

# FIRST BAPTIST CHURCH

601 Main Street Bennington, VT 05201

The Reverend Jerrod H. Huguenot, Coordinating Minister

Telephone: (802) 442-2105

Pastor Email: [fbpastor@sover.net](mailto:fbpastor@sover.net)

Office Email: [fboffice@sover.net](mailto:fboffice@sover.net)

19 January 2012

Dear congregants:

The church office received the results of the legal review of the proposed bylaw revisions given by Tom Jacobs, a local attorney. In addition to some minor grammatical corrections, Mr. Jacobs assisted our revision work by clarifying a few sections in need of restatement. We have added the grammar and stylistic corrections to the document as needed. Where Mr. Jacobs had concern about the language of the bylaws, we have adjusted the sections to reflect his legal opinion.

Please review the attached document and refer to the corrections generated by Mr. Jacobs' legal opinions. The Moderator recommends that this document become the working draft for consideration on Sunday, January 22, at the Annual Meeting. Print copies will be available for your reference at the Annual Meeting, as well as via download from the church website and the church office during normal business hours (9 AM to 3 PM, weekdays).

Mr. Jacobs cites the following sections of our bylaw revision document as follows:

Under Article IV. Sections 6 & 7, Mr. Jacobs corrected the language of Section 7 to reflect Section 6, allowing for any special meetings to review and vote on Church Business consistently in Section 6 and 7 alike. (Previously, Section 7 erroneously stated that the power was solely with the Cabinet. This corrects an error in the internal logic of our bylaws.)

Under Article IV. Section 10., Mr. Jacobs notes that the State of Vermont statutes allow for proxy voting (i.e. a qualified voter can designate another person to vote on their behalf). We are suggesting that we decline allowing proxy voting, which also appears in the Secretary of State's model bylaws. The congregation may consider to allow or disallow proxy voting.

Under Article IV. Section 11, Mr. Jacobs recommended deleting the last provision "In the election of directors, cumulative voting shall not be permitted", as in his opinion, "such practice is not applicable to the Church and further cumulative voting can be authorized

under this section with certain formality.” Article IV. Section 11 is presented in the revised document now with this line about the election of directors and cumulative voting removed.

Under Article V. Section 2 and 3, Mr. Jacobs recommended editing the section due to some repetitive/redundant language.

Under Article V. Section 8, Mr. Jacobs added the phrase “absent the decision of the Cabinet to the contrary”, to note that certain times when board members or officers are unable to attend meetings due to extenuating circumstances, the Cabinet may waive the otherwise practice of deeming a board member or officer removed from office due to “missing three consecutive regular meetings”. In other words, the provision would allow lay leaders to have “excused” absences if situations necessitate over a long period of time.

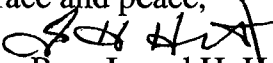
Under Article VI, Section 3. In the second paragraph, Mr. Jacobs clarifies that the power to remove an officer, board or committee member from office rests with “the active church members” rather than “the Church” as originally stated.

Under Article VI. Section 5, A. 1 and 2, Mr. Jacobs revises the opening lines of the definition of the Moderator and the Church Clerk to reflect better the roles that each officer plays as “President” and “Secretary” of the non-profit corporation. State laws regarding non-profits require every non-profit to have a stated President and Secretary, and this addition to our bylaws clarifies who represents the “Church as non-profit corporation to the State of Vermont for public filings, etc.

Under Article X., Mr. Jacobs recommends that the power of “alteration, amendment and replacement” of the bylaws, in his words, “ultimately remain with the [active] Members and not merely the Cabinet.” The article is restated to reflect Mr. Jacobs’ recommendations.

If you have any questions, please contact the church office. I look forward to our conversation about the bylaw restatement process this coming Sunday morning.

Grace and peace,

  
The Rev. Jerrod H. Huguenot, Coordinating Minister