

FIRST BAPTIST CHURCH

Cambridge, Minnesota

BYLAWS

ARTICLE I - NAME AND MISSION

The First Baptist Church of Cambridge, Minnesota, exists to help people know, love, and become like Jesus.

ARTICLE II - MEMBERSHIP

Section 1 - RECEPTION OF MEMBERS

- a. Any person may request membership in this church by contacting a member of the pastoral staff, church Moderator, or membership committee member.
- b. Membership may be acquired through one of the following circumstances:
 1. Baptism: By confession of faith in Jesus Christ as Savior and Lord and baptism by immersion.
 2. Letter: By letter of transfer of membership from another church of like faith and practice.
 3. Experience: By giving satisfactory testimony of faith in Christ and a previous baptism by immersion.
 4. Restoration: By restoring a person whose former membership was terminated by church action.
- c. All candidates for membership shall attend the church membership class and provide a personal testimony to the Membership Committee. Candidates for church membership will be added to the membership roll upon recommendation by the Membership Committee and the affirmative vote of the church board.

Section 2 - CHANGE OF MEMBERSHIP STATUS

- a. Letter of transfer - Any member shall, upon request, be granted a letter of transfer to any Baptist church the member may designate.
- b. Certificate of Membership - Any member who desires to unite with a church other than Baptist shall, upon request, be granted a Certificate of Membership.
- c. Resignation - Termination of membership will be granted upon request of a member.
- d. Inactive Roll
 1. Members who do not attend because they have relocated beyond commuting distance from the church may be placed on the Inactive Roll by the Church Board.
 2. Members absent for a period of more than one year without manifesting interest or support may be placed on the Inactive Roll by the Church Board.
 3. Members on the Inactive Roll, after appropriate contact and consultation, may be removed from membership by the Church Board.
 4. Members on the Inactive Roll are not eligible to vote.

Section 3 - DISCIPLINE OF MEMBERS

Members who persist in violating the Affirmation of Faith and the Church Covenant may be subject to discipline. The Church Board shall seek to meet with such persons in order to restore them to fellowship. If, after six months, there is no satisfactory evidence of repentance and reformation, the Church Board shall remove such persons from membership.

Section 4 - GRIEVANCES BETWEEN MEMBERS

Any member who feels aggrieved by another member shall be responsible to follow, privately, the guidelines set forth in Matthew 18:15-17. No public charge shall be made until such reconciliation has been attempted. Charges shall be written and shall be submitted to the Church Board for resolution.

ARTICLE III - OFFICERS

Section 1 - POSITIONS

The officers of this church shall be Moderator, Vice Moderator, Secretary, Financial Secretary, and Treasurer.

Section 2 - QUALIFICATIONS

- a. The officers shall display a Spirit-filled life, demonstrate a servant's heart, possess leadership ability, and recognize the need to be above reproach.
- b. The Moderator or Vice Moderator shall have been a member of the Church Board for a minimum of one year.
- c. Each officer must be a member for at least one year.
- d. Each officer shall have attained the age of twenty-one years.

Section 3 - TERMS OF OFFICE

- a. The Moderator shall be elected for a two-year term. Two consecutive terms shall be permitted. The same person may be re-elected after being out of office for one term. The Moderator shall assume office at the conclusion of the Annual Meeting and shall serve until a successor assumes office.
- b. The Vice Moderator shall be appointed annually by the Church Board from its membership. Successive terms shall be permitted.
- c. The offices of Secretary, Financial Secretary and Treasurer shall be filled by appointment by the Church Board at its first organizational meeting or when vacancies occur.
- d. Resignation from any office shall be in writing to the Church Board and will be effective on the date specified by the Board.
- e. Vacancies in appointed offices shall be filled by appointment by the Church Board.

Section 4 - DUTIES

- a. MODERATOR - The Moderator shall preside at all business meetings of the church and of the Church Board, and shall be an ex-officio member of all committees except the Nominating Committee.

