BYLAWS OF THE SALFORD MENNONITE CHURCH

Harleysville, PA

Salford Mennonite Church

ARTICLE I — PURPOSE

The Salford congregation is "A joyful learning community eager to live and share the peaceable way of Jesus." As we continue our journey of seeking to live out our faith, we commit to our core values (Appendix 1). This congregation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue law).

ARTICLE II — NAME & AFFILIATION

This congregation, Salford Mennonite Church, shall belong to and be mutually accountable to the Mosaic Mennonite Conference, Mennonite Church USA, and Mennonite World Conference. Salford Mennonite Church is also a domestic nonprofit corporation ("Corporation").

ARTICLE III — MEMBERSHIP

All who seek membership at Salford may do so through discernment in community with the congregation and believers' baptism or profession of faith. Membership is a formal commitment to love and serve God in the context of the church community. Church members share resources, bless others with their spiritual gifts, meet the needs of the community, and help envision and shape the community's direction as it tries to seek God's Kingdom and imitate Jesus. All members have the right to participate in the leadership and decision-making of the church and may give counsel and vote on all questions brought before the church.

We look to the *Mennonite World Conference Shared Convictions* (Appendix 3), the *1995 Confession of Faith in a Mennonite Perspective*, and the *Salford Accountability Guidelines* (Appendix 2) as guides as we interpret scripture in our local Salford community context.

Section A — Non-participating Members

Ministry to nonparticipating or absentee members will be provided in a deliberate and purposeful way by the Pastors and the Church Board. As we experience the loss of members, the Pastors will provide appropriate follow-up with these members.

Section B — Transfer of Membership

A request for a letter to transfer membership to another congregation shall be brought to the Church Board by the Pastors for affirmation.

Section C — Forfeiture of Membership

Members who renounce faith in Jesus Christ as Lord or are unwilling to participate in relationships consistent with the congregational Mission and Welcoming Statements shall be counseled by members in good standing in the pattern of Matthew 18. If such counsel is rejected, upon the recommendation of the Church Board and in dialogue with the congregation, that member forfeits membership and all official and legal rights of a member of the Congregation.

ARTICLE IV — CONGREGATIONAL MEETINGS

The Church Board shall call congregational meetings. At least one meeting should be held annually where the budget will be discussed and subsequently the budget will be approved. The date shall be set by the Church Board. For meetings at which specific agenda items will need to be approved by the congregation, a summary of those items shall be provided to the congregation at least 2 weeks prior to the meeting, and if feasible earlier, in order to give time for congregational feedback to the Board prior to the meeting. These meetings shall be moderated by the Chair of the Church Board. When congregants raise a concern to the Church Board, the Church Board will discern the issue, and if the Church Board agrees that the issue affects the spiritual, emotional, or relational health of the congregation, a response will be made, as set forth below.

Section A — Decision-making

The congregation is the final authority in decision-making. There are two categories of issues that call for congregational decisions and the procedures vary accordingly. These categories are not different necessarily in terms of importance of the issue in congregational life, but different in the sense that the precise record of participation and vote is needed on certain issues and not others.

The first category, the most common, is where a recommendation is brought to the congregation by the Church Board. The Church Board will seek the support of the congregation through consensus and will not proceed with actions that the congregation has not affirmed.

The second category of decision making is where the Board determines that a record of the vote is important, both the total number of votes cast (degree of participation of the congregation) and the breakdown of the vote. A common example here is a vote on a change in bylaws. It may be that from time to time on other issues a fully recorded vote is deemed important.

Where the broadest possible participation in a decision seems essential, a meeting to discuss the decision will be announced to the congregation with expectations clearly stated as determined by the Church Board. When ballots are used, all ballots will need to be signed to be considered in recording the vote. Of course, it remains the privilege of the congregation not only to decide on issues before it, but also to decide how it wishes to decide the issue.

A quorum for a duly announced congregational meeting shall be those members present. Should there be a need to make an emergency decision outside of a duly announced congregational meeting, the Church Board shall determine the best way to assess the will of the congregation.

