



Bylaws

**First Baptist Church
New Braunfels, Texas**

Adopted April 27, 2025

Gib Watt
(Chairman, Bylaws Committee)

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(Pastor)

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

Article 1. Purpose of FBCNB

1.1 Tax Exemption and Specific Purposes.

FBCNB is organized for religious purposes and for any lawful purpose or purposes not expressly prohibited under Title 1, Chapter 2, or Title 2, Chapter 22 of the Texas Business Organization Code (*TBOC*), including any purpose described by Section 2.002 of *TBOC*. FBCNB is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (*IRC*) of 1986, as amended. Notwithstanding the foregoing, FBCNB's purposes also include the limited participation of FBCNB in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. All FBCNB assets are irrevocably dedicated to FBCNB's exempt purposes.

1.2 FBCNB exists to glorify God through worship, proclamation of the Word of God, and through serving God.

1.3 FBCNB's Mission Statement: Lead People to Jesus.

1.4 FBCNB recognizes the essential elements of the biblical principles of worship, discipleship, and evangelism:

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

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

1.4.3 **Evangelism.** Christian evangelism is the intentional commitment to tell others about Jesus. Evangelism is a responsibility of every Christian to tell both our neighbors and the nations.

1.5 FBCNB will ordain, employ, and discharge ordained ministers of the Gospel, and others, to conduct and carry-on divine services at the place of worship of the Corporation, and elsewhere.

1.6 FBCNB will collect and disburse any and all necessary funds for the maintenance of FBCNB and the accomplishment of its purpose within the State of Texas and elsewhere.

1.7 FBCNB may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the *IRC* of 1986 as amended.

- 1.8 FBCNB is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of FBCNB; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of FBCNB. Provided, however, no act may be performed which would violate Section 501(c)(3) of the *IRC* of 1986, as it now exists or as it may hereafter be amended.

Article 2. Powers and Restrictions

- 2.1 Except as otherwise provided in the Certificate of Formation and these Bylaws, and to carry out the above-stated purposes, FBCNB shall have all powers set forth in *TBOC* as it now exists or as it may hereafter be amended. Moreover, FBCNB shall have all implied powers necessary and proper to carry out its express powers. The powers of FBCNB to promote the purposes set out above are limited and restricted in the following manner:

- 2.1.1 FBCNB shall not pay dividends and no part of the net earnings of FBCNB shall inure to the benefit of or be distributable to its organizers, officers, or other private persons, except that FBCNB shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for FBCNB) in furtherance of its purposes as set forth in the Certificate of Formation or these Bylaws. No substantial part of the activities of FBCNB shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and FBCNB shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Certificate of Formation or these Bylaws, FBCNB shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the *IRC* of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the *IRC* of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- 2.1.2 In the event FBCNB is in any one year a “private foundation” as defined by Section 509(a) of the *IRC* of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the *IRC* of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of “self-dealing” as defined in Section 4941(d) of the *IRC* of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any “excess business holdings” as defined by Section 4943(c) of the *IRC* of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the *IRC* of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945(d) of the *IRC* of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- 2.1.3 FBCNB shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of FBCNB’s religious, charitable, or educational

purposes or if the gift or grant would require serving a private as opposed to a public interest.

Article 3. Doctrine of FBCNB

3.1 Doctrinal Statement

- We accept the doctrinal statement of the Baptist Faith and Message as adopted by the Southern Baptist Convention in 2000 as an acceptable statement of faith.
- We affirm the Bible is the inspired, infallible, inerrant, Word of God and is the basis for our beliefs.
- We voluntarily band ourselves together as a body of baptized believers in Jesus Christ, personally committed to sharing the good news of salvation to lost mankind and to minister to all.

3.2 Authority

FBCNB receives the Bible as the authority in matters of faith and practice with the FBCNB Elder Board responsible for interpreting the Bible.

Article 4. Polity of FBCNB

FBCNB is legally organized as a Texas nonprofit corporation under the guidelines of *TBOC*. It is governed as a pure democracy by the members of this congregation except where responsibilities have been delegated in these Bylaws.

