

Proposed New Bylaws

MARCH 26

CALLED BUSINESS MEETING

6:00 pm in the Sanctuary

APRIL 5

Q&A SESSION

7:00 pm in AMC 120

APRIL 23

NO-DISCUSSION VOTE

Following evening worship service

Attached are the proposed Bylaws for First Baptist Church of New Braunfels Texas. Please review the Bylaws prior to the Called Business Meeting on Sunday, March 26th at 6:00 pm in the Sanctuary. The purpose of the Called Business meeting is to formally introduce the proposed Bylaws and hold a Question/Answer session on the changes. You will have a second opportunity to ask questions about the proposed Bylaws on Wednesday, April 5th at 7:00 pm in AMC 120.

Rationale for updating the existing Bylaws:

- The current FBCNB Bylaws were adopted in the year 2000.
- Minor (primarily grammar and spelling) changes were made in the year 2008.
- The existing Constitution and Bylaws contain outdated language and practices inconsistent with our actual structure and practices.

Methodology used in developing the proposed Bylaws

- SBTC provided a bylaws template in compliance with the new Texas code.
- We coordinated the Bylaws with current Church operations and practices.
- We reviewed the Bylaws multiple times in its entirety to eliminate inconsistencies.
- We sent the Bylaws, for review, to a law firm specializing in church law (three times so far).
- FBCNB Ministerial Staff, the Deacon Body, and the Church Council have had the opportunity to review and comment on the proposed Bylaws.

Summary of key changes:

- Merged the current Constitution and Bylaws into the proposed Bylaws.
- Modified the language used to fit the new Texas Business Organizations Code that became effective in 2006, which replaced the old Texas Non-Profit Corporation Act.
- Added legal content recommended and provided by our law firm. (multiple locations and articles)
- Expanded our purpose using the 3-Pillars of Worship, Discipleship, and Evangelism. (Article 1)
- Several church membership changes. (Article 7)
- Changed Parliamentary Authority from Roberts Rules of Order to Democratic Rules of Order. (Article 8)
- Reduced the number of church legal officers. (Article 10)
- Ministry Teams will replace several former standing committees. (Article 13)
- Our collection of church policies is now referred to as our Church Operations Manual and coordinated with the Bylaws. (Articles 15, 16, 17, and 18)

Bylaws Committee Members

David Fuqua (Chair), Ken Wamer (Vice), Mary Brown (Secretary), Bob Belanger,
Jim Fielder, Gib Watt and Norm Hils (Staff Liaison)

Past Committee Members

John Bevil, Roger Kelly, Tanya Palmer, Tammera Schultz, and Susan Stahl

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JESUS CHRIST



BYLAWS OF
FIRST BAPTIST CHURCH
NEW BRAUNFELS, TEXAS

Adopted April 23rd, 2017



Bylaws of First Baptist Church New Braunfels, Texas

These Bylaws constitute the rules adopted by First Baptist Church of New Braunfels, Texas, (hereinafter generally referred to as FBCNB) for the regulation and management of its affairs. FBCNB is organized under the Texas Business Organizations Code, as amended (the “Code”). These Bylaws amend and restate, in its entirety, the previous Bylaws of FBCNB, as amended.

TABLE OF CONTENTS

Article 1.	Purpose of FBCNB	4
Article 2.	Powers and Restrictions	5
Article 3.	Doctrine of FBCNB	6
3.1	Doctrinal Statement	6
3.2	Authority	6
Article 4.	Polity of FBCNB.....	6
Article 5.	Cooperation.....	6
Article 6.	Ordinances	6
6.1	Baptism	6
6.2	Lord’s Supper.....	7
Article 7.	Membership	7
7.1	General.....	7
7.2	Privileges of Membership.....	7
7.3	FBCNB Membership Covenant.....	7
7.4	Church Discipline	7
7.5	Termination of Membership	7
Article 8.	Parliamentary Authority.....	8
Article 9.	Meetings.....	8
9.1	General.....	8
9.2	Lord’s Day Services.....	8
9.3	Mid-Week Meetings	8
9.4	Act of the Membership	9
9.5	Regular Business Meetings.....	9
9.6	Special Business Meetings.....	9
9.7	Quorum	9
9.8	Voting	9
9.9	Notice.....	9

Bylaws of First Baptist Church New Braunfels, Texas

9.10 Notice of Religious Gathering	9
Article 10. Officers	10
10.1 General.....	10
10.2 Senior Pastor / President.....	10
10.3 Church Clerk / Secretary.....	11
10.4 Church Treasurer	11
10.5 Trustees.....	11
10.6 Deacon Chairman.....	11
10.7 Church Moderator.....	11
Article 11. Pastoral and Support Staff	12
11.1 Pastoral/Ministerial Staff.....	12
11.2 Support Staff.....	12
Article 12. Church Council	12
12.1 Church Council.....	12
Article 13. Functional Entities Within FBCNB	13
13.1 General.....	13
13.2 Deacon Body.....	13
13.3 Standing Committees.....	13
13.4 Ad Hoc Committees.....	15
13.5 Committee Meetings.....	15
13.6 FBCNB Ministry Teams.....	15
Article 14. Eligibility For Individual Serving With Entities Within FBCNB	16
14.1 General.....	16
14.2 Deacon	16
14.3 Standing and Ad Hoc Committees.....	16
14.4 Standing Committees Only.....	17
14.5 Ad Hoc Committees Only.....	17
14.6 Ministry Team Leadership Eligibility.....	17
14.7 Ministry Team Member Qualifications	17
Article 15. Transactions of the Church	17
Article 16. Whistleblower and Grievance Resolution Policies.....	18
Article 17. Conflict of Interest Policy.....	18
Article 18. Books and Records	18
18.1 Required Books and Records.....	18