ARTICLE V — CONGREGATIONAL LEADERSHIP

Section A — Church Board

Purpose: Acting on behalf of the congregation the Church Board will provide vision and set policy to guide the life and mission of our fellowship.

Organization: The Church Board shall be comprised of nine persons affirmed by the congregation serving no more than three consecutive three-year terms. However, at the discretion of the Board, under special circumstances, the Board may permit a member to serve more than three terms. Only members of the congregation can serve on the Church Board. The Lead Pastor shall meet regularly with the Church Board in a non-voting capacity. A quorum of the Church Board shall be greater than half the total number of affirmed Board members. Members of the Church Board will have staggered terms to allow for continuity.

The Church Board will include the Chair, Vice-Chair, Corporate Secretary, and six additional members. The congregation will nominate prospective Board members. The nominees will be evaluated by a discernment process recommended to the congregation by the Church Board. Discerned nominees will be presented by the Church Board to the congregation for affirmation.

Responsibilities:

a. To lead the congregation in discerning God's direction for the congregation, and its vision and core values.
b. To lead the congregation in establishing specific goals for short- and long-term planning (up to 3-5 years at a time) that are consistent with its vision and core values.
c. To seek out the congregation's wisdom on major areas of church life.
d. To lead and give counsel to the congregation in matters pertaining to the spiritual, emotional, and relationship health of the congregation.
e. To provide personnel, finance, and gifts discernment functions, and to appoint committees as needed for like purposes.
f. To honor, nurture, pray for, and respect the Lead Pastor, and to help the Lead Pastor succeed. To solicit input from the congregation on pastors' performance, to provide performance feedback to the Lead Pastor, to receive counsel, and to be in dialogue.
g. To intentionally work at leadership development within the congregation.
h. To be accountable to the congregation. To publish meeting minutes. To intentionally be available to receive counsel regularly from members.
i. To always perform its duties within the context of the *Salford Congregation Accountability Guidelines* (Appendix 2).

Section B – Officers of the Church Board

Purpose: The Chair of the Church Board shall provide leadership for the Church Board and provide supervision of the Lead Pastor. The Vice-Chair will assist the Chair in carrying

out the business of the Board. The Corporate Secretary will be a member of the Board. Officers of the Board will serve an agreed upon term. At the first meeting of each year, the Board shall assign the Chair, Vice-Chair, and Corporate Secretary.

Chair Responsibilities:

a. President of the Corporation
b. Lead meetings of the Church Board and set agenda.
c. Moderate all Congregational meetings.
d. Supervise the Lead Pastor, unless the Church Board appoints a different member to that responsibility.
e. Relate to Conference Minister as needed.
f. Provide the congregation with periodic reports in consultation with the Church Board and the Pastoral Team.

Section C — Official Representatives

Legal Representation: The Chair of the Church Board and Corporate Secretary shall act as official representatives and signatories of the congregation in legal matters.

Mosaic Mennonite Conference: Conference Delegates are appointed by the Church Board for no more than two consecutive three-year terms and are the official representatives to the Mosaic Mennonite Conference Assembly. A representative will generally report to the Church Board and congregation after each meeting.

Mennonite Church USA: Delegates will be selected by the Church Board to attend the bi-annual assembly of Mennonite Church USA. A representative will report to the Church Board and congregation after each meeting.

Section D — Pastoral Team

Purpose: Serve as spiritual, visionary, and administrative leaders of the congregation as they implement the vision and policies expressed by the Church Board.

Organization: The Pastoral Team shall be comprised of the Pastors and other staff members if warranted.

Members of the Pastoral Team shall be chosen by the Lead Pastor and, when required, with approval of the Mosaic Mennonite Conference, and shall be affirmed by the Church Board. The Lead Pastor shall define the duties and terms of service for the other members of the Pastoral Team and shall evaluate their performance periodically at the Lead Pastor's discretion. The Lead Pastor is responsible to the congregation via the Church Board.