Article 5. Cooperation

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

Article 6. Ordinances

6.1 Baptism

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

6.2 Lord's Supper

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

Article 7. Membership

7.1 General

7.1.1 As Believers in Jesus Christ, all FBCNB members are “ministers of a new covenant” (2 Corinthians 3:6); “a holy priesthood” (1 Peter 2:5). Therefore, all members have ministerial responsibilities.

7.1.2 **Management:** Pursuant to Section 22.202 of *TBOC* and as provided for in the FBCNB Certificate of Formation, power to manage and govern the affairs of FBCNB is vested in the members of FBCNB, as herein defined.

7.1.3 **Membership Eligibility:** The membership reserves the exclusive right to determine, under the guidance of the Holy Spirit, who shall be members of FBCNB and the conditions and rights of such membership.

After satisfying the then current conditions for membership and signing the FBCNB membership covenant, prospective new members may be accepted into membership at the next occurring Member Meeting.

7.2 Voting

Each member shall be entitled to one vote, if present, on each matter submitted to a vote at a regular or special member meeting of FBCNB members.

7.3 FBCNB Membership Covenant

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

7.3.2 As part of the Elder Board’s annual membership review, members will reaffirm their agreement with the *Membership Covenant*.

7.4 Church Discipline

FBCNB exercises church discipline in accordance with Matthew 18:15-17.

7.5 Removal from Membership

Membership, and all associated rights conveyed under these bylaws, shall be terminated for the following reasons:

7.5.1 Termination of Membership

- Death of the member
- Removal from membership pursuant to Section 7.4.

7.5.2 Voluntary Membership Withdrawal

- Upon affiliation by a member with a church of another faith or denomination
- Upon a written request for a letter of transfer from a Baptist church of like faith and practice
- Upon request of the member or legal guardian
- Upon the member no longer agreeing with the *Membership Covenant*

Article 8. Parliamentary Authority

- 8.1 FBCNB adopts *Democratic Rules of Order* 10th edition as the official rules for FBCNB member meetings and recommends them for committee meetings.
- 8.2 The Texas Business Organizations Code, FBCNB Certificate of Formation, and FBCNB Bylaws supersede the adopted rules of order.
- 8.3 If a single rule is inconsistent, the remaining rules still apply.

Article 9. Meetings

9.1 General

- 9.1.1 The worship of God and the proclamation of the Gospel of Jesus Christ are both legal rights and matters of freedom of human conscience. The general meetings of FBCNB should be open for the attendance and participation of all persons.
- 9.1.2 When FBCNB is meeting as an organized body of believers to transact matters of concern to the membership, a formal statement to that effect shall be made, and it shall be made clear to all persons present that voting is limited to members of FBCNB.
- 9.1.3 FBCNB shall meet for prayer, Bible study, fellowship, and ministry programs as determined by the Elder Board.

9.2 Lord's Day Services

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

9.3 Act of the Membership

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

9.4 Membership Meetings

9.4.1 Regular Member Meetings

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

9.4.2 Special Member Meetings

A special member meeting may be held to consider significant matters of an unusual nature. The special member meeting may be called by the Senior Pastor, the Elder Board, or by petition of at least fifty members. FBCNB members will be notified as per Section 9.4.6 Notice of these Bylaws.

9.4.3 Quorum

A quorum consists of those who attend the member meeting, provided it is a regularly scheduled member meeting or a properly called special member meeting.

9.4.4 Voting

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

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

9.4.5 Written Motions

Written motions from committees, the deacon body, or elder board do not require a second motion.

9.4.6 Notice of Meetings

- Notice of regular and special member meetings shall be given by oral announcement at all regularly scheduled worship services for at least two weeks before the meeting.
- The notices shall include the date, time, and location.
- Special meeting notices shall also include the topic.
- Printed and/or electronic notifications (e.g., telephonic, email, social media, and FBCNB website) will also be used.

9.4.7 Location

Except in the case of an emergency, all meetings shall be held at the FBCNB campus at 733 Cross Street in New Braunfels, Texas.

9.4.8 Notice of Religious Gathering

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

Article 10. Officers

10.1 General

10.1.1 All FBCNB officers must be Members.

- Upon accepting a pastoral call to FBCNB and signing the Membership Covenant, the Senior Pastor becomes a FBCNB member. Any other membership requirements will be fulfilled as soon as reasonably possible.

