

Bylaws of

Community Fellowship of East Bernard

For the purpose of establishing and maintaining an organization and place for the worship of the one true God; to provide for Christian fellowship for those of like faith, irrespective of social position or worldly possessions; for the propagation of the Gospel of Jesus Christ both in home and foreign lands, for the establishment of a tax-exempt corporation as defined in the Internal Revenue Code Section 501(c)(3), this church shall be governed by the following Bylaws:

ARTICLE I. NAME

As stated in the Articles of Incorporation, the name of the corporate church shall be *Community Fellowship of East Bernard, herein known as CFEB.*

ARTICLE II. PURPOSES AND POWERS

The purposes for which this Corporation is formed are:

1. To establish a biblical Christian church for the purposes of worship, fellowship, teaching, evangelizing, discipling, and the benevolent care of members, associates, and all receptive persons.
2. To earnestly seek and promote the unity of God's people in the scriptural manner of Godly love, respect, and faithful voluntary cooperation. To that end it shall associate and cooperate freely with other Christian churches and similar organizations whose purposes are congruent with those of CFEB as determined by the Board of Directors.
3. To act as Trustee under any trust incidental to the principal objects of the corporation and to receive, hold, administer and expend funds and property subject to such trust.
4. To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount,

issue and execute promissory notes, warrants and other negotiable or transferable interests subject to all other provisions of the Bylaws.

5. To take, purchase or otherwise acquire; to own, hold, occupy, use and enjoy, manage, improve, develop and work; to grant, sell, exchange, let, demise and otherwise dispose of real estate, buildings; and improvements and every right, interest and estate therein without limit as to the amount thereof and wheresoever the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation or association, or any Federal, State or other Government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated.
6. To purchase or otherwise acquire, to own, hold, use and enjoy, to sell, assign and transfer, exchange or otherwise dispose of, deal in, or deal with personal property of every kind and description without limit as to the amount thereof and wheresoever the same may be situated.
7. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation and to have and exercise all the powers now or hereafter conferred by the Laws of the State of Texas, upon non-profit corporations and only as allowed under Internal Revenue Code Section 501(c)(3).

ARTICLE III. A NON-PROFIT CORPORATION

This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of Texas; the property of this corporation is irrevocably dedicated to religious and charitable purposes, and upon liquidation, dissolution, or abandonment, shall not inure to the benefit of any private person except a fund, foundation, or corporation organized and operated for religious or charitable purposes and as designated in Article XV of these Bylaws.

ARTICLE IV. ORDINANCES

CFEB recognizes the two ordinances found in the scriptures.

1. The ordinance of Baptism.

2. The ordinance of the Lord's Supper.

ARTICLE V. MEMBERSHIP

Section 1. General

Membership in CFEB shall be eligible to all who give evidence to their faith in the Lord Jesus Christ and who voluntarily hold and subscribe to the Core Beliefs of CFEB. This shall be considered accomplished upon receipt by the Pastor, Board Chair or other designee of a signed statement assuring such faith and agreement with the core beliefs.

Section 2. Membership Privileges

Every member, age 18 and above, shall have the right to vote at all elections on matters submitted to the church at the Annual Member Meeting and any other general or specific Member Meeting called by the Board of Directors. Any member, age 18 and above, is eligible to serve in any elected church position for which the member meets the qualifications.

Section 3. Annual Member Meeting

The Board shall hold an Annual Member Meeting in the first quarter of each year. The Board shall publicize to the membership the time, date, location, and agenda of this meeting at least one month in advance of the meeting through both oral and written means. Written means shall be deemed to include generally accepted electronic means of communication. No business shall be conducted at any special or Annual Member Meetings unless one-half (1/2) or more legal members are present to constitute a quorum at a duly-called meeting.

The meeting shall be held for the purposes of:

1. Election of Directors.
2. Consideration of business matters reserved by the Bylaws or the Board to be decided by the membership.
3. Presentation of the annual budget to the membership.
4. Consideration of any other matters deemed appropriate by the Board.