Bylaws of First Baptist Church New Braunfels, Texas

18.2 Fiscal Year	18
18.3 Audited Financial Statements	18
Article 19. Indemnification	18
Article 20. Miscellaneous Provisions.....	19
20.1 Holy Bible Version	19
20.2 Construction of Bylaws.....	20
20.3 Seal.....	20
20.4 Power of Attorney.....	20
20.5 Parties Bound.....	20
20.6 Christian Alternative Dispute Resolution.....	20
20.7 Definitions.....	21
Article 21. Amendments	21
Article 22. Emergency Powers and Bylaws.....	21

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Bylaws of First Baptist Church New Braunfels, Texas

Article 1. **Purpose of FBCNB**

- 1.1 FBCNB is organized for religious purposes and for any lawful purpose or purposes not expressly prohibited under Title 1, Chapter 2, or Title 2, Chapter 22 of the Code, including any purpose described by Section 2.002 of the Code. FBCNB is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, FBCNB's purposes also include the limited participation of FBCNB in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization.
- 1.2 FBCNB exists to worship God, to proclaim the Word of God, and to be in service to God.
- 1.3 FBCNB's Mission Statement: Leading People to Jesus.
- 1.4 FBCNB implements this mission through the principles of worship, discipleship and evangelism.
 - 1.4.1 **Worship**

Christian worship is an intentional commitment and obedience to God. Worship is directed to God who is both Creator and Savior of our lives. We submit ourselves to the Lordship of God over our lives and pledge our obedience to Him by worshiping in both a personal and public way. Personal worship is the daily commitment to Bible reading, prayer and obedience. Public worship is gathering together with other believers to express our commitment to God.
 - 1.4.2 **Discipleship**

Christian discipleship is an intentional commitment to know and follow Jesus. Discipleship is a life-long process of following Jesus as a learner and a leader. A learner is a Christ-follower who is actively pursuing a deeper relationship with Jesus. A leader is a mature Christ-follower who is helping others mature.
 - 1.4.3 **Evangelism**

Christian evangelism is the intentional commitment to tell others about Jesus. Evangelism is a responsibility of every Christian to tell both our neighbors and the nations.
- 1.5 FBCNB will ordain, employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere.
- 1.6 FBCNB will collect and disburse any and all necessary funds for the maintenance of FBCNB and the accomplishment of its purpose within the State of Texas and elsewhere.
- 1.7 FBCNB may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.
- 1.8 FBCNB is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any

Bylaws of First Baptist Church New Braunfels, Texas

gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of FBCNB; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of FBCNB. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

Article 2. Powers and Restrictions

- 2.1 Except as otherwise provided in the Certificate of Formation and these Bylaws, and in order to carry out the above-stated purposes, FBCNB shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended. Moreover, FBCNB shall have all implied powers necessary and proper to carry out its express powers. The powers of FBCNB to promote the purposes set out above are limited and restricted in the following manner:
- 2.1.1 FBCNB shall not pay dividends and no part of the net earnings of FBCNB shall inure to the benefit of or be distributable to its organizers, officers, or other private persons, except that FBCNB shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for FBCNB) in furtherance of its purposes as set forth in the Certificate of Formation or these Bylaws. No substantial part of the activities of FBCNB shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and FBCNB shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Certificate of Formation or these Bylaws, FBCNB shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- 2.1.2 In the event FBCNB is in any one year a “private foundation” as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of “self dealing” as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any “excess business holdings” as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making taxable

Bylaws of First Baptist Church New Braunfels, Texas

expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

- 2.1.3 FBCNB shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of FBCNB's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

Article 3. **Doctrine of FBCNB**

3.1 Doctrinal Statement

We accept the doctrinal statement of the Baptist Faith and Message as adopted by the Southern Baptist Convention in 2000 as an acceptable statement of faith.

We affirm the Holy Bible is the inspired, infallible, inerrant, Word of God and is the basis for our beliefs.

We voluntarily band ourselves together as a body of baptized believers in Jesus Christ, personally committed to sharing the good news of salvation to lost mankind and to minister to all.

3.2 Authority

FBCNB receives the Scriptures as the authority in matters of faith and practice.

Article 4. **Polity of FBCNB**

FBCNB is legally organized as a Texas nonprofit corporation under the guidelines of the Code. It is governed as a pure democracy by the members of this congregation.