10.1.2 The FBCNB officers are Senior Pastor, Church Clerk, Church Treasurer, the Trustees, and the Chairman of the Elder Board. Officers have FBCNB legal authority and responsibilities as described below.

10.2 Senior Pastor / President

10.2.1 Office

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

10.2.2 Duties

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

- Proclaim the gospel to believers and unbelievers.
- Lead FBCNB in the achievement of its mission.
- Serve as ex-officio, non-voting member on all organized entities of FBCNB except as otherwise indicated.

10.2.3 Qualifications

FBCNB shall have, as Senior Pastor, one who feels called of God and he shall be a minister of the gospel of Jesus Christ, duly ordained by FBCNB or by a Southern Baptist church of like faith and practice. He shall be characterized by the qualifications set forth in 1 Timothy 3:2-7. He shall be selected pursuant to the process outlined in Section 11.1.1 below.

10.3 Church Clerk

10.3.1 FBCNB shall elect a Church Clerk annually. The Church Clerk is responsible for keeping a suitable record of all business actions of FBCNB. He or she shall have the duties of Secretary as defined in the TBOC.

10.3.2 The Church Clerk shall ensure that all written reports and official actions are suitably recorded and filed and give required notice of all meetings where notice is necessary, as indicated in these Bylaws.

10.3.3 FBCNB will retain, on location (or electronic backup files), all FBCNB business records according to FBCNB document retention policy.

10.3.4 In the absence of the Church Clerk, the Senior Pastor may delegate the duties of the Church Clerk.

10.4 Church Treasurer

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

10.5 Trustees

FBCNB shall annually elect three corporate trustees to hold in trust the property of FBCNB. They are to serve as officers of FBCNB, with no power to buy, sell, mortgage, lease, or transfer any property without a specific vote of FBCNB authorizing each action. It shall be the function of the trustees to affix their signatures to legal documents involving transfers, sales, mortgages, purchases or rentals of property, or other legal documents requiring trustees' signatures.

10.5.1 In the interest of business convenience, for dealing with local banks, vendors, and businesses, FBCNB or the Finance Committee may authorize the Senior Pastor or his designee to sign specific legal documents.

10.6 Elder Board Chairman

The Elder Board Chairman, as elected annually by the Elder Board, will serve as an officer of FBCNB and as the Church Moderator.

10.6.1 In the absence of the Elder Board Chairman, the Elder Board Vice Chairman, or the Elder Board Chairman's designee, shall preside as moderator. An acting moderator shall have no FBCNB legal authority, liabilities, or responsibilities by sole virtue of acting as moderator.

10.7 Resignation

Any officer may resign at any time by giving written notice to the Senior Pastor, or the Church Clerk. Such resignation shall take effect at the time specified in the notice, unless an earlier date is established at the exclusive discretion of the Elder Board. Such resignation shall be without prejudice to the contract rights, if any, of FBCNB.

10.8 Vacancies

The Elder Board may fill the vacancy of the Church Clerk, Church Treasurer or Trustees for the unexpired portion of that officer's term. The appointment is effective immediately, subject to affirmation at the next quarterly member meeting.

10.9 Disallowed Payments

Any payments made to an officer of FBCNB, such as an expense reimbursement incurred by the officer, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service ("IRS"), shall be reimbursed by such officer to FBCNB to the full extent of such disallowance. It shall be the duty of the Members to enforce payment of each such amount disallowed.

Article 11. Pastoral and Ministerial Staff

11.1 Pastoral Staff

The pastoral staff of FBCNB shall be called as FBCNB determines the need for such positions. Other than the selection process, the employment policies found in the *Personnel Policy Manual* apply.

11.1.1 Selection Process

- A Pastor Search Committee shall be elected by FBCNB. The committee will consist of 6 to 9 members. The committee shall include lay elders (no more than two), the position's immediate supervisor (excluding the search for the Senior Pastor), and the balance from the general membership.

