

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BROADMOOR BAPTIST CHURCH

Preamble

The Church is a fellowship of persons redeemed in Christ Jesus, divinely created and called, and made one under the sovereign rule of God. To preserve the principles of our faith, the spiritual liberties of each individual, and the autonomy of this body, and to provide for the governance of this body, we do declare and establish these Articles of Incorporation.

ARTICLE I  
Name

The name of this organization shall be "Broadmoor Baptist Church of Shreveport, Louisiana." (Hereinafter referred to as "Church.")

ARTICLE II  
Purpose

Broadmoor Baptist Church declares as its primary purpose the worship of Almighty God. To achieve this end, the Church proclaims the gospel of Jesus Christ, seeks the salvation of the unsaved, and discipiles believers to grow in grace according to the teachings of the Bible, God's Word.

ARTICLE III  
Doctrinal Statement

The Church's Doctrinal Statement is set forth in its Bylaws.

ARTICLE IV  
Membership

The membership of this Church shall consist of persons who have accepted Jesus Christ as Lord and Savior; who have obeyed Him in the scriptural ordinance of baptism by immersion; and whose names appear on the membership roll of this Church.

ARTICLE V  
Government

The government of this Church shall be vested in the body of believers who compose its membership, and it shall be subject to the control of no other ecclesiastical body. Appropriate bylaws shall be adopted to implement the Baptist doctrine of local autonomous government.

The business affairs of the Church shall be vested in and managed by a board of directors, elected from the membership of the Church, the extent of whose authority shall be set forth and established in the Bylaws.

## ARTICLE VI

### Officers

The officers of the Church shall be the Chairman of the Board of Directors, Vice-Chairman of the Board of Directors, Secretary of the Board of Directors and such other officers, assistants to the officers, or agents as may be authorized in the Bylaws.

## ARTICLE VII

### Legal Matters

The Church is a nonprofit corporation and may engage in any lawful activity for which corporations may be formed under La. R.S. 12:201 et seq. The duration of this corporation shall be perpetual. This corporation is organized on a non-stock basis, with only one class of membership. Each member shall have equal voting rights and other rights and privileges. The location and address of this corporation is 4110 Youree Drive, Shreveport, Louisiana 71105. The registered agents of this corporation shall be the elected Chairman of the Board of Directors and the Minister of Business Administration.

Notwithstanding any other provision of these articles, the Church shall not carry on any activities not permitted to be carried on:

- (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of a future United States Internal Revenue Law); or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of a future United States Internal Revenue Law). In the event of dissolution, the residual assets of the Church will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or corresponding sections of any future Internal Revenue Code, or the federal, state, or local government for exclusive public purpose.

## ARTICLE VIII

### Indemnification

Each person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Church, or is or was serving at the request of the Church as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to indemnification by the Church against expenses (including attorney's fees), judgments, fines and amounts paid in settlement which were incurred by him or her in connection with such action, suit or proceeding if:

- (a) Such expenses (including attorney's fees), judgments, fines and amounts paid in settlement were actually and reasonably incurred; and
- (b) Such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Church and, reasonably believed he or she was acting within the limits of the authority granted to him or her by the Church; and with respect to any criminal action or proceeding, such person had no reasonable cause to believe his or her conduct was unlawful.

The Board of Directors may authorize the Church to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Church, or is or was serving at the request of the Church as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Church would have the power to indemnify him or her against such liability.

## ARTICLE IX

### Amendments

The Articles may be amended by a vote of two-thirds (2/3) of the members present and voting at a called Sunday business meeting of the Church, provided each proposed amendment shall be offered in writing at a prior regular business meeting of the Church. The Church membership shall be given notice of the language of each proposed amendment and the designated time of voting thereon not less than two (2) weeks prior to the scheduled vote. This notice requirement may be satisfied by any form of written, electronic, digital or verbal communication now or hereafter used to give members notice of Church business meetings.

## BROADMOOR BAPTIST CHURCH

### Bylaws

#### ARTICLE I Doctrinal Statement

##### Section 1. Doctrinal Source.

The Church's doctrinal source is the Bible.

##### Section 2. General Statement of Beliefs.

The 2000 Baptist Faith & Message as adopted by the Southern Baptist Convention represents the Church's summary interpretation of the Bible and provides a general statement of the Church's beliefs.

##### Section 3. Marriage, Gender and Sexuality.

We believe that God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders together reflect the image and nature of God. (Gen. 1:26-27.) Rejection of one's biological gender is a rejection of the image of God within that person.

We believe that the term "marriage" has only one meaning: the uniting of one man and one woman in a single, exclusive union, as delineated in the Bible. (Gen. 2:18-25.) We believe that God intends sexual intimacy to occur only between a man and a woman who are married to each other. (1 Cor. 6:18; 7:2-5; Heb. 13:4.) We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman.

We believe that any form of sexual immorality (including, but not limited to, adultery, fornication, homosexual behavior, bisexual behavior, bestiality, incest and the use of pornography) is sinful and offensive to God. (Matt. 15:18-20; 1 Cor. 6:9-10.) But, we also believe that God desires and offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. (Acts 3:19-21; Rom. 10:9-10; 1 Cor. 6:9-11.)

##### Section 4. Final Authority on Doctrinal Matters.

This Doctrinal Statement does not exhaust the extent of our beliefs. Nor does it purport to anticipate every doctrinal issue the Church may face. Therefore, for purposes of the Church's faith, doctrine, practice, policy, and discipline, our Pastor, with the approval of the Deacons, shall be the Church's final interpretive authority on the Bible's meaning and application.

##### Section 5. Application to Employment, Volunteers and Facility Use.

We believe that, in order to preserve the function and integrity of this Church as the local body of Christ and to provide a biblical role model to the Church's members and the community, it is imperative (a) that all persons employed by the Church as ministers agree to and abide by our Doctrinal Statement, and (b) that all use of any Church facilities must not be contrary to, or inconsistent with, this Doctrinal Statement. In addition, all other persons employed by the Church in any capacity or who serve as volunteers agree at all times to conduct themselves in an ethical manner. Our Pastor, in consultation with the ministerial staff, shall be the

Church's final authority on matters of ethical behavior by all persons employed by the church in any capacity, or who serve as volunteers.