Article 5. **Cooperation**

FBCNB is a completely autonomous body and is subject to the control of no other ecclesiastical body, but it enjoys mutual counsel and cooperation, which are common among Baptist churches. Insofar as is practical, FBCNB will, in a democratic sense, cooperate with and support the Southern Baptist Convention, the Southern Baptist Texas Convention, the Baptist General Convention of Texas, the Bluebonnet Baptist Association, and with other churches of like faith.

Article 6. **Ordinances**

6.1 Baptism

FBCNB may receive for baptism all persons who have received Jesus Christ as their Savior by personal faith, who profess Him publicly at any worship service, and who indicate a commitment to follow Christ as Lord. Baptism shall be by immersion in water. The Senior Pastor, the Senior Pastor's designee, or whomever FBCNB shall authorize, shall administer the ordinance. Baptism shall be administered as an act of worship during any worship service of FBCNB.

Bylaws of First Baptist Church New Braunfels, Texas

6.2 Lord's Supper

FBCNB shall observe the Lord's Supper at least quarterly. The Senior Pastor, or his designee will officiate, assisted by the Deacon Body.

Article 7. Membership

7.1 General

- 7.1.1 Pursuant to Section 22.202 of the Code and as provided for in FBCNB's Certificate of Formation, power to manage and govern the affairs of FBCNB is vested in the members of FBCNB, as herein defined.
- 7.1.2 The membership reserves the exclusive right to determine, under the guidance of the Holy Spirit, who shall be members of FBCNB and the conditions and rights of such membership.
- 7.1.3 Any person may offer himself or herself at a regular FBCNB service as a candidate for membership.
- 7.1.4 New members will be accepted into membership at any quarterly business meeting or regular FBCNB service after satisfying the then current conditions for membership and signing the FBCNB membership covenant.

7.2 Privileges of Membership

- 7.2.1 Each member shall be entitled to one vote, if present, on each matter submitted to a vote at a regular or special business meeting of FBCNB members.
- 7.2.2 Right To Inspect Books and Records

Members have the right to inspect books and records as provided in the Code. *"A member, on written demand stating the purpose of the demand, is entitled to examine and copy at the member's expense, in person or by agent, accountant, or attorney, at any reasonable time and for a proper purpose, the books and records of the corporation relevant to that purpose."* TBOC Section 22.351.

7.3 FBCNB Membership Covenant

The *FBCNB Membership Covenant* is a separate document developed and maintained by the Bylaws Committee and approved by FBCNB. The *Membership Covenant* describes the conditions, rights, and responsibilities of initial and continued membership with FBCNB.

7.4 Church Discipline

FBCNB reserves the right to discipline FBCNB members in accordance with Matthew 18 under the direction of pastoral leadership. Failure to abide by conditions of the *Membership Covenant* results in church discipline.

7.5 Termination of Membership

Bylaws of First Baptist Church New Braunfels, Texas

All planned membership termination will be subject to pastoral review.

Restoration of terminated membership will be considered upon request.

FBCNB membership may be terminated in the following ways:

- 7.5.1 Upon the death of a member.
- 7.5.2 Upon affiliation by a member with a church of another faith or denomination.
- 7.5.3 Upon a written request for a letter of transfer from a Baptist church of like faith and practice.
- 7.5.4 Upon request of the member or legal guardian.
- 7.5.5 If a member has not participated, attended, or contributed to the ministries of FBCNB for a period of six months or more.
- 7.5.6 Church discipline under the direction of pastoral leadership as voted on by FBCNB.

Article 8. **Parliamentary Authority**

FBCNB adopts *Democratic Rules of Order* latest revised edition as the official rules for FBCNB business meetings and recommends them for committee meetings.

The Texas Business Organizations Code, *FBCNB Certificate of Formation*, and *FBCNB Bylaws* all supersede the adopted rules of order.

If a single rule is inconsistent, the remaining rules still apply.

Article 9. **Meetings**

9.1 General

The worship of God and the proclamation of the Gospel of Jesus Christ are both legal rights and matters of freedom of human conscience. The general meetings of FBCNB should be open for the attendance and participation of all persons.

When FBCNB is meeting as an organized body of believers to transact matters of concern to the membership, a formal statement to that effect should be made, and it should be made clear to all persons present that participation is limited to members of FBCNB.

Unless specified otherwise in the Bylaws of FBCNB, all procedural matters at the business meetings of FBCNB shall be governed by the rules of parliamentary procedures set forth in *Democratic Rules of Order*, latest revised edition.

9.2 Lord's Day Services

FBCNB meets on the first day of the week, the Lord's Day, for the public worship of Almighty God and the proclamation of the Gospel of Jesus Christ.

9.3 Mid-Week Meetings

FBCNB shall meet for prayer, Bible study, fellowship, and ministry programs as determined by the ministerial leadership.

Bylaws of First Baptist Church New Braunfels, Texas

9.4 Act of the Membership

The membership may act on business matters only at a properly called meeting of the membership where a quorum is present.

