

**BYLAWS OF THE BEREAN FELLOWSHIP OF CHURCHES, INC.**

**TABLE OF CONTENTS:**

**I. Name of Organization ..... 1**

**II. Organization of the Berean Fellowship of Churches ..... 1**

    A. General Statements..... 1

    B. General Council ..... 1

    C. Board of Directors..... 2

    D. Corporate Officers ..... 3

    E. Regional Fellowships..... 3

    F. Ministry Leadership Team..... 4

    G. Departments & Committees ..... 4

    H. Local Churches..... 5

**III. Affiliation of Churches ..... 5**

    A. Existing churches desiring affiliation ..... 5

    B. Establishment of New Churches ..... 6

    C. Churches desiring to Disaffiliate ..... 6

**IV. Ordination & Licensure ..... 6**

    A. Ordination ..... 6

    B. Licensure..... 6

    C. Revocation ..... 6

**V. Church Property ..... 6**

    A. Titles ..... 6

    B. Dissolution ..... 7

    C. Disaffiliation..... 7

**VI. Mediation & Reconciliation ..... 7**

**VII. Rules of Order ..... 7**

    A. General Powers ..... 7

    B. Fiscal Year ..... 7

    C. Quorum ..... 7

    D. Decisions/Voting ..... 7

    E. Parliamentary Guide ..... 7

    G. Ex-Officio Members..... 7

    G. Policies ..... 7

    H. Financial Management..... 7

**VIII. Limitation of Liability ..... 7**

**IX. Interpretation..... 8**

**X. Amendments ..... 8**

**XI. Prior Bylaws..... 8**

*Prepared in 2012, corrected and adopted by the BFC Board of Directors on June 18, 2013 and by the General Council of the Berean Fellowship of Churches at the National Convention on October 10, 2013.*

# **BYLAWS OF THE BEREAN FELLOWSHIP OF CHURCHES, INC.**

## **I. Name of Organization**

- A. The official name of this organization shall be the Berean Fellowship of Churches, Inc.
- B. The shortened designation for this organization in this document will be BFC.
- C. The BFC is an association of interdependent, self-governing churches which agree in mission, vision, and doctrine (See "Berean Fellowship of Churches, Inc. - Articles of Faith"), and exists to enhance the health and effectiveness of our affiliated churches in making disciples around the world.

## **II. Organization of the Berean Fellowship of Churches**

### **A. General Statements**

- 1. The BFC shall be composed primarily of locally established BFC churches.
- 2. These local churches shall participate in the affairs of the BFC through representative participation in the BFC Regional Fellowship and the General Council of the Berean Fellowship of Churches, Inc.
- 3. The BFC is incorporated and organized according to the Nebraska Non-profit Corporation Act.

### **B. General Council**

- 1. The General Council of the BFC shall meet annually, usually in conjunction with the national convention, for the purpose of receiving reports considered necessary by the Board of Directors, casting vision for ministry in the coming year, and overseeing of the business of the corporation.
- 2. The General Council shall be responsible for voting on matters proposed by the Board of Directors and approving all Bylaws changes.
- 3. Each BFC church may send three delegates to the General Council of the BFC, typically a pastor and two other delegates. If a BFC church does not have a pastor to represent it on the General Council, it may still send three delegates from its membership.
- 4. Delegates to the General Council of the BFC shall be at least 19-years of age and selected by the church board of each BFC church from the church membership.
- 5. A BFC church may register additional delegates for the General Council meeting when its reported average weekly attendance exceeds 100. For every 50 additional reported attendees, or portion thereof, the church may register an additional delegate.
- 6. At the discretion of the Board of Directors, proxy voting and absentee voting may be allowed on any General Council decision.

7. For all decisions of the General Council in session, 50-percent of registered delegates shall constitute a quorum.
8. Members of the Board of Directors who are not pastors or delegates of a local church will be considered "at large" voting members of the General Council.
9. A special meeting of the General Council may be called with thirty-days' notice by the President, the Board of Directors, or by formal resolution of the church boards of 25 percent of affiliated BFC churches.

