

# **CARMEL BAPTIST CHURCH BYLAWS**

## **I. PURPOSE**

**Carmel is committed to making disciples of those Nearest, our Neighbors, and the Nations.**

## **II. CHURCH GOVERNMENT**

### **Section 1. General**

Carmel Baptist Church, herein called CBC or the church, is a body of believers under the lordship of Jesus Christ. As with Southern Baptist churches, the membership of CBC retains the exclusive right of self-government in all phases of the spiritual and temporal life of the church.

As a Southern Baptist church, CBC holds to the Trinitarian doctrine that God exists in three persons, the Father, Son and Holy Spirit, and yet is one nature. God, in three persons, is our supreme authority. God's Word, Jesus (John 1), is the author of God's word, the Scriptures (Hebrews 12) and thus the Scriptures are completely authoritative for determining how all people should live their lives. (Deuteronomy 6-8; Psalm 119:9, 11; Matthew 4:4). CBC also affirms the Baptist Faith and Message, edition 2000, as its guiding doctrinal statement.

Accordingly, all policies and procedures and other governing decisions made by CBC members shall be consistent with God's word, the Scriptures. In addition, as servants of God and citizens of civil governments of this world, CBC members have a duty to obey the laws so long as the laws of such civil governments are consistent with God's word (Romans 13:1-7; Titus 3:1; I Peter 2:13-17). However, in any case where the law of civil government is in conflict with Scripture, CBC members are to obey God's word as the higher law (Exodus 1:8-2:10; Daniel 1, 3, 6; Acts 5:17-32; Hebrews 11:23).

## **III. CHURCH MEMBERSHIP**

### **Section 1. Candidacy**

The membership reserves the exclusive right to determine who shall be members of this church and the conditions of such membership.

Any person may offer him or herself as a candidate for membership in this church in any of the following ways:

1. By profession of faith and for baptism according to the policies of this church.
2. By statement of prior conversion experience and baptism.

Membership is reserved for those who have been baptized by immersion as believers.

## **Section 2. New Member Orientation**

Every person desiring membership in CBC, whether that person comes by profession of faith or statement, shall complete a new member orientation. Upon completion of the orientation and all other requirements for church membership, the candidate shall become a church member. This member status shall be reported by the church clerk at the next annual church meeting.

## **Section 3. Rights of Members**

Only members of the church are entitled to vote at elections and on any questions submitted to the church in a scheduled church meeting.

Only members of the church are eligible for consideration by the membership as candidates for elective offices and committees in the church.

## **Section 4. Responsibilities of Members**

Every member is expected to be an active participant in the ministry of CBC by:

1. Attending corporate worship.
2. Attending a Bible study class or active in a Sunday morning service ministry.
3. By praying for the church and its leadership.
4. By giving financial support.
5. By serving in the ministry areas for which they are gifted.

Members who do not actively participate in the ministry of the church as stated above, with effort made to ascertain their intent toward fulfillment of above, may be removed from membership of the church. They may also be removed as per section 5 below.

## **Section 5. Removal from Membership**

Removal from membership shall be in any of the following ways:

1. Request of the member to be removed.
2. Death of the member.
3. Referral to another Baptist church or upon request or proof of membership in a church of another denomination.
4. By action under Section 6 below.

## **Section 6. Discipline**

It shall be the practice of this church to emphasize to its members that every reasonable measure will be taken to assist any unrepentant and/or disruptive member. The elders are available for counsel and guidance. The attitude of members toward one another shall be guided by a concern for restoration rather than punishment. Should some serious condition exist which would cause a member to become a detriment to the general welfare of the church, the elders, hereafter called the ELT when referring to the Elder Leadership Team, (see Article IV, Section 2, Selection, Term and Number) will take every reasonable measure to resolve the problem in accordance with Matthew 18:15-17 and other scriptures.

If it becomes necessary for the ELT to take action to remove a member from membership, a unanimous assent of the ELT in an official meeting is required; and the ELT shall proceed to inform the church of their action. All such proceedings shall be pervaded by a spirit of Christian kindness and mercy.