9.5 Regular Business Meetings

Regular business meetings shall be held quarterly (normally on a Sunday evening in January, April, July, and October) after the financial books are closed for the previous quarter. Items of appropriate FBCNB business shall be presented for vote only after FBCNB members have been notified through normal channels of communication of the item(s) to be presented.

9.6 Special Business Meetings

A special business meeting may be held to consider significant matters of an unusual nature. The special business meeting of the members may be called by the Senior Pastor, or by the Church Council. FBCNB members will be notified through normal channels of communication of the date, time, and location of the special business meeting.

9.7 Quorum

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

9.8 Voting

At such meetings, a member may only vote in person. A vote of a majority of the members in attendance shall be an act of the membership, except that a two-thirds super majority of the members in attendance shall be required for FBCNB to take the following actions: dissolution of the corporation, merger or consolidation with another corporation, sale of substantially all of the corporation's assets, or amendment to the corporation's *Certificate of Formation* or of its *Bylaws*. Voting by proxy or telepresence is prohibited.

A three-fourths super majority of the members in attendance shall be required to call and employ a pastoral staff member.

9.9 Notice

Notice of regular and special business meetings shall normally be given by oral announcement at a regularly scheduled worship service before the meeting, and/or by bulletin notice, or electronic means (telephonic, email, social media, FBCNB website). Meetings shall normally be held at the FBCNB campus at 733 Cross Street in New Braunfels, Texas or other locations as determined by the Senior Pastor or Church Council.

9.10 Notice of Religious Gathering

The regular quarterly and special called business meetings of FBCNB are private religious gatherings. FBCNB reserves the right to limit attendance to the membership and guests, and may take any and all necessary and available actions against disruptive persons.

Bylaws of First Baptist Church New Braunfels, Texas

Article 10. Officers

10.1 General

- 10.1.1 A FBCNB officer's term of service is up to one calendar year, but may be renewed annually. All FBCNB officers must be members of FBCNB.
- 10.1.2 The FBCNB officers are Senior Pastor, Church Clerk, Church Treasurer, the Trustees, the Chairman of the Deacon Body, and the Executive Administrator. Officers have FBCNB legal authority and responsibilities as described below.
- 10.1.3 For purpose of coordinating with the Code the title of President shall also be granted to the Senior Pastor and the title of Secretary shall also be granted to the Church Clerk.

10.2 Senior Pastor / President

10.2.1 Office

As declared by the Bible, Christ is head over His Church, and the Chief Shepherd of the flock, with the Holy Spirit as his administrator. The Senior Pastor is a man called of God to the preaching of the Word, ordained by a Southern Baptist church and called to pastor a local church, the Under-Shepherd of Christ under the Holy Spirit, and the overseer of the total ministry of FBCNB.

10.2.2 Duties

The Senior Pastor is responsible for providing leadership to enable FBCNB in functioning as a New Testament Church. He is the leader of the pastoral ministries of FBCNB, and as such, works with the deacons and the pastoral staff to:

Proclaim the gospel to believers and unbelievers.

Lead FBCNB in the achievement of its mission.

Serve as an ex-officio, non-voting member on all organized entities of FBCNB except as otherwise indicated.

10.2.3 Qualifications

FBCNB shall have, as Senior Pastor, one who feels called of God and he shall be a minister of the gospel of Jesus Christ, duly ordained by FBCNB or by a Southern Baptist church of like faith and practice. He shall be characterized by the qualifications set forth in I Timothy 3:2-7.

10.2.4 Selection

A Senior Pastor shall be chosen and called by FBCNB whenever a vacancy occurs. A Pastor Search Committee, elected by FBCNB, shall seek out a suitable pastor nominee, and their recommendation will constitute a nomination. The Committee shall bring before the congregation only one name at a time, and the election of a pastor shall take place at a special business meeting during the Sunday morning worship service. Election shall be by written ballot, with an affirmative vote of three-fourths of the voting members present necessary for a call.

10.2.5 Vacancy

Bylaws of First Baptist Church New Braunfels, Texas

The Senior Pastor shall serve until the relationship is terminated, by either his request or that of FBCNB. He shall give at least two weeks notice at the time of his resignation before terminating his responsibilities as pastor. If termination by FBCNB request as defined in FBCNB personnel policy, a notice of one month shall be given with FBCNB having the option of offering additional salary up to six months.

10.3 Church Clerk / Secretary

FBCNB shall elect a Church Clerk annually. The Church Clerk is responsible for keeping a suitable record of all business actions of FBCNB. The Church Clerk shall ensure that all written reports and official actions are suitably recorded and filed, and give required notice of all meetings where notice is necessary, as indicated in these Bylaws. FBCNB will retain, on location (or electronic backup files), all FBCNB business records according to FBCNB document retention policy. In the absence of the Church Clerk, the Executive Administrator will perform the duties of Church Clerk. The Executive Administrator may delegate some of the clerical responsibilities to a FBCNB administrative staff member.