#### C. Board of Directors

1. The Board of Directors shall be the Corporate Board of Directors of the BFC and, as such, shall have powers as are normally granted by the State of Nebraska to the governing bodies of such corporations, subject only to the limitations of these Bylaws.
2. The Board of Directors, consisting of five to nine members, shall oversee and administer the property and work of the BFC and manage its affairs at the direction of the General Council. It will formulate its policies and oversee its organization and ministries.
3. The purpose of the Board of Directors will be to support and empower the ministries and churches of the BFC, not to control them. These supporting and empowering efforts may primarily be provided through the Regional Fellowships.
4. The Board of Directors shall meet as often as deemed necessary, but at least semi-annually, and shall have authority to define its own methods of organization and develop policies and procedures to implement these Bylaws.
5. The members of the Board of Directors will be nominated by the Regional Fellowship Leaders, recommended to the General Council by the Board of Directors, and elected by the General Council to staggered three-year terms, in such a way that approximately one-third of the members of the Board of Directors are elected each year. Each member of the Board of Directors may serve two terms, after which a one-year sabbatical shall be required before being nominated again. Ideally, the Board of Directors will be made up of approximately half BFC pastors and half church members of BFC churches, and include one Regional Fellowship Leader.
6. BFC Staff (members of the Ministry Leadership Team) may meet with the Board of Directors, their presence and input being at the pleasure of the Board of Directors. However, none will be members of the Board of Directors.
7. All Board of Directors meetings will be open meetings, with the understanding that executive session can be declared on any discussion or decision.
8. The Board of Directors shall be accountable to the General Council convened for all of its actions and shall speak on behalf of the BFC in all public arenas.
9. The Board of Directors shall elect a Chairman and Vice-Chairman from among its number and shall identify a Corporate Secretary, either from its own number or from outside. The Board of Directors shall appoint a Recording Secretary and Treasurer,

either from its own number or from outside. These officers shall serve both the Board of Directors and the General Council.

#### D. Corporate Officers

1. The President shall have oversight of all ministries of the BFC and be an ex officio member of all committees and groups, without vote.
  - a) He shall be elected by a two-thirds majority of the Board of Directors, to serve renewable 3-year terms or until his death, resignation, or removal by two-thirds majority vote of the Board of Directors.
  - b) His will be primarily a ministry position, rather than a policy-setting position. All other staff, both paid and volunteer, shall report directly to him.
2. The Vice President shall be recommended to the Board of Directors by the President and affirmed by them to serve renewable 3-year terms or until his death, resignation, or removal by two-thirds majority vote of the Board of Directors.
  - a) He shall perform the duties of the President in the absence or disability of the President.
  - b) Upon the death, resignation, or removal of the President, the Vice-President shall serve as acting-President until a new President is elected.
3. The Corporate Secretary shall give all notices and maintain all official records required by law or by these Bylaws and perform all the duties usually pertaining to the office of Corporate Secretary of a not-for-profit organization.
4. The Treasurer shall oversee the reception and disbursement of funds as approved by the Board of Directors and shall ensure that accurate and appropriate records are kept of the accounts of the corporation, including any securities belonging to or held by it. The Treasurer shall provide financial reports as required by the Board of Directors and will arrange for an annual audit or financial review.

#### E. Regional Fellowships

1. The intermediate level of the BFC is the Regional Fellowship, whose ministries are distinct from and in addition to those of the local church.
2. A Regional Fellowship shall be composed of all lead pastors and any other staff pastors of the BFC in a given geographic area. Others may be invited to attend.
3. The Regional Fellowship shall meet at least quarterly.
4. The purpose of the Regional Fellowship is to provide support and development for the pastors, encouragement to the churches, and to communicate vision and ministry outcomes across the BFC.
5. The Regional Fellowship will develop a vision for and coordinate the efforts of its churches to plant new churches, based upon the needs and opportunities within their geographic region.

6. Each Regional Fellowship shall have a Regional Fellowship Leader and may also identify an Assistant Regional Fellowship Leader, a Secretary and a Treasurer. The Regional Fellowship Leader shall be recommended by the Regional Fellowship and appointed by the Board of Directors. The Regional Fellowship Leader shall serve as long as mutually agreeable to all parties involved.
7. The Regional Fellowship may further organize itself to best carry out its responsibilities.
8. The Regional Fellowship Leader shall report as requested to the President regarding the health and effectiveness of the member churches of that Regional Fellowship and their pastors.
9. The Regional Fellowship shall assist local churches in matters such as church plants, mission churches, the pastoral placement process, affiliation and disaffiliation of churches, and ordination and licensure, according to the procedures established in these Bylaws.
10. Regional Fellowship Leaders and identified Assistant Leaders of the BFC will meet several times a year for prayer, fellowship, training, sharing ideas, and to identify nominees for the Board of Directors.