The ELT may restore to membership any person previously removed, upon request of the person and by unanimous assent of the ELT. This will be based upon evidence of the person's repentance and reconciliation, if needed. This action will be reported to the church at the next church meeting.

#### **IV. CHURCH OFFICERS AND COMMITTEES**

All who serve as officers of the church and those who serve on church committees shall be members of this church.

##### **Section 1. Officers of Carmel Baptist Church of Charlotte, Inc.**

The officers of this corporation shall be: President, Vice-Chair of the Elder Leadership Team; Vice-President, Executive Pastor; Secretary, Church Clerk; Assistant Secretary, Assistant Church Clerk; Treasurer, Chairperson of the Finance Committee.

##### **Section 2. Elders**

The term "Elder" is designated in scripture by three interchangeable terms: Elder/Presbyter (presbuteros), Bishop/Overseer (episkopos), Pastor/Shepherd (poimen).

**Qualifications:** The essential qualification of an elder is that of a godly character. The specific qualifications and definitions of an elder can be found in the CBC position paper entitled "The Role and Qualifications of an Elder and Deacon".

**Responsibilities:** The elders oversee the worship, fellowship, witness, education, mission and ministry of the church. The elders model and teach biblical godliness, equip the saints for the work of the ministry, shape policy, pray, teach, uphold doctrine, oversee church discipline and shepherd the flock.

The ELT leads and shepherds the church body in all decision-making matters. This means that, at times, the ELT will gather the entire congregation for open discussion, proposals, information, prayer, and/or voting (Acts 6 and 15). At other times, decisions will be made solely by the ELT (Acts 6; Acts 15; Hebrews 13:17; I Timothy 5:17; I Thessalonians 5:12).

The ELT shall nominate the Nominating and Governance Committee (herein called N&G committee; see Article IV, Section 6) and its chairperson. Of the nine (9) members of the N&G committee, at least four (4) shall be women.

At all times, church members are responsible to communicate their thinking on any issue to the elders for the purpose of discovering together the truth as revealed in God's word. At all times, the elders should promote and develop an educated, involved, and sufficiently informed congregation. In this manner, all members of the church body may participate. However, no provision of the Elder structure shall be construed to prevent an individual member of the church from offering a new main motion in a church meeting; the procedure for such action is outlined or noted in Article VIII, Section 8: Motions from Church Members.

**Selection, term and number:** Though the language is not found in scripture, CBC will continue to refer to “lay” elder and “pastoral” elder when such designation is needed for clarity. “Pastoral” elder refers to those who are employed as a pastor of CBC.

As there is no mention of “term limits” for elders in scripture, once one is ordained and/or installed as an elder, he remains an elder of CBC until he (1) is removed in accordance with the Bylaws; (2) resigns; (3) is no longer a member of CBC.

From among the Elders fifteen shall serve as the Elder Leadership Team (ELT), elders selected to fill the leadership role of the elders. Eight of these elders shall be lay elders approved to serve on the ELT by the church for four years. After serving a four-year term, a lay elder shall be eligible for reinstatement to the ELT only after the lapse of at least one year.

Seven of the ELT shall be pastoral elders. The pastoral elders serving on the ELT will be comprised of the senior pastor and six Lead Team (see section 3 for definition of Lead Team) or Ministerial Team members. The senior pastor shall nominate to the Elder Selection Committee the pastors for service on the ELT. Upon the unanimous recommendation of the Elder Selection Committee, the names shall be given to the church for approval.

After serving a two-year term, a pastoral elder shall be eligible for continued service immediately. In the event of any unexpected vacancies or unexpired terms of the pastoral elders on the ELT, the senior pastor shall nominate a pastoral elder and follow the above procedures to fill the remainder of the unexpired term.