10.4 Church Treasurer

FBCNB shall elect a Church Treasurer annually. The Church Treasurer is responsible to oversee the counting of weekly receipts, monitor the overall financial position of FBCNB, work with the Executive Administrator and financial assistant to evaluate any financial concerns or trends, monitor FBCNB's cash flow, sign checks as necessary, and present the Finance Committee's approved quarterly financial reports to FBCNB at the quarterly business meetings. The treasurer shall attend FBCNB Finance Committee meetings, serve as an ex-officio member of the committee, and offer advice and recommendations.

10.5 Trustees

FBCNB shall annually elect three corporate trustees to hold in trust the property of FBCNB. They are to serve as officers of FBCNB, with no power to buy, sell, mortgage, lease, or transfer any property without a specific vote of FBCNB authorizing each action. It shall be the function of the trustees to affix their signatures to legal documents involving transfers, sales, mortgages, purchases or rentals of property, or other legal documents requiring trustees' signatures. In the interest of business convenience, for dealing with local banks, vendors, and businesses, FBCNB members or Finance Committee may authorize the Executive Administrator to sign specific legal documents.

10.6 Deacon Chairman

The Deacon Chairman, as elected annually by the Deacon Body, will serve as an officer of FBCNB.

10.7 Church Moderator

The moderator shall be the Senior Pastor. In the absence of the Senior Pastor, the Deacon Chairman shall preside, or in the absence of both, the Church Clerk shall call FBCNB to order and an acting moderator shall be elected. An acting moderator shall have no FBCNB legal authority, liabilities, or responsibilities by sole virtue of acting as moderator.

Bylaws of First Baptist Church New Braunfels, Texas

Article 11. Pastoral and Support Staff

11.1 Pastoral/Ministerial Staff

The pastoral staff of FBCNB shall be called and employed as FBCNB determines the need for such positions. The selection process described in 10.2.4 shall also apply.

Called pastoral staff members (i.e. Music Pastor, Student Pastor, or Executive Administrator) shall be recommended to FBCNB by a search committee appointed by FBCNB. Job descriptions for these staff members shall be written and updated by the Personnel Committee, Senior Pastor, Executive Administrator, and Deacon Chairman.

In the event of employment termination the process described in section 10.2.5 shall apply.

11.2 Support Staff

The Personnel Committee, under the authority of FBCNB, will be responsible for approving the employment of support staff. The pastoral staff and Executive Administrator will recommend to the Personnel Committee the need to add or remove a support staff position. The Personnel Committee shall write and update job descriptions for all support staff positions. The Personnel Committee may delegate hiring authority for certain positions when necessary.

Article 12. Church Council

12.1 Church Council

12.1.1 The primary functions of the Church Council shall be to:

Serve FBCNB by leading in planning, coordinating, and evaluating the strategic goals and plans of FBCNB and its entities.

Recommend to the congregation suggested objectives and goals, and methods for implementation of same.

Review and coordinate long-term plans recommended by FBCNB officers, Ministry Teams, and committees.

Recommend to FBCNB the use of resources according to strategic objectives and priorities.

Evaluate achievements in terms of FBCNB goals and objectives, and to bring such findings to FBCNB.

12.1.2 Church Council members will be comprised of chairpersons of strategic-focused committees, specified pastoral staff, and the Senior Pastor.

Council members will include chairpersons or delegated chairperson of strategic-focused committees, to include, but not limited to the Bylaws, Finance, Missions, Personnel, and the Deacon Body.

The Small Groups & Outreach Pastor will be a member of the Church Council.

Bylaws of First Baptist Church New Braunfels, Texas

The Executive Administrator will be a member of the Church Council.

- 12.1.3 Frequency of meeting will be at discretion of council members, but will be at a minimum of every three months.
- 12.1.4 Quorum will be defined as having more than 50% of council members in attendance.
- 12.1.5 The Church Council is not a policy making body as that is the function of FBCNB approved committees. All matters agreed upon by the Church Council which call for action not already approved by FBCNB action shall be referred to the appropriate committee. If no committee has responsibility, it shall be referred to FBCNB for approval or disapproval.

Article 13. Functional Entities Within FBCNB

13.1 General

Functional entities within FBCNB include the Deacon Body, Standing Committees, Ad-Hoc Committees, and Ministry Teams.

13.2 Deacon Body

The Deacon Body is the elected group of Deacons at FBCNB. Election to and removal from the Deacon Body shall be handled in accordance with the Deacon Handbook.

- 13.2.1 The position of Deacon is one of service. The Deacon is understood to be a co-laborer with the Senior Pastor and FBCNB staff in implementing ministries. In accordance with the meaning of the work and practice of the New Testament, Deacons are to be servants of FBCNB to assist and support FBCNB's ministries, promote love and unity within FBCNB, and assist the pastors in performing pastoral responsibilities.
- 13.2.2 A New Deacon Committee within the Deacon Body shall ask for nominations of prospective deacons from FBCNB during the first quarter of each calendar year or at such time as deemed necessary. It is desired that there be a minimum of one active Deacon per twenty-five FBCNB members or a ratio of one active Deacon per six families.
- 13.2.3 The New Deacon Committee may also qualify and present to FBCNB, for election, any member who has been ordained in another Southern Baptist church.
- 13.2.4 FBCNB's *Deacon Handbook* shall be the guide for the Deacon Body. It shall be maintained and up-dated by the Deacon Body on an as-needed basis. Changes in existing programs, and the establishment of new programs of the Deacon Body, will be reported to FBCNB at the next quarterly business meeting.