F. Ministry Leadership Team

1. The Ministry Leadership Team of the BFC shall consist of the President, the Vice-President, and other staff or personnel considered necessary by the Board of Directors. The Regional Fellowship Leaders will not be considered part of the Ministry Leadership Team.
2. Apart from the Vice-President, the President will recommend to the Board of Directors all other members of the Ministry Leadership Team, whether volunteer or paid staff, for appointment, and they shall serve at the pleasure of the Board of Directors or until resignation.
3. The President, Vice President, and Corporate Secretary shall be authorized to sign legal papers on behalf of the BFC. In addition, the Board of Directors may specifically authorize others (e. g. Bookkeeper, etc.) to sign on the BFC financial accounts.

G. Departments and Committees

1. The standing departments will be the Department of National Church Planting, and the Department of International Church Planting.
2. With the approval of the Board of Directors, the President may create or dissolve additional departments, committees, or task forces as desired for the accomplishment of the shared mission and vision.
3. These groups shall submit reports to the President and Board of Directors as requested.
4. The participants of these groups will consist of pastors and other members of BFC churches. Special advisors from other sources may be included by authorization of the Board of Directors.

## H. Local Churches

1. An established local church in the BFC is self-governing, with the goal of being self-supporting and self-propagating, led by a plurality of biblically-qualified male elders, and having the liberty to define its own organization, mission, vision, methodology, policies, practices, and positions, provided that all such align with the BFC mission and vision and do not violate or contradict the BFC Bylaws and Articles of Faith.
2. The BFC will provide recommended bylaws to each church. These recommended church bylaws describe the requirements, responsibilities, duties, and organization of the local church.
3. The Board of Directors reserves the right and authority to determine whether a local church aligns with the mission, vision, Articles of Faith and Bylaws of the BFC.
4. The locally established church, as defined in these Bylaws, shall hold ownership of all church properties.
5. If the number of church board members of an established church becomes fewer than four, the church may request or the Regional Fellowship may offer the formation of a Provisional Leadership Team to advise or serve with, on, or as the board of that church.
  - a) The Regional Fellowship shall appoint members from BFC churches to the Provisional Leadership Team.
  - b) The Regional Fellowship Leader shall then report these appointments to the local church and the Corporate Secretary of the BFC.
  - c) As soon as deemed practical by the church board, the Provisional Leadership Team shall be released from service and a fully functioning church board shall be established, according to the procedure described in the church bylaws.

## III. Affiliation of Churches

### A. Existing churches desiring affiliation

1. When a congregation expresses interest in affiliation with the BFC, leadership from the Regional Fellowship will meet with them. They will be given a copy of the BFC Bylaws as well as the history, purpose, doctrinal positions, and recommended church bylaws of the BFC.
2. If the church pursues affiliation with the BFC, the Regional Fellowship leadership will evaluate whether or not the church aligns with the BFC purpose, doctrinal positions, and recommended church government, pursuant to the standards defined by the Board of Directors' Affiliation and Partnership Policy.
3. The Regional Fellowship will then make recommendation to the Board of Directors for action.

- B. The establishment of new churches. The Department of National Church Planting exists to assist and encourage the founding and nurturing of new churches in the BFC.

C. Churches desiring to disaffiliate

1. The local church leadership will request a meeting with their Regional Fellowship Leader, the President and Vice-President of the BFC, who shall be given opportunity to address the reasons given for disaffiliation and seek reconciliation.
2. If an acceptable resolution cannot be reached, the membership of the church may vote on disaffiliating with the BFC.
3. Upon a seventy-five percent vote of the membership of the congregation to disaffiliate, the Regional Fellowship Leader shall inform the Board of Directors of their action.

**IV. Ordination and Licensure.** The local church of the BFC shall have the authority to ordain men and license men and women to the gospel ministry, on behalf of the BFC. Those ordination and licensure credentials will be reported to the BFC Corporate Secretary and then maintained and/or supervised by the BFC church, which the person being ordained or licensed serves.

A. Ordination

1. Ordination is for a man who has served at least one year as a licensed minister of the gospel and aligns with the BFC Articles of Faith.
2. A recommended procedure for churches wishing to pursue an ordination shall be provided upon request.

B. Licensure

1. A license for ministry may be conferred upon any person living a godly life and meeting the criteria established by the church board of that local BFC church. The candidate for licensure must show fitness for Christian service in the area of ministry to which he/she is being licensed (e.g., pastoral, camping, music, administration, missions, youth, etc.). It shall be an endorsement of character and fitness for ministry, not necessarily preparation for ordination.
2. The license for ministry will be limited to specific ministry for a set period of time, not to exceed three years. It may be renewed.