Lay elders shall be selected for the ELT as follows:

1. Once a year candidates for lay elder for service on the ELT may be nominated in writing by any member of CBC.
2. They shall be selected by the Elder Selection Committee, comprised of the senior pastor as chairman of the committee, two lay elders from the ELT whose terms will be expiring at the end of the current year, current and past year’s chairmen of deacons, chairperson of Deacon Selection Committee, and chairperson of the N&G committee. If a person on the Elder Selection Committee is nominated as a candidate for the ELT and wishes to be considered for that position, he cannot continue to serve on the Elder Selection Committee. The Elder Selection Committee shall collect the nominations and shall then pray and discuss whether those on the list meet the biblical qualifications of an elder and shall then contact and interview the candidates.
3. Upon the unanimous recommendation of the Elder Selection Committee, the names of candidates shall be given to the church for approval - to be presented 2 weeks before the vote.
4. In the event of any unexpected vacancies or unexpired terms of the lay elders on the ELT, the senior pastor shall nominate a lay elder from the Elder Body and follow the above procedures 2-3 to fill the remainder of the unexpired term.

**Officers:** The senior pastor shall serve as chairman of the ELT. He presides over the meetings of the ELT and presides over plans and actions suggested to the ELT.

The ELT shall elect a vice-chairman; the vice-chairman shall be a lay elder and serve as chairman in the event the senior pastor is out of town or unable to serve. If the church does not have a senior pastor, the ELT shall elect an interim chairman.

**Meetings:** The ELT shall meet on a regular basis as determined by the ELT, with notice of the regular meeting schedule given to the congregation. The ELT may have special meetings as needed with advance notice to the church. Occasionally the ELT will need to meet in emergency session or in a very confidential session and therefore advance notice will not be given.

A quorum shall consist of eight ELT members. In decision making, the ELT shall strive for unanimity among themselves in all decision matters. In the event that a vote is necessary on any particular issue, a decision would require a 2/3 majority of those voting, except as otherwise set forth in these bylaws.

**Termination:** The principles of Matthew 18:15-20 and I Timothy 5:19-20 shall be used when dealing with issues affecting the elders.

### **Section 3. Senior Pastor, Lead Team, and Ministerial Team of the Church**

The senior pastor shall be the spiritual head of the church and shall lead the lead team, ministerial team, other church-employed team members, and the congregation to fulfill the mission and purpose of the church.

The lead team and ministerial team of the church shall be designated as such by the Personnel Committee. The lead team is comprised of pastors who oversee the ministry areas of the church.

1. The senior pastor is responsible for leading the church to function as a biblical church. A senior pastor shall be chosen and called by the church whenever a vacancy occurs. The election shall take place at a meeting called for that purpose with a public notice given at least one week in advance.

**2. Senior Pastor Selection Process.** When a senior pastor vacancy occurs, it becomes the spiritual leadership responsibility of the elders and the Fellowship of Deacons to be a stabilizing influence for CBC. Certain basic responsibilities are to be carried out by the ELT as follows:

1. Call the church to intercessory prayer for the Holy Spirit's leadership and to schedule prayer vigils at regular intervals.
2. Form a committee of four (4) elders whose responsibility shall be to engage temporary speakers until an interim pastor is selected. One of the ELT shall serve as chairman.
3. The ELT shall be responsible for the process of selecting an interim pastor, who shall be approved by the ELT in consultation with the Personnel Committee.
4. The ELT will, within two weeks of the senior pastor's resignation, solicit nominations from the congregation, from which they will select a slate of seven (7) – four (4) men and three (3) women, presented to and approved by the church, to serve as a Senior Pastor Selection Committee until such time a new senior pastor is called by the church.

5. The ELT will support and enable the Senior Pastor Selection Committee in the scheduling, presentation, and voting in view of a call of a new senior pastor at appropriate times.

6. A recommendation from the Senior Pastor Selection Committee will constitute a nomination. The committee shall bring to the consideration of the church members only one name at a time. Election shall be by ballot, an affirmative vote of three-fourths of those voting being necessary for a choice. The senior pastor, thus elected, shall serve until the relationship is terminated by his request or the church's request.

The senior pastor may relinquish the office of Senior Pastor by giving the church a notice of at least two weeks before the time of resignation. The church may also take action to declare the office of Senior Pastor to be vacant. Such action shall take place at a meeting called for that purpose, for which at least one week's written notice has been given to the church family. The meeting may be called upon the unanimous recommendation of the ELT, other than the senior pastor, in consultation with the Personnel Committee or by written petition signed by not less than one-fourth of the resident church members. The vote to declare the office vacant shall be by secret ballot; an affirmative vote of two-thirds of the members voting being necessary to declare the office vacant. The ELT in consultation with Personnel Committee shall determine any severance package.