Section E — Pastoral Visitors Team

Purpose: To assist the pastors in providing visitation and care to the congregation.

Organization: The Pastoral Visitors shall be comprised of members or congregants who are chosen by the Pastoral Team. The Lead Pastor may appoint a Pastor or a Pastoral Visitor to serve as Chair.

The Pastoral Visitors shall serve an agreed upon term.

Responsibilities: Specific responsibilities are referenced in the position guide, developed by the Lead Pastor and/or Church Board

Section F — Deacon(s)

Purpose: Provide spirit-led counsel and leadership to the congregation in the areas of mutual aid and congregational resources.

Organization: The Deacon(s) meet as needed with the Pastors. The Deacon(s) may also serve as delegates to the Mosaic Conference Assembly. Deacons must be members and are nominated and affirmed by the congregation. A Deacon shall serve an agreed upon term.

Responsibilities: Specific responsibilities are referenced in the position guide.

ARTICLE VI — CONGREGATIONAL MINISTRIES

In order for the Salford congregation to carry out its ministry as fully as possible, specific Ministry Teams shall be created to develop and implement the programs of the congregation. In conversation with the Church Board and/or Pastoral Team, Ministry Teams may be added from time to time to support new ministries of the congregation, and Ministry Teams may be discontinued from time to time as the congregation refocuses its mission and efforts. The size and number of the members of these Ministry Teams may vary.

Section A – Child Care Ministry

Salford Mennonite Child Care Center is a ministry of Salford Mennonite Church, which ministry was established in 1984. The Salford Mennonite Child Care Center is registered with the PA Department of State as a fictitious name of Salford Mennonite Church. The Salford Mennonite Child Care Center Board of Directors are self-generating and separate from that of the Church, but are ultimately accountable to the Salford Mennonite Church Board. Salford Mennonite Child Care Center sets and operates within a budget that is separate and apart from Salford Mennonite Church, pays fees to Salford Mennonite Church for rent, and contributes to or pays for upkeep of the area of the Salford Mennonite Church building that it occupies. As Salford Mennonite Child Care Center is a ministry of Salford Mennonite Church, any unmet Salford Mennonite Child Care Center financial obligations are the responsibility and obligation of Salford Mennonite Church. As such, Salford Mennonite Child Care Center's meeting minutes and balance sheet are regularly reviewed by the Salford Mennonite Church Board.

ARTICLE VII — TEACHING MINISTRIES

The congregation finds it appropriate that persons who participate in the leadership offices and the teaching ministries of the church should reflect the beliefs and practices of Salford Mennonite Church. Individuals will be invited into teaching leadership by the Pastoral Team.

ARTICLE VIII — ADMINISTATIVE MISCELLANEOUS

Section A – Fiscal year

The fiscal year of the congregation shall be January 1 to December 31 of each year.

Section B - Corporate seal

The congregation shall have a seal with the name of the congregation, the year of incorporation and the word "Pennsylvania." The Corporate Secretary of the Church Board shall have custody of the seal.

Section C - Indemnification

The Church shall indemnify to the full extent of the law any person who was or is a party, or is threatened to be made a part, to any threatened, pending, or contemplated action, suit, or proceeding whether civil, criminal, administrative or investigative, by reason of that person's being or having been a board member, officer, employee, or agent of the Church or of any other enterprise at the request of the Church. Notwithstanding the foregoing, the Church may but shall have no obligation to purchase insurance on behalf of any such person.

No person shall be indemnified if he or she has: (1) Breached or failed to perform the duties of his or her position with the Church relating to the standard of care and justifiable reliance; and (2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. However, the provisions of this section shall not apply to: (1) the responsibility or liability of a director pursuant to any criminal statutes; or (2) the liability of a director for the payment of taxes pursuant to local, state, or federal law.

An indemnified person shall stand in a fiduciary relation to the Church and shall perform his or her duties in good faith and in a manner he or she reasonably believes to be in the best interests of the Church, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, an indemnified person shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, made known to him or her in the regular course, unless he or she knows or has reason to know the information is inaccurate.

