of charity and mutual confidence. The School Board shall be responsible to the Boynton Beach Society.

ARTICLE VII. **FINANCE COMMITTEE**

1. When the Board of Trustees determines that it is useful to appoint one, the Finance Committee shall consist of at least three (3) members, one of whom shall be the Boynton Beach Society Treasurer. The Board of Trustees shall appoint the Chairman and other members of the Committee. The Committee is responsible for handling the investments of the Boynton Beach Society. There shall be at least three (3) authorized signers and two (2) signatures required for all withdrawals of funds. The Finance Committee shall meet at least twice a year. A quorum of greater than 50% of the Committee membership shall be required to conduct business. The Finance Committee shall report to the Board of Trustees at least quarterly and to the Boynton Beach Society at the Annual and Semiannual Meetings.

ARTICLE VIII. PASTOR SELECTION

1. Upon official notification that a vacancy will exist in the Boynton Beach Society immediately or in the near future, the Vice-Chairman of the Board of Trustees will announce following the next church service and through the Society's rapid communications channels that a Pastor Selection Committee is being formed and that any MEMBER of the Boynton Beach Society who would like to serve on the Selection Committee should notify the Vice-Chairman within two (2) weeks. This may be extended at the discretion of the Vice-Chairman to allow equal opportunity to volunteer. Only one related member of a household may serve on the Selection Committee. The Vice-Chairman of the Society will serve as the Selection Committee Chairman and will automatically be a member of the Committee. The size of the Committee will be limited to fifteen (15) MEMBERS, including the Vice-Chairman, who have indicated to the Vice-Chairman a desire to serve on the Committee. If more than fourteen (14) MEMBERS of the Society indicate a desire to be on the Committee then an election will be held on the third Sunday (or the nearest practical Sunday thereafter, in the judgment of the Vice-Chairman) following notification of the establishment of the Committee, to vote on the (14) members. Should a tie or ties exist for the fourteenth member, those tied for the fourteenth position will be included as Committee members. The Committee shall receive the name or names of candidates for the Pastoral vacancy from the Executive Bishop or his Representative. The Committee will, from the names of the candidates, invite one or more to visit the society, meet the society and, if possible give a church service. As a result of this process, the Committee will inform the Executive Bishop of the candidate of their choice. Upon nomination by the Executive Bishop or his Representative, the Pastor, to be selected, must be affirmed by at least 75% of the MEMBERS of the Boynton Beach Society. Failing that, the Executive Bishop or his Representative shall propose alternative means to select or appoint a Pastor, consistent with the Order and Organization of the General Church.

ARTICLE IX. MEETINGS.

1. The Boynton Beach Society shall hold an Annual Meeting during the month of May each year to elect members of the Board of Trustees, to review and approve the recommended budget for the following fiscal year, and to transact any other business which may properly come before the meeting.
2. The Boynton Beach Society shall hold a Semiannual meeting in October to review the previous years' financial results, committee reports and any other matter that is presented by the Chairman.
3. A Special meeting of the Boynton Beach Society may be held at the call of:
 - a. The Chairman of the Board of Trustees.
 - b. The Vice-Chairman of the Board of Trustees on behalf of a majority of the Board of Trustees.
 - c. The written request of the majority of the MEMBERS of the Boynton Beach Society.

4. A quorum shall consist of the personal presence of greater than thirty percent (30%) of the MEMBERS of the Boynton Beach Society.
5. Each MEMBER is eligible to vote at any meeting. For elections, Absentee Ballots will be available to MEMBERS who are unable to attend the meeting and who give their vote to the Chairman in writing prior to the meeting. For any motion before the Boynton Beach Society, Absentee Ballots will be available under the same conditions but will only be recorded if the motion receives no amendments or discussion of substance in any public forum between the completion of the Absentee Ballot and the taking of the vote. (Whether a discussion substantially alters the way a motion may be viewed will be determined by a vote of the Trustees present at the meeting. In the case of a tie, the Chairman casts an extra vote.) The Chairman shall announce before any vote at the meeting the number of absentee ballots, if any, that have been given by MEMBERS.
6. The time and place of all meetings of the Boynton Beach Society shall be determined by the Chairman, or Vice-Chairman if called by them, and MEMBERS shall be duly notified of the meeting in accordance with the provisions of Article X.
7. All meetings of the Boynton Beach Society shall be presided over by the Chairman, or by the Vice-Chairman, or by such person as the Chairman may designate if neither the Chairman nor the Vice-Chairman will be present.