## ARTICLE II

### Membership

The membership of this Church shall consist of persons who have accepted Jesus Christ as Lord and Savior, who have obeyed Him in the scriptural ordinance of baptism by immersion, and whose names appear on the membership roll of this Church.

#### Section 1. Admission to Membership.

A person seeking membership will be received in one of the following ways, subject to the recommendation of the minister(s):

##### 1.1 By Profession of Faith.

A person may be received upon a declaration of the acceptance of Jesus Christ as personal Savior and Lord. The candidate will counsel with one of the ministers and, following baptism by immersion, be admitted into membership.

##### 1.2 By Letter.

A person may be received on promise of letter of recommendation from a Southern Baptist church. The candidate will counsel with one of the ministers, and following receipt of the letter of recommendation, be admitted into membership.

##### 1.3 By Transfer of Membership.

A person of another Christian denomination, having previously accepted Jesus Christ as personal Savior and Lord, following counsel from the minister(s), may be baptized by immersion as a testimony of his or her faith and service and be admitted into membership. However, if the person has been scripturally immersed in another Christian denomination, he or she may be admitted into membership by recommendation of the Pastor.

##### 1.4 By Statement.

A person may, on statement of having accepted Jesus Christ as personal Savior and Lord, having been baptized by immersion, following counsel with the minister(s), be admitted into membership.

#### Section 2. Termination of Membership.

Membership in the Church shall terminate upon the occurrence of any one of the following:

##### 2.1 By death.

2.2 By the Church's granting, upon proper request, a letter of recommendation addressed to another Southern Baptist Church.

2.3 By the Church's granting a request for voluntary withdrawal of membership.

2.4 By the Church's serving notice of withdrawal of membership upon satisfactory evidence that a member has united with a church of another denomination and/or other religious body.

### Section 3. Involuntary Termination of Membership.

All Church discipline shall be handled in a spirit of love and compassion with the goals of restoration and rehabilitation. If discipline becomes necessary, the procedures described in the following scriptures shall be followed: Matthew 18:15-20, I Corinthians 5:1-13, II Thessalonians 3:14-15, and I Timothy 5:19-21. Our Pastor, in consultation with the ministerial staff, shall be the Church's final authority on matters of church discipline.

### Section 4. Duties of Members.

Members of the Church are encouraged to worship, including attending Church services (Hebrews 10:25), praying, praising God, and tithing (giving one-tenth of one's total income to the Lord's work through the Church (Malachi 3:10). Members are also encouraged to work by serving in at least one area of the Church's ministries. Finally, members are encouraged to study the Word of God, witness, and invite and encourage friends, relatives and neighbors to come to Church for the purpose of introducing them to Christ.

### Section 5. Rights of Members.

Each member of this Church shall be entitled to an equal voice and vote in the meetings of the Church.

### Section 6. Record of Membership.

The resident members' records shall be maintained in the records of the Church and designated as the "resident membership file." Records of non-resident members and members for whom insufficient information exists shall be designated the "non-resident membership file."

## ARTICLE III

### Meetings

#### Section 1. Worship Services.

1.1 Worship services will be held each Sunday, customarily both morning and evening, and are open to Church members and visitors. Other activities and services are to be held throughout the week. Ministry small groups normally shall be held each Sunday morning.

1.2 Special religious services to promote revival and evangelistic outreach may be held as called by the Pastor, the Deacons, or by Church vote.

#### Section 2. Business Meetings.

2.1 As a general rule, regular business meetings shall be held at least once each quarter following the monthly Board of Directors meeting. Notice of Church business meetings shall be given by any form of written, electronic, digital or verbal communication now or hereafter used to give members notice of Church activities and events.

2.2 Special business meetings may be called by the Pastor, Chairman of the Board of Directors, or Chairman of the Deacons. Only those matters for which a special business meeting was called may be considered at a special business meeting.

2.3 Notice of a special business meeting and of the purpose for the meeting must be given in the same manner that notice is given for regular Church business meetings as set forth in Article III, Section 2.1.

### Section 3. Annual Meeting.

3.1 The annual meeting of the members of this corporation shall be held at the regular business meeting in March.

3.2 Notice of the annual membership meeting shall be given to the members in advance of the meeting.

3.3 Normal matters of business to be considered at the annual meeting shall include election of members to the Board of Directors and Church committees.

### Section 4. Meeting Procedures.

4.1 The Pastor shall be the moderator of business meetings. In the absence of the Pastor, any two of the following - an Associate Pastor, Chairman of Deacons, Chairman of the Board of Directors - may convene the meeting, and the Executive Pastor (or in his absence, the Chairman of the Board of Directors) shall be the moderator.

4.2 All minutes of Church business meetings shall be kept by the Church Clerk and filed in the office of the Pastor. The minutes shall be made available to any member upon request in the Church office.

4.3 When an item of business appears to threaten the unity of the Church, the moderator may, following ample discussion, refer the motion to an appropriate board or committee with a majority vote of members present and voting. The appropriate board or committee will promptly consider the item and will bring a recommendation to the Church at its next business meeting.

## ARTICLE IV Committees

### Section 1. Definitions.

1.1 Church Committee: A group of individuals which, except for the Nominating Committee and Committee on Committees, is nominated by the Nominating Committee and elected by the Church. A Church committee performs tasks that the entire Church membership acting as a whole could not perform with the same efficiency, dispatch, and expertise. Once created, a Church committee shall exist until dissolved by Church action.

1.2 Ad Hoc Committee: A committee created by Church action to carry out a specific assignment of limited duration. An ad hoc committee shall exist until it completes its assignment or the Church dissolves the committee. Its members shall be elected to serve for the life of the committee unless otherwise provided by Church action.

1.3 Standing Committee: A Church committee recognized and established by the Church's Bylaws, as from time to time duly amended.

1.4 Ex-Officio Member: A person holding a particular office or position who is a member of any committee solely by virtue of the office or position he or she holds. An ex-officio member's membership automatically

terminates when he or she vacates the office or position. The ex-officio member enjoys all privileges of other committee members. The Pastor and the Executive Pastor are ex-officio members of all committees. Ex-officio members may send a non-voting representative to committee meetings in their absence.