- b. VICE MODERATOR - The Vice Moderator shall assume the duties of the Moderator in his/her absence, and shall perform any duties assigned by the Moderator or the Church Board.
- c. SECRETARY - The Secretary shall have charge of the records of The First Baptist Church and in general shall perform all of the duties incident to the office of Secretary, subject to the control of the Church Board, and do and perform such other duties as may be assigned to him/her by the Board.
- d. FINANCIAL SECRETARY - The Financial Secretary shall provide contribution envelopes to all members and to others upon request, shall keep an accurate record of all monies received through the envelope system, shall send annual statements of account to each envelope contributor, and shall provide a contribution analysis for the Annual Report.
- e. TREASURER - The Treasurer shall keep an accurate record of all monies received by the church and deposited in the name of the church in the bank chosen by the Church Board. The Treasurer shall pay by check all approved obligations of the church and keep an accurate record of all such expenditures. The Treasurer shall provide monthly reports to the Church Board and shall provide detailed quarterly reports, including a balance sheet, to the church membership. The Treasurer shall be an ex-officio member of the Finance Committee.
- f. ALL OFFICERS - All officers shall be responsible to the Church Board and to the membership. Officers shall give reports as directed.

Section 5 - REMOVAL FROM OFFICE

- a. MODERATOR - A three-fourths majority vote of the Church Board is required to recommend removal to the Church. A simple majority vote of the members in attendance at a properly called meeting, and where a quorum is present, is required to remove the Moderator from office.
- b. APPOINTED OFFICERS - A three-fourths majority vote of the Church Board is required to remove any appointed officer.

ARTICLE IV - CHURCH BOARD

Section 1 - ADMINISTRATIVE DUTIES OF THE CHURCH BOARD

The Church Board shall be responsible for the following administrative duties:

- a. Disposition of Real Property may occur by majority vote of the Board if all of the following apply:
 1. Real Property was donated to the church for the express purpose of being sold to help fund the ministries of the church.
 2. Property in question is not adjacent to any boundary of or part of the existing primary church facilities.
 3. A delay in executing the sale in order to comply with Article V, Section 3.b.3 will likely cause the sale opportunity to be lost, resulting in reduced benefit to the church.

4. The time duration between when the sale opportunity was made known to the Board or Board Members, and the time the sale decision must be made, is less than 30 days.
- b. Providing visionary planning for the future of the church, in conjunction with the Lead Pastor.
- c. Examining and evaluating all programming of the church on an ongoing basis.
- d. Making recommendations for building and space needs, including remodeling of the present facilities.
- e. Readjusting the duties and responsibilities of any committee or task force.
- f. Approving the establishment of committees or a task force.
- g. Appointing annually a Vice Moderator from its membership to serve in the absence of the Moderator.
- h. Appointing annually a recording secretary to keep minutes of all business meetings of the Church Board.
- i. Providing for keeping minutes of all business meetings of the church and conducting all official correspondence in the name of the church.
- j. Providing for maintaining membership records and reporting changes to Converge Worldwide and Converge North Central.
- k. Designating legal representatives of the church.
- l. Assure that the hiring, discipline, and termination of staff is conducted in a fair and consistent manner.
- m. Disciplining of members and terminating of memberships.
- n. Providing for supervision, care, decorating, and protection of the church property.
- o. Exercising supervision over monies budgeted and designated.
- p. Proposing a budget for the coming fiscal year to be recommended to the church for approval.
- q. Presenting to the church annually a financial report of all funds.
- r. Arranging for an independent financial review of the records of the Financial Secretary and Church Treasurer, to be presented at the Annual Meeting.

Section 2 - MINISTRY BASED RESPONSIBILITIES OF THE CHURCH BOARD

The Church Board, with the recommendations of the Lead Pastor, shall appoint staff and/or lay leaders for all ministry-based committees to assist the Board in fulfilling the Mission of First Baptist Church.

Section 3 - STRUCTURE OF THE BOARD

- a. The board shall consist of the Moderator and 9 members who are also members of First Baptist Church.
- b. With the exception of the Moderator (see Article III, Section 3.a) the members of the board shall be elected for staggered terms. No more than one-third (1/3) of said members shall be up for election in any year. A board member shall be elected for a three-year term. Two consecutive terms shall be permitted. The same person may be re-elected after being off the board for one term. A three-fourths majority vote of the church board is required to recommend removal of a board member to the

church. Upon recommendation from the board, a simple majority vote of the members in attendance at a properly called meeting, and where a quorum is present, is required to remove the member from the board.

