

**The By Laws of
Matthews Orthodox Presbyterian Church
and
Matthews Orthodox Presbyterian Fellowship, Inc.**

February, 2001 Revision

Article I - Names of the Church and Corporation

The name of the church shall be Matthews Orthodox Presbyterian Church. The name of the corporation shall be Matthews Orthodox Presbyterian Fellowship, Inc. and shall be organized as a church for religious and charitable purposes under and by virtue of the laws of the State of North Carolina. The entity of the church and the corporation shall be identical for the purposes of these by-laws.

Article II - Doctrinal and Governmental Standards of the Church and Corporation

The doctrinal and governmental standards shall be those of the Holy Scriptures as summarized in The Westminster Confession of Faith, The Westminster Larger Catechism, and The Westminster Shorter Catechism; together with The Book of Church Order of the Orthodox Presbyterian Church (hereinafter BCO).

Article III - Membership in the Church and Corporation

Membership in Matthews Orthodox Presbyterian Church shall constitute automatic membership in Matthews Orthodox Presbyterian Fellowship, Inc., provided that each member of the corporation shall be a member in good standing according to the BCO. All aspects of church administration and membership in the corporation and church shall be controlled by said BCO.

Article IV - The Board of Elders and Board of Deacons

1. Membership, Duties, and Tenure

The board of elders, or Session, shall consist of all those holding office in the church of teaching elder and ruling elder as provided for by the BCO, and shall be responsible for all the duties prescribed therein. The board of deacons, or Diaconate, shall consist of all those holding office in the church of deacon as provided for by the BCO, and shall be responsible for all the duties prescribed therein. Ruling elders and deacons shall hold office for as long as they are members in good standing of the church, except in the cases of divestiture from office or the demitting of office as provided for by the BCO.

2. Election

The election of elders and deacons by the church shall be in accordance with the provisions of the BCO, and shall require an affirmative vote of no less than sixty-six percent (66%) of the persons voting. Elections shall be by secret ballot, and ballots shall provide for a simple "yes" or "no" vote on each motion to elect a candidate for office. Blank ballots shall not be counted as votes.

3. General Powers

Final authority for the management of the affairs of the church, both temporal and spiritual, shall belong to the Session. No action may be taken by the church apart from sessional approval, unless provided for by the BCO. All authority of the Diaconate shall be delegated to it by the Session, and all actions of the Diaconate shall be subject to sessional review.

4. Diaconal Fund

The diaconal fund shall consist of all receipts of the church designated for diaconal ministry. The diaconal fund shall be managed by the Diaconate, under the oversight of the Session, and shall be dispersed as diaconal needs arise. The Diaconate shall choose a treasurer from among its membership. It shall be the duty of the treasurer to provide for the disbursing of all diaconal funds in accordance with the directives of the Diaconate, and to maintain true and accurate books of account thereof. The treasurer shall be responsible to present regular reports to the Session on the financial affairs of the Diaconate.

5. General Fund

The general fund shall consist of all receipts of the church not designated for diaconal ministry. The general fund shall be under the oversight of the Session, and shall be managed by the Session in accordance with the annual budget. The Session shall choose a treasurer from among the membership of the church. It shall be the duty of the treasurer to provide for the disbursing of all funds of the church in accordance with the annually approved budget and the directives of the Session, and to maintain true and accurate books of account thereof. The treasurer shall be responsible to present regular reports to the Session on the financial affairs of the church.

6. General Fund Budget and Expenditures

It shall be the duty of the Session to propose a general fund budget for approval by the members at each annual meeting of the church, and to ensure the expenditure of funds in keeping with the approved budget. Financial appeals may not be made to the church for unbudgeted items without approval of the Session. All expenditures in excess of the budget, or for unbudgeted items, must be approved by the Session, and shall not exceed \$5,000 per budgeted line item or \$5,000 per unbudgeted expenditure. There shall be no power to buy, sell, lease, or otherwise encumber any real property without formal consent of the church to do so. Such consent shall consist of the annually approved budget or any other special action of the church.

Article V- The Board Of Trustees

1. Membership and Tenure

The board of trustees shall consist of all those holding office in the church of teaching elder and ruling elder. Election to the office of teaching or ruling elder shall constitute election to the board of trustees. Trustees shall hold office for as long as they are teaching or ruling elders in the church.

2. Meetings and Quorum

All meetings of the Session shall constitute meetings of the board of trustees. A quorum shall be that prescribed for meetings of the Session by the BCO.

3. Legal Representation

The board of trustees shall be responsible for the execution of all legal instruments for the church. It shall also act as the custodian of the church's legal documents and its corporate seal.

Article VI - Meetings of the Church

1. Annual Meeting

There shall be an annual meeting of the church, which time and place shall be set by the Session. If the Session shall not set a date, time, and place for the annual meeting within twelve months from the last annual

meeting, then communicant members constituting 25 percent (25%) of the total communicant membership may call an annual meeting.

2. Special Meetings

Special meetings of the church for any purpose or purposes, may be called by the Session, and may be called at the request of the membership of the church as provided for by the BCO.

3. Place Of Meeting And Notice

The meetings of the church shall ordinarily be held at the church's place of weekly worship, but the Session may designate any place consistent with North Carolina law as the place for any annual meeting or special meeting of the church. Notice of meetings of the church shall be made according to the requirements of the BCO.

4. Entitlement to Vote and Quorum

All communicant members of the church in good standing according to the BCO shall be entitled to vote. Twenty-five percent (25%) of the communicant membership age 18 and older shall constitute a quorum, except in the case of meetings to elect officers, in which case fifty percent (50%) of the communicant membership age 18 and older shall constitute a quorum.

Article VII- Suspension and Amendments

1. Suspension

Any of these articles, except Article III, may be temporarily set aside at any meeting of the church by a two-thirds vote of the voting members present.

2. Amendments

These by-laws, with the exception of Article III, may be amended at any meeting of the church by a two-thirds majority of the voting members present, provided that the substance of the proposed amendment has been submitted at a previous meeting of the church, or has been submitted in writing at least four (4) Sundays prior to the meeting at which the action is to be taken.