1.5 Staff Representative: That staff person(s) assigned to a committee to serve as a liaison between the committee and the Church staff. The staff representative(s) has no voting power but is available for information to aid the committee in discussion and decisions.

### Section 2. Purposes of Church Committees.

Church committees shall collect data, serve the wishes of the Church, and recommend, through proper channels, courses of action to the Church on matters delegated to the committee by the Church. Committees have only that authority to act expressly given by Church action.

### Section 3. Guiding Principles for Committees.

#### 3.1 Committee membership:

- (a) The number of persons nominated by the Nominating Committee for each committee shall be determined by the Committee on Committees unless otherwise designated by these Bylaws.
- (b) Members of each committee shall be faithful Church members and shall reflect their commitment to the lordship of Jesus Christ in their daily affairs.
- (c) No committee member, except members of the Historical Committee, shall serve for more than three (3) consecutive years on a particular committee. After serving a maximum of three (3) consecutive years on a committee, a person is not eligible for re-election to the same committee for a period of one (1) year. However, upon recommendation of the Nominating Committee, this re-election provision may be suspended by Church action.
- (d) Each committee member shall be elected at each annual meeting of the Church membership and will be eligible for re-election until three consecutive years have been served.
- (e) The Nominating Committee shall nominate replacements for approximately one-third of the membership of each committee each year.
- (f) A Church staff member shall serve as a staff representative for each committee. The staff representative for each committee will be assigned by the Personnel Committee.

#### 3.2 Committee Action:

- (a) If requested to do so, all committees shall present a written report summarizing their activities to the Committee on Committees at least annually.

- (b) Committee action requiring review by the Board of Directors before Church approval shall be submitted to the Board for its concurrence and/or comment as provided in these Bylaws.
- (c) A majority of the Church committee members must approve any recommendation submitted to the Church. If a dissenting Church committee member(s) prepares a written minority report, it shall be presented to the Board of Directors before submission by the member(s) to any other body.
- (d) The Church limits the authority of each Church committee by its responsibilities and budget, within available funds.
- (e) Any Church member may submit a written request to the appropriate Church committee for action. The committee shall respond to a Church member's request within a reasonable time.
- (f) The Church committee chairperson shall encourage the committee members to attend Church business meetings and shall attend Church business meetings or send a representative.
- (g) Church funded committees shall prepare and submit annual budget recommendations for their ministries to the board or committee responsible for formulating and submitting budget recommendations to the Church.

3.3 Committee Officers:

- (a) The Chairpersons of the Committee on Committees and the Nominating Committee shall be elected by the members of each respective committee. The Chairpersons of all other committees shall be nominated by the Nominating Committee and elected by the Church. No person shall serve as chairperson of more than one committee at a time.
- (b) At its first organizational meeting, each committee shall elect from its membership a Vice-Chairman and Secretary to serve for a term of one (1) year.

3.4 Committee Formation and Responsibilities:

- (a) The Committee on Committees shall provide each committee, except for the Standing Committees, with a clearly-defined job description, updated annually, describing the duties and responsibilities of the committee as approved by the Church.
- (b) Any Church member may submit a written request for formation of a new committee to the Committee on Committees.

Section 4. Standing Church Committees.

4.1 The Standing Church committees shall be:

- (a) The Committee on Committees
- (b) The Nominating Committee
- (c) The Personnel Committee
- (d) The Budget Committee

(e) The Missions Committee

4.2 No person may serve simultaneously on more than one standing committee, except the Committee on Committees.

4.3 Nominees for any standing committee must have been a resident Church member for at least eighteen (18) months prior to nomination.

Section 5. Committee on Committees.

5.1 General. The Committee on Committees shall consist of six (6) members elected by the Church serving three-year staggered terms. For initial composition, two members shall be nominated by the Board of Directors for three-year terms; two members shall be nominated by the Deacons for two-year terms; two members shall be nominated by the Nominating Committee for one-year terms. Thereafter, when any position is vacated, the original nominating authority will nominate the replacement. Ex-officio members shall be the Chairmen of Deacons and Directors and the W.M.U. Director. The committee membership shall elect its chairman, vice-chairman, and secretary each year at the first meeting of the committee.

52 Purpose. The purpose of the Committee on Committees is to (a) recommend to the Church the formation of new committees with their sizes, purposes, and responsibilities, (b) recommend elimination of committees, (c) continually review and monitor the purposes and responsibilities of committees and recommend change where needed. The purpose of the Committee on Committees shall not preclude formation of committees by Church action as set forth in these Bylaws.

53 Responsibilities:

- (a) Make annual review of the functions and responsibilities of Church committees and recommend to the Church any needed changes.
- (b) Work in conjunction with the Church staff in monitoring the changing needs of the Church, recommending the creation or elimination of Church committees.
- (c) Assist the Church Nominating Committee by working in concert with the Church staff in periodic updates of information relative to Church members' talents, gifts, and interests through productive member surveys.
- (d) Perform any special tasks assigned by the Church from time to time.

Section 6. Nominating Committee

6.1 General. In an effort to provide broad representation from the entire Church body, the Nominating Committee shall consist of twelve elected members, plus the Chairman of the Deacons, the Chairman of the Board of Directors, and the W.M.U. Director, as ex- officio members. After the initial terms set forth below, the elected members shall serve three-year terms.

Members of the Nominating Committee will be nominated by elections in the Church's Adult Sunday School divisions (in accordance with

the process set forth below) and will be elected by the Church. No division will nominate more than one person at a time from any department within that division, and no department will have more than one elected member. Service roll personnel will be included in their regular Sunday School departments.

Initially, the Singles Division (which shall include the Pastor's Class), the Young Adult Division, the Middle Adult Division, and the Senior Adult Division will each nominate three persons to be elected to the Nominating Committee: one to serve an initial one-year term, one to serve an initial two-year term, and one to serve an initial three-year term. Thereafter, when any position is vacated, the division which originally nominated the person to fill that position will nominate the replacement.