- c. The Lead Pastor shall serve as an ex officio non-voting member of the board.

ARTICLE V - MEETINGS AND QUORUMS

Section 1 - PUBLIC MEETINGS

- a. WORSHIP - Public worship shall be held on Sundays and at other times as determined by the staff.
- b. LORD'S SUPPER - The Lord's Supper shall be observed at least monthly.

Section 2 - CHURCH BUSINESS MEETINGS

- a. ANNUAL MEETING - The Annual Meeting shall be held after the close of the fiscal year, March 31, during the third or fourth week of April at the discretion of the Church Board. Notice of the date, time and location of the meeting shall be conspicuously displayed in the church at least thirty (30) days prior to the meeting.
- b. SEMI-ANNUAL MEETINGS - Semi-Annual Meetings shall be held during the third week of October. The Church Board may allow a variation of one week in the schedule.
- c. SPECIAL MEETINGS - Other meetings to conduct special business may be held after the date, time and location of the meeting have been adequately communicated to the members. The meeting may be called as follows:
 - 1. By the Lead Pastor
 - 2. By the Moderator
 - 3. By a majority of the Church Board members
 - 4. By a majority vote of church members, present and voting, at any church business meeting.
 - 5. By a petition of at least ten percent (10%) of the church members. The petition shall state the nature and need for the meeting and shall be presented to the Moderator.

Section 3 - QUORUMS

- a. Ten percent (10%) of the members shall constitute a quorum at regular or special business meetings.
- b. Twenty percent (20%) of the members shall constitute a quorum for the following decisions:
 - 1. Calling or dismissal of the Lead Pastor
 - 2. Constitution or Bylaw amendments
 - 3. Acquisition and disposition of real property except as defined in Article IV, Section 1.a
 - 4. Major capital expenditures beyond the approved budget
 - 5. Launching a major capital fund drive
 - 6. Embarking on major building programs

Section 4 - VOTING

- a. A majority vote of a quorum of members, present and voting, will determine all business decisions unless otherwise stated in The Constitution or these Bylaws.

ARTICLE VI - ELECTIONS

Section 1 - NOMINATING COMMITTEE

a. POSITIONS

1. Two members of the Nominating Committee shall be appointed by the Church Board; at least one of the two shall be a current member of the Church Board.
2. The Lead Pastor shall serve as an advisory non-voting member of the Nominating Committee. The Lead Pastor shall not serve as the chair of the committee.
3. Three members of the Nominating Committee (none of whom is currently a member of the Church Board or church staff) shall be elected annually for staggered terms by the church from the membership.
4. Each elected or appointed member of the Nominating Committee shall serve a period of not more than three years. Successive terms shall not be permitted.

b. DUTIES

1. The Nominating Committee shall submit all slates of nominees to the Church Board for its approval prior to presenting the ballot to the church.
2. The Nominating Committee shall present to the church at least one nominee for the office of Moderator at the end of his/her regular two-year term.
3. The Nominating Committee shall present to the church a list of nominees at least equal to the number of Church Board positions open at the end of their regular three-year terms.
4. The Nominating Committee shall present a ballot for vacancies requiring an election.
5. The Nominating Committee shall present to the church at least one nominee for the next year's Nominating Committee.
6. The Nominating Committee shall present to the church nominations for the Senior Pastor Search Committee.
7. Notice of any of the above proposed ballots and the date, time and location of the election shall be conspicuously displayed in the church at least 21 days before the election.

Section 2 - TIME

- a. The annual election of the Moderator, Church Board members and Nominating Committee members shall be held on the Sunday morning of the Annual Meeting.

Section 3 - PROCEDURE

- a. Members may recommend for nomination qualified members by contacting, in writing, the chairperson of the Nominating Committee.
- b. Nominations will be deemed "CLOSED" once the Church Board approves the slate of candidates.