13.3 Standing Committees

A Standing Committee has a formal and permanent nature. It exists for efficient and coordinated operation and decision making for FBCNB. It is, generally, a specialized decision making group within FBCNB. The typical leadership positions within a standing committee are, at minimum, Chairperson, Vice Chairperson, and Secretary. All Standing Committees should have six to nine members. Nine members are recommended for the

Bylaws of First Baptist Church New Braunfels, Texas

Finance and Personnel committees. Each Standing Committee will record minutes of its meetings and provide a copy to the Executive Administrator for official FBCNB records. Each Standing Committee will have a pastoral staff member that will serve as an ex-officio member and assignment is made by the Senior Pastor.

13.3.1 Bylaws Committee

Reviews annually, or as the need arises, FBCNB's formation documents and Bylaws. Arrange for legal review as appropriate. Recommends to FBCNB any changes that may be necessary.

13.3.2 Finance Committee

Solicits projected financial needs for the next budget period from appropriate officers, staff, committees, and ministry team leaders. Approves and submits to FBCNB an annual budget proposal coordinated with the Church Treasurer and Executive Administrator. Reviews and approves quarterly financial reports to be presented by the Church Treasurer to FBCNB. Reviews and approves recommendations regarding annual budget overages and shortages. Submits recommendations on any financial matters requiring FBCNB approval. Approves and publishes FBCNB's financial policies and procedures, and review/update them as appropriate. Budgets for and ensures an internal or external audit is conducted according to policy.

13.3.3 Missions Committee

Leads FBCNB in fulfilling its missions responsibility locally, statewide, nationally, and internationally. Identifies mission needs and opportunities including new church starts and mission projects. Develops strategies to meet mission needs and goals. Supports missions education and missions initiatives.

13.3.4 Nominating Committee

Identifies members willing to serve on standing committees. Identifies members willing to serve as FBCNB officers in other than pastoral and Deacon Chairman positions. Presents standing committee member and church officer candidates to FBCNB for approval at the last business meeting of the year or as needed.

13.3.5 Personnel Committee / Independent Compensation Committee

Approves and publishes FBCNB's personnel policy, and reviews/updates as appropriate. Approves and publishes personnel procedures. Assists the Senior Pastor and FBCNB when needed in matters related to personnel administration and management. Assists as needed in recruiting and interviewing personnel when an ad hoc committee, standing committee, or staff person has not been designated to do so. Evaluates and reviews employee benefits and salaries annually. Makes budget recommendations to the Finance Committee on employee salaries and benefits.

The Personnel Committee shall also function as an Independent Compensation Committee for the purpose of determining and approving the compensation of the Senior Pastor and any of his family members who may also be employees of FBCNB. The Senior Pastor shall not be the Chairman or a voting member of the Committee. In order to serve their purpose, the Independent Compensation Committee may consider

Bylaws of First Baptist Church New Braunfels, Texas

all duties, performance evaluations, compensation comparability data, and other relevant information. The Senior Pastor shall not participate in the Independent Compensation Committee's discussion and formulation of, or vote regarding, his salary and benefits, or any family member's salary or benefits. The Independent Compensation Committee shall not have voting members that are officers that are employed by FBCNB.

13.4 Ad Hoc Committees

- 13.4.1 An Ad-Hoc Committee has a formal and non-permanent nature. It exists for a defined scope and purpose(s). The typical leadership positions within an ad-hoc committee are, at minimum, Chairperson, Vice Chairperson, and Secretary.
- 13.4.2 A Senior Pastor Search Committee will be formed with nine to twelve members that are elected by FBCNB vote when there is a vacancy in the Senior Pastor position.
- 13.4.3 A Pastoral Search Committee will be formed when the Senior Pastor and the Personnel Committee determine that a vacant pastoral position needs to be filled. Six to nine committee members will be elected for this committee by FBCNB vote.
- 13.4.4 Other ad hoc committees may be created at the recommendation of the pastoral staff or FBCNB standing committee(s). The recommendation should include number of members, clearly defined scope, purpose(s), responsibilities, and duration of the proposed ad hoc committee.

13.5 Committee Meetings

- 13.5.1 Committees shall meet at least annually and determine which committee members will fill its leadership roles. A quorum for a meeting shall consist of at least 50% attendance of the current committee members excluding ex-officio members. Committee meetings are normally open to attendance by FBCNB members.
- 13.5.2 If a committee member is physically unable to attend a committee meeting and desires to participate in the meeting then, at committee specific discretion and provided all members consent, they may do so by real-time telepresence. Voting by proxy is prohibited.
- 13.5.3 Committees may meet electronically provided: all members agree to such a meeting and are notified of the meeting, a quorum is achieved, and the technology used allows committee members present to communicate with each other effectively and in real time. Voting by proxy is prohibited.