62 Purpose. The Nominating Committee shall recommend to the Church nominees for the Board of Directors and all committees formed through Church action, except as otherwise established by these Bylaws.

63 Responsibilities:

- (a) Make annual review of the membership of Church committees and recommend persons to fill vacancies in the committees, except as otherwise provided in these Bylaws.
- (b) Collect and review information relative to Church members' talents, gifts and interests through productive member surveys.
- (c) Assure that all members nominated for each committee qualify under these Bylaws and possess the spiritual gifts necessary to provide effective input to the committee for which the member is nominated.
- (d) Perform any special tasks assigned by the Church from time to time.

Section 7. Personnel Committee.

7.1 General. The Personnel Committee shall consist of nine (9) members serving staggered terms, plus, as ex-officio members, the Chairmen of Deacons and Directors. The committee members shall elect their vice-chairman and secretary each year at the first meeting of the committee.

7.2 Purpose. The purpose of the Personnel Committee is to represent the Church in all matters related to employed personnel in accordance with the Church Personnel Policy Manual, and subject to the provisions of these Bylaws.

7.3 Responsibilities. The responsibilities of this committee fall in three (3) major areas: employment, compensation, and other.

(a) Employment

- 1. In consultation with the Pastor and staff supervisor, this committee shall have the responsibility of recruiting and recommending to the Church all ministerial staff except the pastor. Ministerial staff shall include all employed ordained clergy and non-ordained staff

directors. Other ministerial positions may be created (except Pastor) in consultation with the pastor, following Church approval. When a vacancy occurs or any new position is created, the Personnel Committee may become the search committee. If the Church or the personnel committee deems that an ad hoc search committee is needed, the Nominating Committee shall recommend members of such committee to the Church.

2. The Personnel Committee working jointly with the Pastor, shall make recommendations to the Deacons and Board of Directors concerning discipline and discharge of all ministers and directors, except the Pastor.
3. The Pastor and each ministerial staff member shall be responsible for the employment, discipline, and discharge of those staff members directly answerable to him or her as determined by the Church Personnel Policy Manual.
4. This committee shall propose modifications of the Church Personnel Policy Manual to the Church, if needed.

(b) Compensation. Within the limitations set by the Church budget, this committee shall be responsible for determining appropriate compensation and benefits (insurance benefits subject to provision of Article X, Section 7.6b) for all Church employees. The Board of Directors must approve any changes in compensation or benefits, provided however, that such approval is intended merely as a "check and balance," and not as authorization for the Board of Directors to replicate the work of the Personnel Committee. Ministerial staff members shall make recommendations for all non-ministerial staff members directly answerable to them.

(c) Other.

1. This committee shall be a ministry support group on behalf of the Church to members of the Church staff.
2. This committee shall assist in staff transition support as necessary. Any transition expenditures shall be approved by the Board of Directors.

#### Section 8. Budget Committee.

8.1 General. The Church Budget Committee shall consist of nine (9) members serving staggered terms, plus, as ex-officio members, the Chairmen of Deacons and Directors, the Vice Chairman of the Directors, and Treasurer of the Directors. The committee members shall elect their vice-chairman and secretary each year at the first meeting of the committee.

8.2 Purpose. The purpose of the Church Budget Committee is to oversee the annual budgeting process of the Church.

8.3 Responsibilities:

- (a) Develop, in conjunction with the Church staff and the Board of Directors, the annual calendar of stewardship planning.
- (b) Develop the annual Church Budget in cooperation and consultation with the various Church committees and Church staff.
- (c) Review the annual Church Budget in a combined meeting of the Boards of Directors and Deacons.
- (d) Promote and encourage the Church in the subscription of the annual Church Budget.
- (e) Present the proposed Church Budget to the Church for adoption.
- (f) Recommend policies and procedures for developing the annual budgets.

Section 9. Missions Committee.

9.1 General. The Missions Committee shall consist of nine (9) members serving staggered terms, plus, as ex-officio member, the W.M.U. Director. The committee members shall elect their vice-chairman and secretary each year at the first meeting of the committee.

9.2 Purpose. The purpose of the Missions Committee is to discover, analyze, and involve the Church in mission action, to supervise all mission funds except those of the W.M.U., and to oversee the Church-owned missionary residence(s).

9.3 Responsibilities:

- (a) Lead the Church in developing volunteer programs of missions involvement at the local, state, national, and international levels that will meet the needs of those to whom we should minister.
- (b) Develop a program of enlistment of volunteers for special mission opportunities.
- (c) Continually evaluate the Church missions programs and make recommendations for change wherever needed.
- (d) Serve as a liaison between our church and the association, state and convention, wherever missions are involved.
- (e) Supervise and report to the Church the expenditure of non-designated mission funds.
- (f) Schedule the use of the Church-owned missionary residence(s).
- (g) Work closely with the Church Properties Committee on any needed repairs and/or renovations of Church-owned missionary residence(s).
- (h) Prepare, in consultation with the Pastor and Staff Representative, an annual budget for recommendation to the Church Budget Committee.

## Section 10. Building Committee.

10.1 General. The Church Building Committee shall be an ad hoc committee and shall consist of nine (9) members, plus ex-officio members: Chairman of Deacons, Chairman of Directors, Chairman of Property Committee, Chairman of the Long Range Planning Committee and W.M.U. Director. Committee membership shall elect their vice-chairman and secretary each year at the first meeting of the committee.

10.2 Purpose. The purpose of the Church Building Committee is to assist the Church in implementing Church-approved building projects.

### 10.3 Responsibilities:

- (a) Develop plans to build new facilities or renovate/expand existing facilities.
- (b) Review planned activity with the Board of Directors.
- (c) Recommend to the Church for adoption plans of acquisition, building or renovation, including the hiring of architectural firm as required by the project.
- (d) Work with the architect, present design plans and a project budget to the Church for adoption.
- (e) Work with the architect, obtain bids for project(s) and award construction contracts within the budget approved by the Church.
- (f) Maintain a close liaison with the architect during the construction phase of the project.
- (g) Develop a plan for furnishing and preparing the facility for use and work with the Church staff in the preparation and dedication of the facility.
- (h) Provide information to the Insurance Committee to aid in securing adequate coverage for the completed facility.