Upon the determination that there will be a vacancy in the office of Senior Pastor, the ELT shall design a Pastoral Transition Plan, consistent with the requirements for the senior pastor selection process described herein, and present such to the congregation for approval

3. Lead team and ministerial team members shall be called and employed as the ELT determine the need for such positions. A job description for such positions shall be written, maintained and updated as necessary by the Personnel Committee. This committee shall oversee the process of searching for a candidate for a lead team and ministerial team position. At the time of resignation of a lead team or ministerial team member, written notice of at least two weeks shall be given to the church. The Personnel Committee and ELT may vote to vacate lead team and ministerial team positions, such termination being immediate. The ELT in consultation with Personnel Committee shall determine any severance package.

Lead team candidates shall be recommended to the church by the ELT upon the recommendation of the Personnel Committee, except as otherwise provided herein. The Personnel committee shall recommend ministerial team candidates to the ELT for employment, except as otherwise provided herein.

Support team members (non-ministerial team or lead team members) shall be employed as the Personnel Committee determines a need for their services. The Personnel Committee shall have the authority to employ and to terminate services of support team members except where otherwise stated in these bylaws. Such employment and termination of services shall be with the recommendation of the supervising team member and, as appropriate, with the consultation of related committees of the church.

#### **Section 4. Deacons**

The Deacon Selection Committee shall present nominees for deacon at a church meeting for approval. Deacons shall serve on a rotation basis for a three year term. In case of death or

removal or incapacity to serve, the selection committee may recommend to the church a candidate to fill the unexpired term. After serving a term of three years, a deacon shall be eligible for re-election only after the lapse of at least one year. Any deacon candidate, ordained in another church, shall be considered ordained.

In accordance with the scriptures, deacons are to be spiritual leaders and servants of the church. Their task is to serve with the pastor, elders and ministerial team in performing the pastoral ministries tasks of leading the church in the achievement of its mission and purpose, and in caring for the church's members and other persons in the community.

**Qualifications:** The essential qualification is that of a Godly character. The specific qualifications and definitions of a deacon can be found in CBC's position paper entitled "The Role and Qualifications of an Elder and Deacon."

Deacons shall annually elect a chairman, vice-chairman and other officers which are determined as needed by the deacon fellowship.

### **Section 5. Presiding Officers**

The church shall elect annually a moderator and a vice-moderator as its presiding officers for church meetings. In the absence of the moderator, the vice-moderator shall preside; or in the absence of both, the clerk shall call the church to order and preside for the election of an acting moderator.

As with committee members, presiding officers must be professing Christians and members of CBC. They are to be committed to love and unity in the church body and to the doctrine of CBC as stated or referenced in the Baptist Faith and Message as well as CBC's current position papers.

The role of the moderator is to serve as the presiding officer at all church meetings, conducting them in an orderly manner, recognizing members who are entitled to the floor, and putting to vote all motions properly brought before the members. Robert's Rules of Order shall be used to facilitate an orderly meeting.

The church shall elect annually a clerk and an assistant clerk as its clerical officers. The clerk shall be responsible for keeping a suitable record of all official actions of the church, except as otherwise herein provided. The clerk shall be responsible for keeping a register of names of members, with dates of admission, referral, death, or erasure, together with a record of baptisms. The clerk shall preserve on file all communications and written official reports, and give required notice of all meetings where notice is necessary, as indicated in these bylaws. The clerk will be responsible for issuing and validating ballots. The assistant clerk will perform these duties in the absence of the clerk.

The church may delegate some of the clerical responsibilities to a church ministry or office assistant, who will assist the elected clerk. All church records are church property and shall be kept in the church office when an office is maintained.

### **Section 6. Committees**

The Standing Committees of the church shall be a Personnel Committee, a Finance

Committee, a Nominating and Governance Committee, a Property & Asset Management Committee, a Deacon Selection Committee, an Audit Committee, a WEE School Committee and a Carmel Christian School Board.