Section 4. Powers Reserved to the Membership

Certain decisions are reserved for a vote of the membership present at either the Annual Member Meeting or at any duly-called Member Meeting. A Member Meeting is considered duly-called when it is called by the Board and its time, date, location and agenda have been publicized broadly to the membership at least one month prior to the meeting. Those decisions reserved to the membership for discussion and action at a duly-called Member Meeting are as follows and require the affirmative vote indicated for passage:

1. The decision to hire or dismiss a pastor - two-thirds (2/3) vote.
2. Any single financial decision that could result in an increase in the annual budget in excess of twenty percent (20) - majority vote.
3. All real estate purchases - majority vote.
4. All decisions to incur indebtedness - two-thirds (2/3) vote.
5. Bylaw revisions - two-thirds (2/3) vote.

Section 5. Membership Meeting Quorum

No business shall be conducted at any Member Meeting unless one-half (1/2) or more legal members are present to constitute a quorum.

Section 6. Membership Roll and Termination of Membership

The Board Secretary shall see to the maintenance of a current Membership Roll. The Secretary may delegate this responsibility to any qualified member or staff person. The Secretary shall use a current Membership Roll to determine the presence of a quorum at any Member Meeting.

A member shall be removed from the Membership Roll without Board action for the following reasons:

- a. Death.
- b. Joining another church.
- c. By personal written request of the member.

A member may be removed from the Roll by a two-thirds (2/3) vote of the Board for the following reasons:

- a. Attempting to cause disharmony in the membership resulting from disagreement with the Core Beliefs of CFEB (see Titus 3:10).

- b. Seeking to cause harm to another member and continuing to do so even after the instructions of Matthew 18:15-17 are followed.
- c. Lack of participation for more than a year.

Removal of a member should always be a last resort prayerfully used only after multiple attempts at correction and restoration (see: Galatians 6:1; Matthew 18:15-17; I Corinthians 5:1-13; James 5:19-20; Luke 17:3-4; Titus 3:10-11).

ARTICLE VI. BOARD OF DIRECTORS

Section 1. General

Administration of church affairs shall be conducted by the duly-elected members of the Board of Directors, herein known as the Board. The Board shall have all authorities for decision-making not reserved herein for the Membership or Lead Pastor. The Board shall be the interpreters of the Bylaws. The Board shall consist of no less than seven (7) and no more than twelve (12) persons. The number of Directors (between 7 and 12) to serve on the Board may be changed annually by the Board in preparation for the Annual Membership Meeting.

The responsibilities of the Board include but are not limited to:

1. Managing the daily business of the church.
2. Providing for teaching and pastoral care for members in the absence of a Lead Pastor and in conjunction with the Lead Pastor.
3. Providing for the selection of a Lead Pastor and other staff members.
4. Nominating new Board members.
5. Creating and approving a church budget, except that certain budget-related items are reserved by the Bylaws for action by the membership.
6. Negotiating rents, contracts, and purchases, though real estate purchases must be approved by the membership as per the Bylaws.
7. Approving expenditures. This may be accomplished through the adoption of an Expenditure Policy that delegates minor recurring expenses to staff approval and larger expenses to a committee to include the Treasurer and at least one other Board member appointed by the Board.
8. Appointing teams and delegating responsibilities to carry out the purposes and business of the church in conjunction with the Lead Pastor.
9. Providing for the teaching and discipling of church members and other voluntary participants.

10. Planning and visioning for the future of the church.
11. Providing for, encouraging, and designating missions actions and giving.

Section 3. Director Nominations, Elections, and Removal

Directors shall be nominated by the Board for open Director positions as determined to be open by the Board. Nominees must be members in good standing. The Board shall consider the qualifications for church leadership provided in scripture when nominating Directors (see: I Timothy 3:1-13; II Timothy 2:1-13; and Titus 1:5-9). The Board shall solicit written recommendations from the membership for persons to be nominated.