10.4 Staff Representative: Minister of Business Administration

## Article V Pastor

Section 1. Qualifications. The Pastor shall be a duly ordained Southern Baptist minister who meets the scriptural qualifications found in I Timothy 3:1-7, places the proclamation of the Gospel of Jesus Christ foremost in his ministry, and provides spiritual leadership for the Church.

## Section 2. Selection and Call.

2.1 When a vacancy in the position of the Pastor occurs, the ministerial staff shall see that the pulpit is supplied. In consultation with the ministerial staff, the Chairman of the Board of Directors, and the Chairman of the Deacons, the Church's Personnel Committee shall recommend to the Church, and the Church shall elect an interim pastor to serve during the vacancy. The interim pastor shall not be considered as a pastoral candidate while serving as interim but may be considered after resigning from that position.

22 Upon recommendation and majority vote of the Board of Directors, a Pastor Search Committee shall be formed, which shall be an ad hoc committee consisting of twelve (12) [not less than (10) ten] resident Church members. Vacancies on the committee need not be filled unless the membership falls below ten (10). The Nominating Committee shall recommend to the Church twelve (12) nominees to fill the Pastor Search Committee, and the Church shall elect twelve (12) members of the committee. The Nominating Committee shall endeavor to recommend a slate of nominees who represent a cross-section of the Church membership. Nominations from the floor will be permitted. The Pastor Search Committee shall elect its chairman, vice-chairman, and secretary from among its members.

23 The Pastor Search Committee shall be empowered, prayerfully and with the guidance of the Holy Spirit, to seek out and recommend a pastoral candidate to the Church. Only one (1) candidate at a time shall be recommended to the Church. The Pastor Search Committee shall advise the Church of its progress through monthly reports given at Sunday morning worship services.

24 The Finance Committee of the Board of Directors, the Chairman of the Personnel Committee, and the Pastor Search Committee, as a group, are hereby empowered by the Church to determine the compensation package and transition expenditures to be recommended to the Church. Such compensation package shall be presented in writing to the Church.

25 The pastoral candidate shall be invited to meet with the Deacons, the Board of Directors, the ministerial staff, and any other interested Church members in one or more informal meetings so that the Church and the candidate can come to know each other. Following such meeting(s), the candidate shall preach at a Sunday worship service in view of a call. A business meeting shall be held on that Sunday to vote on whether to call the Pastoral candidate.

26 The quorum for a vote on a call shall be twenty-five percent (25%) of the resident Church membership, and an affirmative vote of seventy-five (75%) of those members present and voting shall be required to call a Pastor.

27 After a call is extended and accepted, the Pastor Search Committee shall assist the new Pastor in making the transition to the Church. After that time, the duties of the Pastor Search Committee shall cease.

### Section 3. Duties.

The Pastor shall be the spiritual leader of the Church and shall have authority over the worship services. He shall work with the Deacons and Church staff in leading the Church to engage in worship, education, ministry, and evangelism. In accordance with the Church's Personnel Manual, the Pastor shall ultimately supervise all ministerial staff. He shall serve as moderator in all business meetings. The Pastor, as the spiritual leader, will be accountable to God and the Church with respect to his personal life and his biblical duties. Other specific duties of the Pastor shall be as set forth from time to time in the Church's Personnel Manual.

#### Section 4. Voluntary Termination.

The Pastor shall serve for an indefinite period. The relationship between the Pastor and the Church can be terminated by the Pastor's giving written notice one (1) month prior to the termination date or on such terms as may be mutually acceptable.

#### Section 5. Involuntary Termination.

With the concurrence of the Board of Directors, Personnel Committee, and the Deacons, the Deacons may recommend to the Church the involuntary termination of the Pastor. A majority vote of resident members present and voting at a special called business meeting will be required for dismissal. A quorum of twenty-five (25%) of the resident membership shall be required. The vote shall be by written secret ballot. The moderator shall be the Chairman of Deacons. The Board of Directors shall be authorized to determine a severance package for the terminated Pastor.

### ARTICLE VI DEACONS

#### Section 1. Qualifications.

- 1.1 All deacons shall be men who meet the scriptural qualifications found in I Timothy 3:1-12.
- 1.2 The Deacon Personnel Manual will also be used for determination of qualifications for ordination and continued service.

#### Section 2. Service.

Active deacons shall serve indefinitely. An active deacon may elect to go on reserve status at any time. After one year reserve status, if a deacon cannot (or opts not to) return to active status, he shall be placed on inactive status. An inactive deacon may request a return to active status at any time and, upon recommendation of the Deacon Personnel Committee and approval by a majority vote of the Deacons at a regular or called meeting, will be returned to active status. As the need arises for additional active deacons, the Deacon Personnel Committee, in consultation with the Pastor and Chairman of Deacons, will initiate a canvass of the Church for nominees. The committee will review the names and present a list of nominees to the Deacons for approval. The Deacons will vote on these nominees and recommend and submit the name of each approved candidate to the Church for approval.

#### Section 3. Duties.

The Deacons shall cooperate with the Pastor and support him in the discharge of his duties in the spirit of Acts 6:1-6. They will also cooperate with the Pastor in the direction of the ministries of the Church and shall recommend policies, as needed, for approval by the Church. They shall also consider matters of discipline in accordance with Article II, Section 3.

#### Section 4. Meetings.

Regular meetings of the Deacons shall be held monthly. Special meetings may be held as often as necessary and at special times as may be desirable, when called by the Pastor or Chairman or Vice-Chairman of the Deacons. Active deacons shall be notified of all meetings. Only active deacons shall have voting

privileges at any meeting, regular or special. Any matter presented to the Deacons shall be decided by the vote of a majority of those present and voting.

## ARTICLE VII MINISTERIAL STAFF

### Section 1.

The Personnel Committee shall review requests concerning the ministerial staff and shall recruit and recommend to the Church the calling of all ministerial staff to fill vacancies or new positions. The Personnel Committee shall work in consultation with the Pastor and the staff supervisor where applicable to receive recommendations, screen and interview prospective staff candidates.