- c. The annual elections shall be by printed ballot during the hours of all services on a Sunday morning.
- d. Absentee ballots obtained from the church office must be cast and delivered to the chairperson of the Nominating Committee prior to or during the election.
- e. No proxy ballots shall be permitted.
- f. A tie vote shall be settled by an election one week later with a ballot consisting of the candidates involved in the tie.

Section 4 - VACANCIES

- a. Moderator - If the office of Moderator becomes vacant with more than one year remaining in the unexpired term, the Nominating Committee shall prepare a ballot and an election shall be held at the next Biannual Meeting from a ballot prepared by the Nominating Committee. The newly-elected Moderator shall complete the unfinished term. If a vacancy occurs with less than one year remaining in the unexpired term, the Vice Moderator shall assume the duties of the Moderator.
- b. Church Board Members - If a vacancy occurs in the Church Board, the replacement shall be elected at the next Biannual Meeting from a ballot prepared by the Nominating Committee. Vacancies with less than one year remaining in the unexpired term may be filled by appointment by the Church Board.
- c. Nominating Committee Members - If a vacancy of an elected member of the Nominating Committee occurs with two or more years remaining in the term, a replacement shall be elected at the next Biannual Meeting from a ballot prepared by the Nominating Committee. Vacancies with less than one year remaining in the unexpired term shall remain vacant until the next annual election.

ARTICLE VII - AUXILIARY ORGANIZATIONS

No organization shall be formed and considered a part of the church before its sponsors have submitted their plans to the Church Board for approval.

ARTICLE VIII - MINISTERIAL STAFF RELATIONS

Section 1 - MINISTERIAL STAFF

The Ministerial Staff shall consist of all staff involved directly in ministry, such as preaching, worship, music, discipleship, evangelism, education, administration, youth work, and fellowship.

Section 2 - QUALIFICATIONS

The Ministerial Staff shall endeavor to meet the spiritual qualifications set forth in Scripture under the guidance of the Holy Spirit. The Ministerial Staff shall be sympathetic and cooperative with Converge Worldwide, Converge North Central, and in agreement with the faith and practice of this church.

Section 3 - DUTIES

- a. The Lead Pastor, under the guidance of Scripture and the Holy Spirit, shall perform all the duties of his office. The general supervision of the church and all of its ministries

shall be under his direction. He shall be directly responsible to the Church Board and ultimately to the church membership.

- b. Other ministerial staff members, under the guidance of Scripture and the Holy Spirit, shall perform their duties as outlined by their job description. They shall be responsible to the Lead Pastor.

Section 4 - ESTABLISHMENT OF MINISTERIAL STAFF RELATIONSHIPS

a. CREATION AND DUTIES OF A LEAD PASTOR SEARCH COMMITTEE

When it is necessary to call a new Lead Pastor, a representative Lead Pastor Search Committee shall be created. Three members from the Church Board shall be appointed by the Board and four additional persons shall be elected by the church from a slate of at least six candidates submitted by the Nominating Committee. It shall be the function of the Lead Pastor Search Committee to select a candidate and formulate the terms of a call in consultation with the Finance and Personnel Committees. The selection of a candidate and the terms of the call shall be subject to the approval of the Church Board.

b. EXTENDING A CALL TO A LEAD PASTOR CANDIDATE

The final recommendation of the Lead Pastor Search Committee shall be presented to the church at a special or a regular business meeting. The date, time and place of such meeting shall have been conspicuously displayed in the church at least two consecutive Sundays prior to the meeting and written notice shall have been provided to every member at least five days prior to the meeting. A three-fourths majority vote of the members, present and voting, shall be required to extend a call to a Lead Pastor. Only one candidate shall be presented to the church at a time. The vote shall be by written ballot. When the call has been approved by the church, it shall be communicated in writing to the candidate by the Secretary. The candidate's written acceptance of the call shall establish the pastoral relationship as of the date agreed upon by the Church Board and the candidate.

c. HIRING OF ALL OTHER MINISTERIAL STAFF

The Church Board shall have the authority to create and fill all other ministerial staff positions. Appropriate opportunities shall be provided for staff and congregational input of any new ministerial positions and the hiring of any specific candidates.