Upon recommendation of the ELT, the church may form ad hoc committees that may be necessary to perform relevant administrative or operational tasks. The ELT is responsible for proposing committee job descriptions to the church for its approval.

If a proposed recommendation from a standing committee affects several areas of ministry and/or responsibilities within the church, the committee initiating the motion will bring the matter to the ELT for review regarding prospective action on the motion. If, after such review, the ELT rejects the recommendation and the committee still considers the recommendation to be appropriate, the committee chairperson or his/her designee may present the recommendation as a motion to the church at an appropriate church meeting, providing any pertinent details pertaining to the motion. Said person shall be available for discussion.

**Committee Membership:** Committee members must be professing Christians and members of CBC. Members of committees are to be committed to love and unity in the church body, to the doctrine of CBC as stated in the Baptist Faith and Message and CBC's current position papers. Except for the N&G committee, committee members shall be recommended by the N&G Committee and approved by the church. A slate of nominations for the N&G committee shall be submitted to the church by the ELT for approval; this slate will include a recommendation for chairman of the N&G committee.

Standing committee members shall serve on a three-year rotation basis with one-third to be elected each year with the exception of the Carmel Christian School Board members who shall serve on a four-year rotation basis with one-quarter to be elected each year.

**Committee Leadership:** The N&G Committee recommends, and the church affirms, the selection of individuals to chair the standing and ad hoc committees.

## V. CHURCH MINISTRIES

### Section 1. Ministry Teams

Ministry teams are formed to carry out a particular ministry of the church in concert with the mission statement, vision, and values of the church. Ministry teams are responsible for recruiting new ministry participants, continually seeking to include new participants in the ministry with the assistance of the N&G Committee, adequately training ministry participants, annually submitting budget requests to the ministerial team member, and developing and maintaining a ministry manual with the information about the ministry policies, procedures, programs, etc.

**1. Formation and Composition:** As ministry teams are expected to be formed and retired as the Lord may reveal His will for ministry at CBC, there shall be no specified number of ministry teams. The number of ministry teams shall be as determined by the ELT. Upon the recommendation of a pastor or Ministerial team member, the ELT may form a ministry team. Members of the church may recommend the formation of a ministry team to a ministerial team member, who, upon

affirming the need, shall then bring that proposal to the ELT. Ministry teams shall remain in place as long as needed; they shall be dissolved when the team is no longer needed.

2. Ministry Team Leadership: Each ministry team will be led by a Ministry Team Leader who serves an annual term with no limit on consecutive terms. The leader, who shall be a lay member of CBC, shall be recommended by the ministerial team member and approved by the ELT.

3. Ministry Team Membership: The ministerial team member responsible for the ministry team and the ministry team leader shall ensure that the composition of the ministry team is represented adequately by CBC members to direct the team in a manner consistent with CBC's doctrine, mission and purpose. Members of the ministry teams shall be professing Christians seeking to use their spiritual gifts for the building of the Kingdom. Members of ministry teams are to be committed to love and unity in the church body. Members of a ministry team are selected by agreement of the ministerial team member and the ministry team leader and may serve as long as they are qualified for service.

A current list of ministry teams is maintained in the church office and is published for the information of members and prospects.

## **VI. CARMEL CHRISTIAN SCHOOLS**

The Carmel Christian School ministries shall be the organizations that provide weekday Christian schooling for children.

The ministries shall be under the direction of the Carmel Christian School Board and the WEE School Committee. The Carmel Christian School Board and the WEE School Committee, with a non-voting liaison from the Personnel Committee, shall recommend to the ELT, who shall subsequently recommend to the church, to employ and terminate the Carmel Christian School Head of School and the WEE School Director (Head of School) respectively. The Carmel Christian Head of School and the WEE School Director (Head of School) shall have the authority to employ and terminate personnel for each Christian school ministry position with respective committee approval. All personnel activities shall be consistent with the policies and procedures which have been duly approved by the church Personnel Committee.