### Section 2.

The prospective staff candidate shall be presented before the appropriate ministry area in a suitable forum. The prospective candidate shall also be presented by the Chairman of the Personnel Committee to the Deacons and the Board of Directors. The presentation shall include title, job description, biographical sketch, and salary and benefit package. Upon the joint recommendation of the Personnel Committee, the Deacons and the Board of Directors, the prospective candidate shall be presented to the Church for approval.

### Section 3.

An affirmative vote of the majority of those members present and voting at a regular business meeting or meeting called for that purpose shall be required to call a ministerial staff person.

### Section 4.

All ministerial staff shall work within the duties described in the Church Personnel Policy Manual.

### Section 5.

All ministerial staff shall serve for an indefinite period of time. The relationship may be dissolved by the ministerial staff person or by the Church as outlined in the Church Personnel Policy Manual.

### Section 6.

6.1 The Pastor or Personnel Committee may place any ministerial staff person on paid leave pending action under 6.2 following.

6.2 Upon the joint recommendation of the Pastor and the Personnel Committee to the Deacons and Board of Directors, a majority of the Deacons and the Board of Directors may recommend to the Church the involuntary termination of a ministerial staff person. Notice of this joint recommendation shall be given to the Church in the manner specified in Article III, Section 2.1 before a vote may be taken for involuntary termination. A majority of those present and voting at a regular or special business meeting is required for involuntary termination.

### Section 7.

The Personnel Committee and the Pastor may prepare a severance package for the terminated staff member and present it to the Board of Directors for approval.

## ARTICLE VIII OTHER CHURCH STAFF

### Section 1.

In consultation with the responsible staff member(s), the Personnel Committee shall oversee the employment, discipline and discharge of the other Church staff, in accordance with the Church Personnel Policy Manual.

### Section 2.

All other Church staff shall work within the duties described in the Church Personnel Policy Manual.

### Section 3.

Selection of other Church staff shall be reported to the Board of Directors by the Personnel Committee.

### Section 4.

Other Church staff may terminate their relationship to the Church as outlined in the Church Personnel Policy Manual.

## ARTICLE IX CHURCH CLERK

### Section 1.

The Pastor's Executive Secretary shall serve as the Church Clerk.

### Section 2.

The Church Clerk shall keep a correct record of all business proceedings of the Church and shall have general supervision of the Church Roll. In the absence of the Church Clerk, a temporary clerk shall be appointed by the Pastor or at a business meeting by the presiding moderator. The Church Clerk shall issue and attest all letters of dismissal, commendation, and transfer, or cause same to be done, and shall prepare or cause to be prepared the Annual Associational Church Letter. The Church Clerk shall give notice of all meetings as and when such notice is required by these Bylaws.

## ARTICLE X BOARD OF DIRECTORS

### Section 1. Composition, Number and Qualification.

The Board of Directors of the Church shall be comprised of no more than twenty (20) members, plus, as ex-officio members, the Past Chairman, the Pastor, the Executive Pastor, the Minister of Business Administration (non-voting), the Treasurer, the Chairman of the Deacons, and the Chairmen of the Budget, Personnel, and Mission Committees. All members of the Board of Directors, except ex-officio members, shall have been members of the Church for at least eighteen (18) continuous months prior to their election to the Board and shall fulfill all of the Duties of Members as set forth in Article II, Section 4 of these Bylaws.

### Section 2. Term of Office.

All members of the Board of Directors, except ex-officio members, shall serve for a term of four (4) years, and thereafter, shall be ineligible for re-election until the lapse of one (1) year. The terms of one-fourth (1/4) of the elected members of the Board of Directors shall expire each year. Unless membership

ceases by reason of resignation or removal, all members of the Board of Directors shall serve until their successors have been duly elected.

Section 3. Election.

At each annual meeting of the Church, the Nominating Committee shall submit to the Church a list of qualified nominees to replace the members of the Board of Directors whose terms expire that year and whose offices remain vacant from the preceding year. Nominations from the floor shall not be precluded, subject to the qualifications in Article X, Section 1, and acceptance by the nominee. At such meeting, the Church shall elect the appropriate number of Directors to fill the open offices. The terms of the newly elected Directors shall begin at the beginning of the fiscal year following the date of their election.

Section 4. Resignation, Removal and Vacancies.

A Director may resign at any time by giving notice in writing to the Board of Directors. Resignation shall take effect at the time specified in the notice. A Director shall be removed from office upon cessation of membership in the Church. A Director may be removed from office by the majority vote of the remaining Directors upon failure to attend more than three (3) regular meetings of the Board of Directors during any fiscal year, or upon failure to maintain the qualifications for membership on the Board of Directors. Unless the Church directs otherwise, any vacancies on the Board of Directors caused by resignation or removal shall be filled as soon as practicable.

Section 5. Meetings.

Regular meetings of the Board of Directors shall be held monthly. Notice shall be required for all meetings. Special meetings of the Board of Directors may be held when called by the Chairman of the Board of Directors, the Pastor, or any five (5) Directors. The person or persons calling a special meeting shall give notice to all of the Directors of the time, place, and purpose of the special meeting. Business transacted at a special meeting shall be confined to the purpose or purposes for which the meeting was called.

Section 6. Quorum.

The presence of a majority of the Directors shall constitute a quorum for conducting business, and any question coming before the Board of Directors shall be determined by a majority vote of those present and voting.

Section 7. Officers.

The officers of the Board of Directors and of the Corporation shall be the Chairman, Vice Chairman, and Secretary. The officers shall be elected by the Board of Directors from among its membership and shall serve for one year terms or until their successors are duly elected. No Church employee nor ex-officio member of the Board of Directors shall be eligible for election to the office of Chairman, Vice Chairman or Secretary of the Board of Directors. Other officers of the Board of Directors shall be the Past Chairman and the Treasurer. The Past Chairman shall be the person who served as the immediate past Chairman of the Board of Directors. The Treasurer shall be elected annually by the Board of Directors from among the Church membership and shall meet the same qualifications as required for membership on the Board of Directors. The Treasurer may serve as such for not more than (5) five successive years and may

not be considered for re-election until an interval of at least (1) one year has passed. The Board of Directors, at its discretion, may appoint an assistant treasurer from its Finance Committee if the need arises.