13.6 FBCNB Ministry Teams

A Ministry Team is an organized entity within FBCNB not defined as Deacon Body, Standing Committee, or Ad-Hoc Committee and may or may not be of a permanent nature.

The pastoral staff will interview and recruit leaders for the various FBCNB ministry teams. Each ministry team shall be under the leadership a pastoral staff member.

Bylaws of First Baptist Church New Braunfels, Texas

13.6.1 Small Groups Ministry Team

The Small Group ministry is the foundational organization for leading people to faith in the Lord Jesus Christ and for building Great Commission Christians through Bible study groups for all ages that engage people in evangelism, discipleship, fellowship, ministry, and worship.

13.6.2 Women's Ministry Team

The Women's Ministry Team focuses on teaching the Word of God and encouraging the women of FBCNB and our community through activities and events tailored for women.

13.6.3 Men's Ministry Team

The Men's Ministry Team focuses on teaching the Word of God and encouraging the men of FBCNB and our community through activities and events tailored for men.

13.6.4 Other Ministry Teams

Other ministry teams may be formed or dissolved as needed. (i.e., Audio & Video, Baptismal, Bereavement, FBCNB History, Furniture & Furnishings, Hospitality, Library, Lord's Supper, Public Relations, Senior Adult, or Transportation. This list is not inclusive.)

Article 14. Eligibility For Individual Serving With Entities Within FBCNB

14.1 General

14.1.1 The Senior Pastor is an ex-officio officer of all entities named, and his leadership is to be recognized in them.

14.1.2 Membership for Deacon Body, FBCNB officers, and committees shall come from members within FBCNB. Ministry Teams may have non-FBCNB members.

14.2 Deacon

14.2.1 A Deacon shall meet the scriptural qualifications set forth in Acts 6:1-3 and I Timothy 3:8-13. Before a man may be considered for election as a Deacon, he must have been a member of FBCNB for at least six months.

14.3 Standing and Ad Hoc Committees

14.3.1 All FBCNB committee members shall be recommended to FBCNB by the Nominating Committee working closely with the Senior Pastor and pastoral staff. In the absence of a Nominating Committee, recommendations shall come from current committees or pastoral staff.

14.3.2 If a committee member shows a lack of interest, an unwillingness to participate, or will not attend stated meetings then that person will be removed from that committee and a replacement will be enlisted subject to the will of FBCNB. The person removed from a committee may be given the opportunity to become active with another committee.

Bylaws of First Baptist Church New Braunfels, Texas

14.4 Standing Committees Only

- 14.4.1 Committee members shall serve on a three-year rotational system with one-third to be elected by FBCNB each calendar year.
- 14.4.2 After a person has served a three-year commitment on a committee, a period of one calendar year must lapse before they can serve on the same committee again. They can, however, immediately serve on another committee. A person may serve on multiple committees concurrently, but may serve as chairperson on only one committee at a time.
- 14.4.3 If possible, a different person shall be chairperson of the committee each year.
- 14.4.4 Each chairperson of a committee should be prepared to give a report during FBCNB's quarterly business meetings of the activities of their committee.
- 14.4.5 A person or a family member of that person will not be eligible for serving with the Personnel Committee if he or she is employed by FBCNB.
- 14.4.6 FBCNB's Executive Administrator will serve as ex-officio member on the Bylaws, Finance, and Personnel committees.
- 14.4.7 If a committee member resigns or is removed then the new committee member filling that vacant position will serve the remainder of the original term of the position. If at the conclusion of the original term, there is a position open on the same committee with a one or two years term remaining, then the member filling the vacated position may transfer to the open position and remain continuously on the committee. The objective is to have all committee members serve a maximum of three consecutive years on the same committee.

14.5 Ad Hoc Committees Only

- 14.5.1 All ad hoc committee members are elected by FBCNB.

14.6 Ministry Team Leadership Eligibility

- 14.6.1 Only FBCNB members can hold key leadership positions on a ministry team.
- 14.6.2 There are no term limits for leadership positions within a ministry team. Leaders may remain in their position as long as they are passionate and willing to serve.

14.7 Ministry Team Member Qualifications

- 14.7.1 The primary qualifications for serving are a willingness and passion to serve.
- 14.7.2 No term limits will apply to ministry team members.
- 14.7.3 FBCNB members and non-members are encouraged to be involved in ministries for which they have a passion.

Article 15. Transactions of the Church

- 15.1 Subject to Article 10, the members may authorize an individual officer or agent of

Bylaws of First Baptist Church New Braunfels, Texas

FBCNB to enter into a contract or execute and deliver any instrument in the name of and on behalf of FBCNB. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

- 15.2 Policies on handling of financial transactions are maintained by the Finance committee and are recorded in the *FBCNB Operations Manual*.

Article 16. Whistleblower and Grievance Resolution Policies

Whistleblower and Grievance Resolution policies are maintained by the Personnel committee and are recorded in the *FBCNB Operations Manual*.

Article 17. Conflict of Interest Policy

A conflict of interest policy is maintained by the Finance committee and is recorded in the *FBCNB Operations Manual*.