Section D - Distribution upon dissolution

Upon dissolution of the congregation or discontinuation of its affairs, the assets of the congregation shall be distributed to charitable, religious or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, and which are selected by majority vote of the Church Board and in conversation with Conference Board of the Mosaic Mennonite Conference of which the congregation is a member, or the successors of those entities.

Section E – Conflict of interest

See Conflict of Interest policy (Appendix 4).

Section F - Significant changes

Conveyance or encumbrance of real estate, amendment of the congregation's Bylaws, or dissolution of

the congregation shall occur only if (i) there is an affirmative vote of two-thirds of those members present and voting at a Congregational Meeting and (ii) notice of the nature of the proposed change and meeting was announced in the church bulletin or church service at the two Sunday morning worship services immediately before the vote.

Section G – Lead Pastor selections

When the need arises to select a new Lead Pastor, the Board shall appoint a Pastoral Selection Committee composed of members of the congregation that will be tasked with developing criteria for qualifications of a new pastor as well as presenting selected candidates to the Board for consideration. The full Board will review the committee's recommendations and make a final determination. The Board's recommendation will be presented to church members at a congregational meeting for their approval.

ARTICLE IX — BYLAW REVIEW

At least every five years, the Church Board shall review and, if necessary, revise these Bylaws.

Adopted (Articles of Incorporation): May 6, 1970.
Adopted Constitution: December 15, 1965
Adopted By-Laws: September 20, 1992
Revised 11/28/92
This revision was approved at the Congregational Meeting held May 19, 1996.
Revised Section C (Recording Secretary): 10/20/96 at Congregational Meeting
Revised Sections C and D (Vice Chair of Church Council): 4/26/98 at Congregational Meeting
Revisions approved at the November 22, 1998 included:

- Article V - Congregational Leadership, Sections A & B, Board of Elders: Add provision for Chair Elect
- Article VI - Commissions, Organization: Provision and procedure to allow a commission member other than commission chair to serve as council representative
- Article VI - Section A - Commission on Christian Education: Add Development Disabilities Representative to organization section.
- Article VI - Section B - Commission on Fellowship: Remove Small Group Coordinator from organization section.
- Article VI - Section F - Commission on Mission: Remove Developmental Disabilities Representative from organization section.
- Article VI - Section G - Commission on Worship: Reflect combination of Worship and Music Committees; allow flexibility in makeup of commission
- Article VI - Section I - Commission on Child Care: Clarify process for selection of Commission Chair and Commission makeup

Revision approved by congregation at congregational meeting on November 20, 2011: Change Pastoral Care Elders to Pastoral Visitors.
Revision approved by congregation at congregational meeting on November 18, 2012: Change Church Board membership from 7 members to 9.
Revisions approved by congregation at congregational meeting on December 3, 2017: Remove references to Pastoral Care Elders (lines 78, 87, & 266); clarify chair & vice-chair positions (lines 169, 194, 197, 198, & 202); clarify Deacon's purpose (line 263); update examples of Ministry Teams (lines 277-280); remove Articles of Incorporate reference (line 314).

APPENDIX 1

Core Values

Welcome

At Salford Mennonite Church, we journey together to follow Jesus in the call to peace, justice, forgiveness, love, reconciliation, and growth. We affirm and celebrate that all people are created in God's image, are embraced fully by God's love, and are uniquely gifted by God. And so we welcome all people of any age, racial and ethnic identity, sex, gender identity and expression, sexual orientation, marital status, immigration status, background, ability, or economic status to participate fully in every aspect of congregational life. See the full Welcome Statement at https://www.salfordmc.org/welcome-statement.html.

Gifts Discernment

We acknowledge that each member of Christ's body has been endowed with unique gifts and abilities. We commit to support one another in the discovery of individual gifts, and to equip and empower each other. We expect congregants to share their gifts for ministry and service in and beyond our fellowship.