Two (2) months prior to the beginning of the fiscal year, a nominating committee of not less than three (3) members of the Board of Directors shall be elected by the Board of Directors. One (1) month prior to the beginning of the fiscal year, the nominating committee shall submit a slate of nominees for officers and members of Board committees to replace the officers and the members of Board committees whose terms expire. The new officers and the new members of Board Committees shall be elected at that time.

7.1 Chairman.

The Chairman shall be the active executive officer of the Corporation and the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors and, in general, shall perform all duties incident to the office of the Chairman and such other duties as, from time to time, may be assigned to the Chairman by the Board of Directors.

7.2 Vice Chairman.

The Vice Chairman shall perform such duties as are given to him or her by these Bylaws or as may be assigned to the Vice Chairman by the Board of Directors or by the Chairman. At the request of, or in the absence or disability of the Chairman, the Vice Chairman shall perform all the duties of the Chairman. When so acting, the Vice Chairman shall have all the powers of and be subject to all the restrictions upon the Chairman.

7.3 Secretary.

The Secretary shall act as secretary at all meetings of the Board of Directors and shall perform such other duties as may be required from time to time by the Board of Directors or the Chairman. The Secretary shall see that all notices are given in accordance with the provisions of the Bylaws or as required by law. The names and addresses of the members of the Board shall be maintained in the records of the Church by the Secretary.

7.4 Past Chairman.

The Past Chairman shall advise and consult with the new Chairman and shall generally assist the new Chairman in the assumption of his or her duties.

7.5 Treasurer.

The Treasurer of the Board shall be a member of the Board's Finance Committee and shall perform the duties as may be required from time to time by the Board of Directors or the Chairman.

7.6 Standing Board Committees.

The Board of Directors shall have two standing committees: a Finance Committee and an Insurance Committee. The Finance committee shall be comprised of three (3) members of the Board of Directors who shall be elected by the Board of Directors annually, plus the Vice-Chairman and the Treasurer of the Board as ex-officio members. The Insurance Committee shall be comprised of five (5) members who shall be elected by the Board of Directors annually. At least (3) three members of the Insurance

Committee shall be members of the Board of Directors, and the remaining (2) two members may, but need not, be members of the Board of Directors. Any member of the Insurance Committee who is not also a member of the Board of Directors shall serve in an advisory capacity only and shall not have the voting rights of a member of the Board of Directors. Members of both committees may be elected to serve successive terms, but no member of the Board of Directors shall serve on both committees at the same time.

(a) Finance Committee.

The Vice Chairman of the Board of Directors shall be the Chairman of the Finance Committee. The Finance Committee shall meet monthly to review the corporation's monthly financial statement and shall report its findings and recommendations, if any, to the Board of Directors. The Finance Committee shall recommend to the Board of Directors the public accountants to perform an annual audit for the corporation. The Finance Committee shall assist the Minister of Business Administration in the financial operations of the corporation including the performance and review of the annual audit for the corporation.

(b) Insurance Committee.

The Insurance Committee shall research and recommend to the Board of Directors the acquisition and maintenance of all insurance coverage acquired by the corporation. With respect to insurance coverage particularly affecting the personnel of the corporation (i.e. life, health, and disability), the Church Personnel Committee shall consult with and work in conjunction with the Insurance Committee.

7.7 Other Officers and Committees.

In addition to these heretofore mentioned, the Board of Directors may elect other officers, committees, and agents (chosen from within and outside of its own membership) to have such authority and to perform such duties for the Board of Directors as the Board of Directors may determine. The Board of Directors may delegate to any of these officers or committees the power to appoint any subordinate officers, committees, or agents. Such committees may not function as Church committees and have recommending power only to the Board of Directors.

7.8 Resignation or Removal.

Any officer or board committee member may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the time specified therein. Any officer or board committee member serves at the pleasure of the majority of the Board of Directors.

7.9 Vacancies.

Should a vacancy occur in the office of Chairman, Vice Chairman, Secretary or Treasurer, the Board of Directors shall, as soon as practicable, elect a replacement.

## Section 8. Duties and Responsibilities.

The Board of Directors shall administer, or oversee and review the administration of, all legal and financial affairs of this corporation which are not specifically delegated to another committee, person, or organization.

### 8.1      Budget Process.

The proposed Church Budget prepared by the Church Budget Committee shall be presented to and considered by a joint meeting of the Board of Directors and Deacons.

### 8.2      Budget Review and Oversight.

The Board of Directors shall review and oversee the administration of the Church Budget. A detailed monthly financial statement shall be presented to the Board of Directors at each regular meeting for review and approval. Church funds will be disbursed only in accordance with the Church Budget. Nevertheless, the Board of Directors shall have authority to make adjustments in amounts allocated to line items in the Church Budget, provided that (a) adjustments from any line item shall not exceed \$500 (five hundred dollars) or ten percent (10%) of the line item, whichever is greater, and (b) adjustments shall not result in an increase in the total amount of the Church Budget. Any exception to (a) or (b) requires Church approval.

### 8.3      Unbudgeted Items.

Requests for unbudgeted expenditures shall be presented to the Board of Directors for their consideration and recommendation to the Church. Where emergency circumstances do not reasonably permit prior consideration by the Church, the Board of Directors may approve a request for unbudgeted expenditures, provided that a report of such action is given to the Church at the next Church business meeting.

### 8.4      Annual Audit.

As soon as practical, after the close of each fiscal year, the Board of Directors shall cause an audit to be made of the corporation's financial affairs. The Board of Directors shall review and approve the annual audit and shall report the results thereof to the Church.

### 8.5      Insurance.

The Board of Directors shall review and oversee the acquisition and maintenance of all insurance acquired by the corporation.

### 8.6      Acceptance of Gifts.

The Board of Directors shall have authority to accept or reject all gifts made to the corporation subject to Article XIII, Section 3.