Section 5 - DISSOLUTION OF MINISTERIAL STAFF RELATIONSHIPS

- a. RESIGNATION - Resignation of the Lead Pastor shall be presented in writing not less than 30 days nor more than 90 days in advance to the church Board and to the church. The Church Board shall have authority to accept the Lead Pastor's resignation.

b. DISMISSAL FOR CAUSE

- 1. LEAD PASTOR - The Church Board shall schedule a special congregational meeting to consider dismissal of the Lead Pastor at its own discretion or upon reception by the Board of a written petition for dismissal signed by at least 20% of the members. The purpose, date, time and location of such meeting shall be conspicuously displayed in the church for at least two Sundays prior to the

meeting and written notice provided to each member at least 5 days prior to the meeting. A vote to dismiss shall be by written ballot. A simple majority shall be sufficient to carry a motion for dismissal. The pastoral relationship shall be discontinued immediately. A severance package shall be developed by the Church Board.

2. OTHER MINISTERIAL STAFF - The Church Board shall have the authority to dismiss any other ministerial staff for cause.

Section 6 - VOTE OF CONFIDENCE

If the motion for dismissal of the Lead Pastor receives less than one-third of the votes cast, it shall constitute a vote of confidence for the Pastor. In this event, Church Board members, church officers and Nominating Committee members whose names appeared on the petition for dismissal as stated in ARTICLE VIII, Section 5b shall automatically relinquish their positions. If vacancies occur because of this requirement, the remaining Nominating Committee members shall immediately arrange an election to fill vacancies in the Nominating Committee. The reconstituted Nominating Committee shall arrange an election to complete the Church Board. At its first meeting following its election, the reconstituted Church Board shall appoint church officers necessary to fill vacancies.

ARTICLE IX - OTHER EMPLOYEES

Other salaried church employees may be hired at any regular or special meeting of the Church Board. All salaried employees shall be under the general supervision of the Lead Pastor and/or the Board. Salaries and other benefits shall be fixed at the time of employment and may be changed upon recommendation of the Board. The Board shall provide to each salaried employee a written description of his/her duties and responsibilities.

ARTICLE X - LEGAL SECTIONS

Section 1 - CORPORATE RECORDS

First Baptist Church shall keep at its registered office correct and complete records of account and minute proceedings of all church business meetings, and Church Board meetings. Any committee having any of the authority of the Board shall keep a record of meetings pursuant to what is required in the committee charter. Any member of First Baptist Church, his/her agent or attorney may inspect the records for any proper purpose at any reasonable time. Upon request by a member of First Baptist Church, First Baptist Church shall furnish the member with a statement concerning the financial results of all operations and transactions affecting income and surplus during its last available annual account period, and a balance sheet concerning a summary of its assets and liabilities as of the closing date of such accounting period.

Section 2 - RECEIVING, HOLDING AND INVESTING TRUST PROPERTY

Within the scope of the corporate purposes and subject to Minnesota Statutes 501B.31 (relating to trusts for charitable, educational, religious and other uses) First Baptist Church may take, receive and hold real and personal property including the principal and interest of any money or other fund, that is given, conveyed, bequeathed, devised to or

otherwise vested in First Baptist Church in trust for a purpose consistent with the purposes set forth in its Articles. Except where the trust instrument prescribes otherwise, First Baptist Church may invest trust property or its proceeds in accordance with Minnesota Statutes 501B.10.

Section 3 - 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) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 4 - LOAN OF CORPORATE FUNDS

First Baptist Church shall not lend any of its assets to an officer, Board member, other person, or entity.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall guide the church in all cases to which they are applicable, and in which they are not inconsistent with the Constitution, Bylaws or the special rules of order of this church.

ARTICLE XII - AMENDMENTS

These Bylaws may be amended at any regular or special business meeting of the church by a two-thirds vote of the members, present and voting, provided a quorum is present and voting and that a copy of the proposed amendment and the date, time and location of the meeting shall have been conspicuously displayed in the church on two consecutive Sundays in advance.