Learning Community

As a vibrant learning community, comprised of congregants and neighbors of all ages, we eagerly embrace learning about God's creation through a wide variety of experiences from sermons to service. We honor those among us with a special love for teaching reminiscent of the rabbi Jesus from Galilee.

Pastoral Care

We are a community that practices mutual care. We help individuals and families discover the ways in which God's Spirit shapes the human spirit in the varied life transitions of joys and sorrows, successes and losses.

Peace/Justice/Reconciliation

Captivated by God's vision of shalom (peace), we speak the truth in love. True to our Anabaptist-Mennonite tradition we renounce violence and do the hard work of forgiveness and seek understanding in our homes, work, neighborhoods, and the world.

Scripture

Like generations of Christians before us we consistently turn to the scriptures as our foundational story. Here we enter the conversation of who God is and what God is doing. Captivated by the vision of God's New Kingdom, we lend our hearts, voices, and hands, to this endeavor. We anticipate further surprises on the journey. New songs will yet arise.

Stewardship

As recipients of God's extravagance, we are joyful stewards of the Gospel, the environment, our time, our talents, our money, our health, and our relationships.

Worship

Repeatedly overwhelmed by God's holy love we respond in silence and awe, word and music, joy and lament, in regular, renewing worship.

Prayer

We believe in the power of prayer. God hears our prayers, and answers, at times in powerful ways, and at times in ways that we do not understand. We acknowledge that we do not always listen carefully enough to hear God's voice.

Communion

We believe that communion is a transformational practice in the personal and shared lives of all those who worship at Salford Mennonite Church. Like many Anabaptist congregations, Salford's practice of communion has transformed from the traditional closed table of adult baptized believers to a more open table that includes people regardless of age, baptism, or belief. We welcome anyone to participate in communion who is eager to know transformation through Christ's grace, Christ's hospitality, and Christ's call to covenant community just as we welcome anyone who chooses, in their own journey of discernment, to defer or abstain from the table. See the full Communion Statement at https://www.salfordmc.org/communion-statement.html.

APPENDIX 2

Salford Congregation Accountability Guidelines

How are we accountable to God and each other as a faith community?

Members of the congregation are responsible to be involved in carrying out the church's vision, living its values, and fulfilling its goals through the church ministries. Members of the congregation are accountable to help the Board and Pastors lead the church by engaging in constructive dialogue, being willing to give and receive counsel, and fostering a spirit of openness, encouragement, and trust.

What are some examples of the responsibilities of membership?

- Regular worship attendance
- Financial and prayer support
- Participation in one or more of the church's ministries
- Attendance at church meetings
- Asking questions about issues that are not understood
- Reading communications, i.e., church bulletins, newsletter, ministry and board minutes, etc.

How are members accountable to the Church Board and Pastoral Staff?

Members of the congregation are expected to take their baptismal and membership vow, to give and receive counsel seriously, and to pray regularly for the Board, the Pastoral staff, and the church's ministries.

How are the Lead Pastor and the Church Board mutually accountable to each other?

The Lead Pastor is responsible to accomplish the goals that the congregation has established and fulfill the job description. They should hold high and advance the vision and values statement of the congregation and be in dialogue and discernment with the Church Board about the work of the church. Monthly reports in writing are important to help their relationship grow and be productive. The Lead Pastor is accountable to the congregation through the Church Board.

The Church Board must provide clear vision and value statements and goals to the Lead Pastor. The Church Board is responsible to honor, nurture, pray for, and respect the Lead Pastor, and to help the Lead Pastor succeed. The Church Board must be open to the vision, prophetic voice, and counsel of the Lead Pastor, and to the Lead Pastor pushing the congregation beyond its comfort zone. The Church Board is responsible to give the Lead Pastor performance feedback, to give and receive counsel, and be in dialogue. In the event that the Lead Pastor has not fulfilled the duties of the position, the Church Board is responsible to discern measures to be taken, which could include dismissal of the Lead Pastor.