ARTICLE X. OFFICIAL COMMUNICATIONS.

1. Written communication shall be sent by electronic mail to the member's last-known e-mail address, except where the member has requested in writing to the secretary that his/her notices be sent via U.S. Mail.
2. Written notice of meetings shall be sent at least fourteen (14) days before any meeting.
 - a. In the case of notice of nominees for Trustee the number of days shall be at least twenty-eight (28), and at least seven (7) for additional nominees.
 - b. In the case of the recommended budget, the number of days shall be the same as for notice of meetings.
3. The provisions of this article shall be deemed to have been met and the actions and meetings dependant on these communications shall be valid if communications have been made in good faith and minor departures from them as to time or address used are not challenged within fifteen (15) days of the meeting or action, and when following the letter of this article can be demonstrated to have materially affected the outcome of the meeting or action.

ARTICLE XI. FISCAL YEAR.

1. The fiscal year of the Corporation shall end June 30th of each year.

ARTICLE XII. DISPOSITION OF ASSETS

1. If for any reason the Boynton Beach Society shall ever be dissolved, or cease to exist, and there be no succeeding organization to carry on its ecclesiastical uses:
 - a. Its assets and its holdings shall be transferred to the corporate General Church of the New Jerusalem, a Corporation of Pennsylvania located at Bryn Athyn, Pennsylvania, as directed by the President or Treasurer of the General Church of the New Jerusalem, who shall have power to act without further authorization or any judicial proceeding.
 - b. In the event that the General Church of the New Jerusalem (or its legal successor) be no longer in existence at the time of termination, all assets and holdings shall be given to other New Church organizations. No property shall ever be used or given for personal gain or profit.

ARTICLE XIII. AMENDMENTS

1. The Bylaws may be amended by an affirmative vote of two-thirds (2/3) of the MEMBERS of the Boynton Beach Society, at any regular or special meeting provided that notice of such regular or special meeting, stating the proposed amendment(s), shall be sent in accordance with the provisions of Article X before such meeting. No amendment shall be inconsistent with the status of the Boynton Beach Society as an organization of the General Church of the New Jerusalem.

ARTICLE XIV. INDEMNIFICATION AND LIABILITY OF TRUSTEES AND OFFICERS.

1. Personal Liability of Trustees.
 - a. A Trustee of the Corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action, as a Trustee except to the extent that by law a Trustee's liability for monetary damages may not be limited.
2. Indemnification.
 - a. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, including actions by or in the right of the Corporation, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Trustee or officer of the Corporation, employee, or appointed agent of the Board of Trustees, or is or was serving while a Trustee, employee, or officer of the Corporation or appointed agent of the Board of Trustees, at the request of the Corporation as Trustee, officer, employee, agent, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding unless the act or failure to act

giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

3. Advancement of Expenses

- a. Expenses incurred by an employee, appointed agent, officer or Trustee of the Corporation in defending a civil or criminal action, suit or proceeding described in section 2 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation

4. Other Rights.

- a. The Indemnification and advancement of expenses provided by or pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the Corporation's Articles of Incorporation, any insurance or other agreement, vote of MEMBERS or Trustees or otherwise, both as to actions in their official capacity and as to actions in another capacity while holding an office, and shall continue as to a person who has ceased to be a Trustee, employee, appointed agent or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

5. Insurance.

- a. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer, employee benefit plan or other enterprise, against any liability asserted against that person and incurred by that person in any such capacity, or arising out of that person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of these Bylaws.

6. Security Fund, Indemnity Agreement.

- a. By action by the Board of Trustees (notwithstanding their interest in the transaction) the Corporation may create and fund a trust fund or fund of any nature, and may enter into agreements with its directors, officers, employees, and agents for the purpose of securing or insuring in any manner its obligation to indemnify or advance expenses provided for in this Article.

7. Modification.

- a. The duties of the Corporation to indemnify and to advance expenses to the Trustee, employee, agent or officer provided in this Article shall be in the nature of a contract between the Corporation and each such Trustee, employee, agent or officer, and no amendment or repeal of any provision of this Article, and no amendment or termination of any trust or other fund created pursuant to 6 above, shall alter to the detriment of such

Trustee, employee, agent or other officer, the right of such person to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment, repeal or termination.

Accepted at the Boynton Beach Society Mtg 05/01/11, incorporating amendments to the Bylaws previously accepted at BOT Mtg 10/21/98, Boynton Beach Society Mtg 10/28/98 & Boynton Beach Society Mtg 02/24/05