- C. Revocation. Ordination credentials or licensure may be revoked for cause, as determined by the elders of the local BFC church. It is recommended that the Regional Fellowship and the leadership of the BFC be consulted before proceeding. Revocations shall be reported to the BFC Corporate Secretary.

**V. Church Property**

- A. Titles. Titles to all church property, real or personal, shall be held by the established local church.
- B. Dissolution. In the event of closure of a church, ownership of all properties real and personal shall be transferred to the BFC.

- C. Disaffiliation. If a church votes to disaffiliate from the BFC, as provided in Article III, C, the church may leave the BFC with the continued ownership of its church property, real and personal.

**VI. Mediation and Reconciliation.** The BFC shall offer assistance for mediation and reconciliation for churches and subsidiary organizations affiliated with the BFC, in matters pertaining to properties, authority, policy, procedure, heresy, immorality, or bylaws.

## **VII. Rules of Order**

- A. General Powers: This organization shall receive gifts, bequests and legacies; acquire, buy, hold, improve, rent, lease, mortgage, sell and convey, and otherwise deal in real and personal property as may be necessary to conduct the business of the BFC and fulfill its stated mission.
- B. Fiscal Year: The fiscal year of the BFC shall be June 1 through May 31.
- C. Quorum: For all groups and meetings within the BFC, a quorum shall be 50% of the members of said group or meeting, unless otherwise defined in these Bylaws.
- D. Decisions will be by the majority vote of members participating in the meeting, unless alternatively defined in these Bylaws or previously stipulated. Each member has one vote.
- E. Parliamentary Guide: *Robert's Rules of Order, Newly Revised* (the most recent edition) shall be followed in all cases to which they are applicable, and in which they are not inconsistent with the BFC Articles of Incorporation or Bylaws.
- F. "Ex officio" members/delegates, meaning "by virtue of office," shall function in accordance with *Robert's Rules of Order, Newly Revised*, except that they shall have no vote.
- G. Policies: Each department, committee and auxiliary organization of the BFC will formulate and maintain its own manual of policies and procedures. Policies and procedures shall be approved by the Board of Directors and be in harmony with the BFC Articles of Incorporation and Bylaws. A current copy of these manuals shall be available for inspection or reference by the Board of Directors.
- H. Financial Management: Finances necessary for supporting the BFC and its mission shall be obtained through voluntary gifts from individuals, affiliated churches, foundations or other organizations.

## **VIII. Limitation of Liability**

- A. No member of the General Council or the Board of Directors shall be personally liable for the debts, liabilities, or other obligations of the BFC.
- B. To the extent that a person who is, or was an officer, employee or other agent of this organization has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the BFC, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified



against expenses actually and reasonably incurred by the person in connection with such proceeding.

- C. If such person settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this organization but only to the extent allowed by and in accordance with state law.
- D. The Board of Directors may adopt a policy authorizing the purchase and maintenance of insurance on behalf of any agent of the organization against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the BFC would have the power to indemnify the agent against such liability under the provisions of state law.

**IX. Interpretation**

- A. Matters of clarification and interpretation of these Bylaws shall be submitted to the Board of Directors of the BFC. Its decision on all such matters will be final.
- B. All interpretations shall be recorded in the official minutes of the Board of Directors, which are maintained by the Recording Secretary and annually archived at the registered office of the BFC.

**X. Amendments**

- A. These Bylaws may be amended upon three-fourths vote of the General Council at which a quorum is present, provided that written notice of the proposed amendment has been distributed, either physically or electronically, to all General Council delegates and/or BFC churches at least thirty days prior to the meeting at which the amendment is to be considered.
- B. Proposed amendments to these Bylaws may originate from a local church, Regional Fellowship, or any department and submitted for action to the Board of Directors.
- C. Upon approval and with any necessary revisions, the Board of Directors will present the recommended amendment at the next regular or specially called General Council meeting.

**XI. Prior Bylaws.** These Bylaws of the BFC supersede and replace all prior bylaws.

THE UNDERSIGNED CERTIFY that the General Council of the Berean Fellowship of Churches has approved the above Bylaws at a duly called meeting of the General Council on October 10, 2013, and are adopted for the corporation.

\_\_\_\_\_  
President of the Corporation

\_\_\_\_\_  
Corporation Secretary