Directors shall be elected and installed for three (3) year staggered terms by a majority vote at the Annual Member Meeting. Each nominee must receive a majority vote of the members present in order to be elected. No additional nominations shall be received from the membership at the Annual Member Meeting. Terms shall be staggered such that there will not be a majority elected in any single year after the initial election. Initially-elected Directors shall draw for term lengths of one, two and three years to begin this stagger. Directors shall be considered installed and vested with the authorities and responsibilities provided in the Bylaws after having been presented to the congregation in a weekly worship service as soon as possible following the Annual Member Meeting or following appointment by the Board to fill an open position.

Director positions that become open due to death, resignation, or removal between Annual Member Meetings may either be left open or be filled by the Board by appointment at the discretion of the Board until a Director can be elected at the next Annual Member Meeting. Any such open Director position shall not be counted when determining a quorum for Board Meetings.

Directors shall strive to embody the leadership qualities set forth for church leadership in scripture.

A Director may be removed from the Board by a two-thirds (2/3) vote of a quorum of Directors present at a duly-called Board Meeting for the following reasons:

- a. Any of the reasons provided by the Bylaws for removal of a member.
- b. Failing to be present for at least 2/3 of all duly-called Board Meetings in any twelve (12) month consecutive period.

Section 4. Officers

There shall be four officers elected by and from the Board of Directors annually at the first monthly Board Meeting following the Annual Member Meeting. These officers shall have the following titles and duties:

- 1. PRESIDENT:** The President shall preside over all Board and Member Meetings. He must possess leadership skills and a humble nature.
- 2. VICE-PRESIDENT:** The Vice President must be one who is trusted by the Board with adequate business and leadership gifts to take charge in the President's absence.
- 3. SECRETARY:** The Secretary shall keep and make available minutes of all Board and Member Meetings. The Secretary has primary responsibility for maintaining a current Membership Roll. The Secretary may delegate one or more designated responsibilities to a staff person or other qualified member with Board approval.
- 4. TREASURER:** The Treasurer shall be responsible for keeping all financial records of CFEB. The Treasurer shall be one of the required check signatories. The Treasurer will be responsible for providing financial reports at all Board and Member Meetings. The Treasurer may delegate financial record-keeping responsibilities, but not signatory responsibilities, to a staff person or other Director with Board approval.

Section 5. Transition from Temporary Board of Directors to Board of Directors

All Temporary Directors and Officers shall serve until their respective replacements are installed in accordance with the Bylaws.

Section 6. Board of Directors Meetings

The Board of Directors shall meet at least quarterly or more often as dictated by Board policy. Board Meetings shall be open to members and shall be publicized to the membership at one or more Sunday services prior to the meeting. Business may only be conducted when a majority (quorum) of the Directors is present.

Members of CFEB may be allowed to participate in discussion and debate at the discretion of the presiding officer. Non-members may attend but will not be

recognized for participation in discussion or debate unless the presiding officer recognizes the person as having pertinent input on the item up for discussion.

The Board Chair shall not vote on a matter except in the event of a tie vote among the Directors voting on a matter. In this instance the Chair shall cast a vote to break the tie. Board Meetings shall be conducted generally in accordance with Roberts Rules of Order.

ARTICLE VII. LEAD PASTOR

Section 1. General

The Lead Pastor serves at the discretion of the membership in accordance with ARTICLE 5, Section 4.1. The Lead Pastor shall have primary responsibility for:

- a. Organizing and leading worship services.
- b. Organizing and encouraging pastoral care both for the membership and by the membership to members, affiliates, and other individuals in need of such care in the community and beyond.
- c. Teaching scripture and encouraging the teaching of scripture as the Word of God containing absolute truth and with the power to transform lives for the betterment of God's Kingdom.
- d. The selection of staff persons whose positions have been provided for by Board action. Selection is to be accomplished by the Head Pastor with Board approval of the final candidate for any paid staff position.