Article 18. Books and Records

18.1 Required Books and Records

FBCNB shall keep correct and complete books and records of account.

18.2 Fiscal Year

The fiscal year of FBCNB shall begin on the first day of October and end on the last day in September in each year.

18.3 Audited Financial Statements

FBCNB shall have each annual financial statement of FBCNB audited as specified in financial policy in the *FBCNB Operations Manual*.

Article 19. Indemnification

- 19.1 FBCNB may provide a trust fund, insurance, or other arrangement to effectuate this Article. As described herein, requests for indemnification shall not be unreasonably withheld.

19.1.1 Mandatory Indemnification

- 19.1.2 To the maximum extent permitted by Code, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of

Bylaws of First Baptist Church New Braunfels, Texas

persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), FBCNB shall indemnify and advance expenses to any person who is or was an officer of FBCNB, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

- 19.1.3 The Proceeding was instituted by reason of the fact that such person is or was an officer of FBCNB; and
- 19.1.4 The officer conducted himself in good faith, and he reasonably believed (a) in the case of conduct in his official capacity with FBCNB, that his conduct was in its best interest; (b) in all other cases, that his conduct was at least not opposed to the best interests of FBCNB; and (c) in the case of any criminal proceeding, that he had no reasonable cause to believe his conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the officer did not meet the standard of conduct herein described.
- 19.1.5 **Permissive Indemnification**
- FBCNB may, to the maximum extent permitted by Code, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of FBCNB, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in Article 19.1.2, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of FBCNB and met the standards of conduct set forth in Article 19.1.4. FBCNB may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of FBCNB to the extent doing so is consistent with public policy or as may be provided by these Bylaws, by contract, or by general or specific action of FBCNB.

Article 20. Miscellaneous Provisions

20.1 Holy Bible Version

The Holy Bible referred to in these Bylaws is the King James Version of the Old and New Testament of the Christian Faith, or any later translation which may be adopted or used by

Bylaws of First Baptist Church New Braunfels, Texas

the members from time to time.

20.2 Construction of Bylaws

These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male, female or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular.

20.3 Seal

The members may adopt a corporate seal.

20.4 Power of Attorney

A person may execute any instrument related to FBCNB by means of a power of attorney if an original executed copy of the power of attorney is provided to the Church Clerk of FBCNB to be kept with FBCNB's records.

20.5 Parties Bound

The Bylaws shall be binding upon and inure to the benefit of FBCNB members, officers, employees, and agents of FBCNB and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

20.6 Christian Alternative Dispute Resolution

In keeping with 1 Corinthians 6:1-8, all disputes, arising out of or relating to these Bylaws or any other church matter, which may arise between any member of FBCNB and FBCNB itself, or between any member of FBCNB and any Pastor, officer, employee, volunteer, agent, or other member of FBCNB, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the *Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation*, or similar faith-based mediation and arbitration group. In the event that the Institute for Christian Conciliation ceases to exist during the course of this Agreement, arbitration under this section shall be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under an

Bylaws of First Baptist Church New Braunfels, Texas

FBCNB insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of FBCNB and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of FBCNB, and shall in no way affect the authority of the church to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

20.7 Definitions

- 20.7.1 Gender and sexuality are determined by the sex (Male or Female) of a person when they are biologically born.
- 20.7.2 Marriage is defined in *The Baptist Faith & Message* statement by the Southern Baptist Convention adopted June 14, 2000 in Section XVIII, "The Family" and in FBCNB policy.

Article 21. Amendments

- 21.1 New Bylaws may be adopted or the current Bylaws may be amended, changed, or repealed (hereafter defined as "modification") by the affirmative vote of a two-thirds supermajority of the members present at a regular or special business meeting.
- 21.2 Before a vote for modifying Bylaws can occur, a proposed modification shall have been presented in writing at a previous business meeting, and a copy provided to each member present at that same meeting. Copies of the proposed modification shall also be made available upon request by any FBCNB member.

Article 22. Emergency Powers and Bylaws

An "emergency" exists for the purposes of this article if at least 50 members cannot readily meet at one time because of some catastrophic event. In the event of an emergency, the members may: (i) modify lines of succession to accommodate the incapacity of any officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the members only needs to be given to those members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. Action taken in good faith during an emergency binds FBCNB and may not be the basis for imposing liability on any officer, employee or agent of FBCNB on the ground that the action was not authorized. The members may also adopt emergency bylaws, subject to amendments or repeal by the full membership, which may include provisions necessary for managing the corporation during an emergency including; (i) procedures for calling a meeting of the members and (ii) quorum requirements for the meeting. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

Bylaws of First Baptist Church New Braunfels, Texas

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CERTIFICATE OF CHURCH CLERK

I certify that I am the duly elected and acting Church Clerk of First Baptist Church of New Braunfels, Texas and that the foregoing Bylaws constitute the Bylaws of First Baptist Church of New Braunfels, Texas. These Bylaws were duly adopted by the supermajority vote of the members of FBCNB on _____

Printed Name: _____

Signature: _____

Date Signed: _____

DRAFT