### 8.7      Legal and Financial Transactions.

At the direction of the Church, the Chairman, Vice Chairman, or any other person or persons delegated by the Board of Directors, shall be authorized to execute and deliver or receive all manner of contracts, agreements, documents, or instruments on behalf of the corporation. The Board of Directors may engage legal counsel on behalf of the corporation.

## ARTICLE XI CHURCH ORGANIZATIONS

Church organizations are those which the Church or a ministry of the Church may initiate or specifically approve. No individual, or group of individuals, shall institute, organize, or form any other organization without prior approval, by vote, of the Church.

## ARTICLE XII GOVERNMENT

### Section 1. Election of Messengers.

At any regular worship, business or special service the Church may select messengers to attend any association or convention meeting. Potential messengers should volunteer their availability to the Church Clerk with sufficient notice.

### Section 2. Motions.

All motions to be presented from committees, the Board of Directors, the Deacons, and other Church organizations shall be put on the agenda by the Church Clerk at least forty-eight (48) hours in advance of a Church business conference. Notwithstanding any individual member's right to bring a motion from the floor to amend the agenda, motions first should be brought directly to an appropriate committee. If necessary, the committee may refer the matter to the proper board, before being considered in Church conference.

If an individual member's motion is declined by the committee, board, or organization the individual may request that the motion be added to the Church business meeting agenda by notifying the Church Clerk at least one week in advance of the Church business meeting.

### Section 3. Quorum

Unless otherwise provided in these Bylaws, a quorum of any committee, organization, or duly constituted body of the Church for the transaction of business at any business meeting shall consist of a majority of the total members of any such committee, organization, or duly constituted body of the Church.

Furthermore, for the transaction of business, a quorum shall consist of at least one hundred (100) resident members at any business conference.

### Section 4. Voting.

Unless otherwise provided in these Bylaws, all actions by the Church shall be by majority vote of the Church members present and voting. Unless otherwise specified, all actions by any committee, board, organization or duly constituted body of the Church shall be by majority vote of the total number of members of such committee or organization.

### Section 5. Minutes and Filing.

Every committee, organization, or duly constituted body of the Church shall keep its own minutes of all meetings.

### Section 6. Rules of Order.

All proceedings of the Church or any committee or organization thereof shall be conducted in conformity with Robert's Rules of Order, Newly Revised, unless inconsistent with the rules laid down herein.

## ARTICLE XIII FISCAL POLICY

### Section 1. Fiscal Year.

For fiscal purposes, the Church year will be from April 1 through March 31.

### Section 2. Church Financing.

2.1 All Church programs will be financed by tithes and offerings made through the Church Budget.

2.2 No expenditure of Church funds may be made for any purpose unless the expenditure is approved in the Church Budget or expenditure is made from gifts in accordance with Article XIII, Section 3, and payment is authorized according to Church policy and procedures for making Church expenditures.

### Section 3. Gifts.

3.1 Gifts may be accepted by the Church:

- (a) If undesignated for the Church Budget,
- (b) If designated for a specific Church account, or
- (c) If designated for a cause approved by the Church.

3.2 Gifts accepted by the Church will conform to the Internal Revenue Code.

### Section 4. Budget Process.

The Budget Committee shall propose a budget in cooperation with the ministers and committees of the Church. In the event the Budget Committee determines adjustments are necessary in the proposed budget, the recommended adjustments shall be made by the affected ministers or committees.

## ARTICLE XIV COOPERATION

### Section 1. Scope.

Broadmoor Baptist Church shall cooperate voluntarily with other Christian churches of like doctrine through conventions, associations, and other efforts devoted to the propagation of the Gospel.

### Section 2. Method.

Such cooperation may be manifested by:

- (a) Contributing money (funds),
- (b) Sending elected messengers to meetings of the groups,
- (c) Making available members to serve on boards, committees, etc., and
- (d) Adopting recommendations or actions taken by any such conventions, associations, or organizations.

### Section 3. Sovereignty.

In such cooperation, however, this Church shall retain its full independence of action and government and shall not compromise any of its doctrine or surrender any of its prerogatives, power, or sovereignty. Neither the Church nor any of its ministers, officers, or employees shall be liable for the acts and omissions of any conventions, churches, denominations, associations, or institutions with which cooperative effort is made.

#### Section 4. Priority.

The program of the Church shall take precedence over all meetings and programs of any church organization or duly constituted body unless voted otherwise by the Church.

### ARTICLE XV LICENSING AND ORDAINING TO THE MINISTRY

#### Section 1. Licensing.

Any member of the Church who gives evidence of being called of God to the work of the ministry may, after recommendation by the Deacons and the approval of a majority of the members present and voting at any regular business meeting, be licensed by the Church to the Christian ministry.

#### Section 2. Ordaining.

2.1 When a Southern Baptist Church shall call a member or former member of Broadmoor Baptist Church as one of its staff and shall request in writing that the person be ordained:

- (a) The request shall be submitted to the Deacons for approval and recommendation to the Church,
- (b) The Church shall consider the recommendation at a regular business meeting, and
- (c) If the Church approves the recommendation, the Pastor shall assemble an ordaining council of ordained ministers and deacons, all of whom shall participate in the ceremony of ordaining such persons to the gospel ministry in the name of and in the presence of the Church.

2.2 The same procedure shall be followed when ordination is required by any member of the staff of Broadmoor Baptist Church.

### ARTICLE XVI ORDINANCES

#### Section 1. Designated.

The ordinances of Broadmoor Baptist Church, as set forth in the Holy Scriptures, are Baptism and the Lord's Supper.

#### Section 2. Baptism.

In obedience to the command of Christ, the Pastor or his ordained designee shall administer the ordinance of Baptism by immersion in water of the professed believer or Christian.

#### Section 3. Lord's Supper.

The ordinance of the Lord's Supper shall be observed at a regular worship service at least once each quarter or at such other time and place as the Deacons may sanction. An ordained minister or a deacon shall preside at the table and shall be assisted in the preparation by the Lord's Supper Committee. Deacons shall serve the Lord's Supper.

ARTICLE XVII  
AMENDMENTS

Section 1. Method.

These Bylaws may be amended by a two-thirds vote of the members present and voting at a regular business meeting or a special meeting called for that purpose.