The Lead Pastor shall have an advisory role in all other matters relating to the fulfillment of CFEB's purposes and shall provide a Pastor's Report to include pertinent actions taken and actions recommended at each regularly scheduled Board meeting.

Section 2. Selection

The hiring and dismissal of the Lead Pastor is guided by the Board or a Pastor Care Team selected and empowered by the Board. The Pastor Care Team is not a standing committee or team and shall only exist from time to time as deemed appropriate by the Board. Employment action recommendations regarding the Lead Pastor may be delegated by the Board to a Pastor Care Team. A Pastor Care Team is to make recommendations to the Board regarding Pastor care and employment actions, including, but not limited to, the salary and benefits package. In accordance with ARTICLE 5, Section 4 the Board must put the Lead Pastor selection or dismissal to a vote at a duly-called

Member Meeting with the required quorum present before taking definitive employment actions.

Section 3. In the Absence of a Lead Pastor

In the event CFEB is without a Lead Pastor, the responsibilities of the Lead Pastor are to be taken up by the Board and may be delegated as the Board deems appropriate until a Lead Pastor is selected.

ARTICLE VIII. FINANCES

1. All funds needed for the maintenance of CFEB shall be provided by voluntary contributions, tithes, and offerings. Every member shall decide before God what he or she can cheerfully give in support of the purpose of the church. (Malachi 3:10, I Corinthians 16:1-2; Romans 12:8).
2. All offerings shall be counted by at least two members.
3. Deposits must be made promptly in a local bank.
4. Quarterly and annual financial reports will be furnished to the Board and made available to the membership.
5. Checks are required to have two signatures, one of which must be the Treasurer. Other signatories are to be appointed by Board action.
6. All payments must be substantiated with an electronic or hard copy receipt or invoice submitted to the Treasurer or the Treasurer's designee.
7. The Treasurer must be a Director. However, a staff person may be utilized in the day-to-day record-keeping with oversight by the Treasurer.

ARTICLE IX. TEAMS

The Board may create and assign Teams and Team Leaders in service of the church and its purposes. This assignment includes the delegation of responsibilities and management to Teams as determined by the Board.

ARTICLE X. MARRIAGE

CFEB believes that God wonderfully and intentionally creates each person as biologically male or female. These two distinct, complementary genders together reflect the image and nature of God. {Genesis 1:26-27} CFEB believes

in the Biblical definition of marriage as existing only between one man and one woman united in a covenant agreement before God. CFEB staff and facilities will not be available for use in performing or celebrating same sex marriage or unions.

ARTICLE XI. PROPERTY

The Board of Directors of CFEB shall have power to carry out all of the purposes and powers set forth in Article II. Following majority vote by the Board for all items except those for which the Bylaws require otherwise, the President and Treasurer's signature shall be sufficient certificate for negotiating, attesting to, and subscribing to any and all of the provided powers in the Bylaws.

ARTICLE XII. AMENDMENT

These Bylaws may be amended by means of a two thirds (2/3) vote of the members at a duly-called Member Meeting. In the event of failure to achieve the required quorum of members at two successive, duly-called Member Meetings for this purpose, the Board may, at any regular or special Board Meeting, act on behalf of the membership to amend the Bylaws by means of a two-thirds (2/3) vote of the Directors present, provided due notice of such proposed changes shall have been made to the members.

ARTICLE XIII. ORGANIZATION

Said organization is organized exclusively for charitable, religious and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XIV. CONDUCT OF ORGANIZATION

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or

distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XV. DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) to a charitable or religious organization with similar purpose and beliefs as CFEB.

ARTICLE XVI. ADOPTION OF THE BYLAWS.

The foregoing Bylaws were adopted by a two-thirds (2/3) vote of the membership of Community Fellowship of East Bernard _____ day of _____, _____ as certified by:

Ronald Gertson, President of the Temporary Board

Molly Compton, Secretary of the Temporary Board