## **VII. CHURCH ORDINANCES**

**Section 1. Baptism.** This church shall receive for baptism any person who has received Jesus Christ as savior by personal faith and profession and who indicates a commitment to follow Christ as Lord.

1. Baptism shall be by immersion in water.
2. The senior pastor, or whomever he shall authorize, shall administer baptism. The Baptism Ministry Team shall assist in the preparation for, and the observance of, baptism.
3. Baptism shall be administered as an act of worship.
4. A person who professes Christ and is not baptized after a reasonable length of

time shall be counseled by the senior pastor, ministerial team and/or the Next Step team. If negative interest is ascertained on the part of the candidate, that person shall be deleted from those awaiting baptism.

### **Section 2. The Lord's Supper**

The church shall observe the Lord's Supper quarterly, and at such other times as the senior pastor deems appropriate. The senior pastor or his designee and deacons shall administer the Lord's Supper. The Lord's Supper Ministry Team shall be responsible for the physical preparations. All who know Jesus Christ as Savior and Lord will be invited to participate.

## **VIII. CHURCH MEETINGS**

### **Section 1. Worship Services**

The church shall meet regularly on Sunday mornings, and at various other times for the worship of Almighty God. Prayer, praise, preaching, instruction, and evangelism shall be among the ingredients of these services. The senior pastor or his designee shall lead the services for all the church members and all others who may choose to attend.

### **Section 2. Special Services**

Special services and any other church gatherings essential to the advancement of the church's objectives shall be placed on the church calendar.

### **Section 3. Regular Church Meetings**

The church shall hold an annual meeting at a designated time, with quarterly updates given to the church. Church votes will be taken on such matters as the annual church budget, affirmation of certain full-time ministerial team members (see Article IV, Section 3), elders, deacons, standing committees, any acquisition or disposition of real estate, the incurring of any indebtedness and bylaw changes.

### **Section 4. Special Church Meetings**

The church may conduct special called church meetings to consider matters of special nature and significance. A one-week notice, paper and/or electronic, must be given for a special called church meeting unless extreme urgency renders such notice impractical. The notice shall include the subject, the date, and time and place; and it must be given in such a manner that all resident members have opportunity to know of the meeting. Special church meetings shall be called by the ELT as needed.

### **Section 5. Quorum**

The quorum consists of those members who attend the annual or special called church meeting, provided it is a stated meeting or one that has been properly called.

### **Section 6. Parliamentary Rules**

Robert's Rules of Order, is the authority for parliamentary rules of procedure for all church meetings.

### **Section 7. Voting**

During the annual or special church meetings, the vote may be by voice, rising, show of hands or ballot. Unless otherwise stated in these bylaws or the Articles of Incorporation, a motion will be adopted by a simple majority of those voting. Only members present at a church meeting are eligible to vote.

#### **Section 8. Motions from Church Members**

Any church member may make a new main motion at the annual church meeting. Such motions shall be immediately tabled in order to allow church members, the ELT and committees to perform due diligence and for the protection of the congregation. Notice of such motions shall be provided to the church within two weeks after the motion has been made. If the motion is time sensitive the ELT shall call a special church meeting at which the motion may be presented for discussion and vote.

### **IX. CHURCH FINANCES**

#### **Section 1. Budget**

The Budget Preparation Committee shall prepare and submit to the ELT for approval an inclusive budget, indicating by items the amount needed and sought for all local and other expenses. The Budget will subsequently be submitted to the church for approval. It is understood that membership in this church involves financial commitment to support the church and its causes with regular, proportionate gifts.

#### **Section 2. Accounting Procedures**

All funds received for any and all purposes shall pass through the financial office and be properly recorded on the books of the church. The church shall provide coverage through its insurance policy to cover any losses due to fiscal malfeasance. A system of accounting that will adequately provide for the handling of all funds shall be the responsibility of the Finance Committee.

#### **Section 3. Operating Bank Accounts**

The church will maintain accounts at banks or savings and loan companies previously approved by the Finance Committee. Bank resolutions granting authority for specific persons to sign checks or orders of withdrawal must be approved by the Finance Committee. The church treasurer shall always be one of those persons authorized to sign on accounts. The corporate secretary shall sign all bank and/or savings and loan resolutions and affix the corporation seal.