How is the Board accountable to the Congregation?

The Board is directly responsible to the congregation and will communicate regularly with the congregation. The Board will make itself regularly available. When members raise a concern to the Church Board, the Church Board will discern the issue, and if the Church Board agrees that the issue affects the spiritual, emotional, or relational health of the congregation, a response will be made. Examples of responses may include referral to the appropriate ministry team, a congregational forum to allow the entire congregation to give and receive counsel, or Board-facilitated discussions for mutual understanding between those directly involved with the particular issue.

What are some examples of the Church Board's accountability to the congregation?

- Giving and receiving counsel
- Published minutes of the board meetings
- Announcements in the newsletter/worship service
- Scheduled congregational meetings as well as special meetings
- Regular availability for dialogue and discussion via personal contact, phone, e-mail

What are issues that the congregation must determine as a body?

- Approving a pastoral candidate
- Approving a proposed building project
- Approval of vision statements, core values, and long-term goals
- Approval of the annual budget
- Approval of non-budgeted expenditures of $25,000 or more

APPENDIX 3

Shared Convictions: Mennonite World Conference

By the grace of God, we seek to live and proclaim the good news of reconciliation in Jesus Christ. As part of the one body of Christ at all times and places, we hold the following to be central to our belief and practice:

1. God is known to us as Father, Son and Holy Spirit, the Creator who seeks to restore fallen humanity by calling a people to be faithful in fellowship, worship, service and witness.
2. Jesus is the Son of God. Through his life and teachings, his cross and resurrection, he showed us how to be faithful disciples, redeemed the world, and offers eternal life.
3. As a church, we are a community of those whom God's Spirit calls to turn from sin, acknowledge Jesus Christ as Lord, receive baptism upon confession of faith, and follow Christ in life.
4. As a faith community, we accept the Bible as our authority for faith and life, interpreting it together under Holy Spirit guidance, in the light of Jesus Christ to discern God's will for our obedience.
5. The Spirit of Jesus empowers us to trust God in all areas of life so we become peacemakers who renounce violence, love our enemies, seek justice, and share our possessions with those in need.
6. We gather regularly to worship, to celebrate the Lord's Supper, and to hear the Word of God in a spirit of mutual accountability.
7. As a world-wide community of faith and life we transcend boundaries of nationality, race, class, gender and language. We seek to live in the world without conforming to the powers of evil, witnessing to God's grace by serving others, caring for creation, and inviting all people to know Jesus Christ as Saviour and Lord.

In these convictions we draw inspiration from Anabaptist forebears of the 16th century, who modelled radical discipleship to Jesus Christ. We seek to walk in his name by the power of the Holy Spirit, as we confidently await Christ's return and the final fulfillment of God's kingdom.

Adopted by Mennonite World Conference
General Council
March 15, 2006

APPENDIX 4

Conflict of Interest Policy

Section 1: Purpose

The purpose of this conflict of interest policy is to protect the Church's interest when it is contemplating entering into a transaction or arrangement that might either benefit the private interest of an officer or trustee of the Church or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state or federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

(A) Interested Person: Any trustee or officer who has a direct or indirect financial interest.

(B) Financial interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Church has a transaction or arrangement,

2. A compensation arrangement with the Church or with any entity or individual with which Church has a transaction or arrangement, or

3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Church is negotiating a transaction or arrangement.

4. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the board decides that a conflict of interest exists.

(C) Compensation: Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3: Procedures

(A) In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the trustees considering the proposed transaction or arrangement.

(B) After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

(C) An interested person may make a presentation at the Board meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(1) The chairman of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(2) After exercising due diligence, the Board or committee shall determine whether Church can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(3) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the best interests of Church, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(D) If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(E) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Records of Proceedings

The minutes of the Board shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

The minutes of the Board also shall contain the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5: Compensation

A voting member of the Board who receives compensation, directly or indirectly, from the church for services rendered may not vote on matters pertaining to that member's compensation.