#### **Section 4. Acquiring Debt**

The church may become indebted and pledge as collateral the assets of the church by approval of the majority of members voting in an annual or special church meeting. Debt instruments will be executed by the president or vice-president and treasurer of the corporation and attested to by the secretary or assistant secretary of the corporation.

#### **Section 5. Fiscal Year**

The dates for the church fiscal year shall be determined by the Finance Committee of CBC.

### **X. PURCHASING AND SELLING REAL PROPERTY**

### **Section 1. Purchasing Real Property**

Property may be purchased by the approval of the majority of those members voting in an annual or special church meeting.

### **Section 2. Selling Real Property**

Property may be sold by the approval of the majority of those members voting in an annual or special church meeting. The deed of conveyance shall be signed by the president or vice-president and treasurer of the corporation and attested to by the secretary or assistant secretary of the corporation.

## **XI. CHURCH OPERATIONS MANUAL**

The N&G Committee of the church shall maintain three copies of a Church Operations Manual as references for conduct of the church. The Operations Manual shall include copies of (1) the corporate charter of the church; (2) the bylaws of the church; (3) the Baptist Faith and Message; (4) all existing church policies and procedures duly approved by the church in church meetings; (5) a church organization chart showing lines of responsibility in the administration of the church; (6) all CBC position papers; and (7) job descriptions of all standing and special committees of the church obtained from the ELT. A copy of the Operations Manual shall be kept in the church office and made available online for access by church members, the Media Center and the N&G Committee. The N&G Committee shall review and work with the appropriate ministerial assistants to update the manual as needed or on at least an annual basis to assure that the manual properly reflects revisions to any of the above-listed materials which may be adopted by the church.

## **XII. INDEMNIFICATION**

Any person who at any time serves or has served (a) as an elder, officer, employee or agent of CBC shall have a right to be indemnified by CBC to the fullest extent permitted by law against (i) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, brought by a third party seeking to hold him/her liable by reason of the fact that he/she is or was acting in such capacity, and (ii) reasonable payments made by him/her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he/she may have become liable in any such action, suit or proceeding. Such person shall not be indemnified by CBC against suits brought by or on behalf of CBC, seeking to hold him/her liable by reason of the fact that he/she is or was acting in such capacity, unless such person is found blameless by a court of law or other properly constituted tribunal.

The ELT shall take all such action as may be necessary and appropriate to authorize CBC to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by CBC in advance of the final disposition of such action, suit or proceeding, as authorized by the Elder Leadership Team in the specific case, upon receipt of an undertaking by or on behalf of the elder, officer, or employee to repay such amount if it shall

ultimately be determined that he/she is not entitled to be indemnified by CBC as authorized in this bylaw.

Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of CBC shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

In addition to the foregoing, the Finance Committee shall have the right and power to purchase and maintain insurance on behalf of any person who is or was an elder, officer, employee or agent of CBC against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability.

### **XIII. AMENDMENTS**

Amendments to these bylaws may be initiated by any member, committee, or organization of CBC at the annual or special called church meeting by moving to amend the bylaws and presenting written copies of the proposed changes to each member present at that church meeting, to the N&G Committee, and to the CBC Communications Director. A notice that an amendment to the Bylaws has been proposed shall be given to the church body.. The N&G Committee shall arrange for copies of the proposed changes to be available for review by any church member in the church office and on a church web site. The N&G Committee shall review the proposed changes for consistency with other provisions of the bylaws and with other related church procedures and policies, and shall report the results of its review to the ELT and subsequently to the church for approval at its next annual or special called church meeting. The proposed amendment(s) to the bylaws may then be adopted by a two-thirds majority affirmative vote of the members voting. If the proposed amendment(s) are found to be inconsistent with other provisions of the bylaws or policies of the church, the proposal shall be withdrawn from consideration and may be repropose in an appropriately modified form at the next regular or special called church meeting.

***Revised & Proposed September 7, 2016  
Amended and Approved 11/16/2016***