- Their recommendation will constitute a nomination.
- The Committee shall bring before the Elder Board only one name at a time.
- In the event of a less than unanimous committee nomination, the Elder Board will be provided with a canvas of all votes.
- A candidate's name will be brought before the Members after unanimous approval at an Elder Board meeting.
- The election of a pastor shall take place at a special member meeting immediately after the Sunday morning worship service(s).
- Election shall be by written ballot, with an affirmative vote of three-fourths of the voting members' present necessary for a call.

11.2 Ministerial Staff

All non-pastoral positions are ministerial and every staff member also has ministerial responsibilities. Employment policies for non-pastoral staff are covered in the *Personnel Policy Manual*.

Article 12. Elder Body and Elder Board

12.1 Elder Body

The Elder Body consists of all the lay and staff elders called and selected to be an elder at FBCNB. A Pastor/Elder/Overseer (hereafter referenced as "Elder") is a man *appointed (called) by God* to serve His Church (Acts 13:2 & 20:28; 1 Peter 5:1-3). FBCNB recognizes and acknowledges God's selection.

- 12.1.1 God's calling inspires a man to *aspire* to be an elder (1 Timothy. 3:1). They should exhibit a strong, Holy Spirit driven desire to shepherd, teach, care for, and feed the flock.
- 12.1.2 When a man aspires to the role of elder, the local church tests and affirms the individual. If found qualified, the church ordains him.
- 12.1.3 While pastor/elder/overseer is the same biblical office, functionally FBCNB differentiates a pastoral elder from a lay elder.
 - *Staff elders* have day-to-day operational responsibilities within FBCNB and each pastoral role has a unique job description. Staff elder is typically a paid staff position.
 - *Lay elders* typically have no operational responsibilities or FBCNB job description.
 - The number of lay elders is a function of calling and qualifications. There shall be a minimum of 4 and no maximum number of lay elders in the Elder Body.

12.1.4 Purpose

An elder strives to glorify God through every aspect of their life (work, church, and private).

- *All elders glorify God through:*
- *Modeling prayer and servant leadership*
- *Spiritual oversight of our church*

12.1.5 Qualifications.

The minimum qualifications for an Elder shall not be less than those listed in 1 Timothy 3:1-7, Titus 1:6-9 and 1 Peter 5:1-4.

- Ministry of the Word - An elder must be able to teach the Bible. He should be found to be capable in the following:
 - Skilled to teach the Bible and exhort in sound doctrine (1 Timothy 3:2; Acts 20:20; Ephesians 4:11; Titus 1:9)
 - Able to silence rebellious men, empty talkers, and deceivers (Titus 1:10-11)
 - Able to refute those who contradict sound Biblical doctrine (Titus 1:9)
- Christ-like character - An elder must provide an example of Christ-like character in life, speech, love, faith, and purity. (1 Peter 5:1-3; 1 Timothy 3:1-7; Titus 1:7-8)
An elder must be above reproach, exhibiting the following characteristics:
 - upright and holy,
 - hospitable, caring for the flock,
 - disciplined, self-controlled
 - a husband of one wife, loyal and devoted to his wife,
 - manages his own household well,
 - beyond reproach as God's steward, free from the love of money,
 - not arrogant,
 - not overindulging in wine/alcohol,
 - not a new convert,
 - having a good reputation with those outside FBCNB
- FBCNB requirements
 - An Elder must also fully adhere to and subscribe to FBCNB's doctrinal position as stated in Article 3 of our Bylaws and our Membership Covenant.
 - Lay elder applicants must have served in God's Church for a minimum of 5 years with the most recent year being a member of, and serving at FBCNB.
 - Serving as a deacon and an elder simultaneously is prohibited.
 - No qualifications beyond those listed in the Bylaws shall be required.

12.1.6 Responsibilities

Per Acts 6:4, an elder's primary responsibility is to be devoted to prayer and ministry of the Word.

- Biblical fidelity - Ensures FBCNB's operations and ministries employ biblically correct theology and doctrine AND our staff (paid and volunteer) model a biblical worldview and lifestyle.
 - Accurately interpret and resolve disputes over the Bible for FBCNB (2 Timothy 2:15; 1 Thessalonians 2:4; 2 Cor 4:2, 10:18)

- Accurately teach and preach (1 Timothy 3:2; 2 Timothy 2:24; Titus 1:9)
- Confront and refute incorrect doctrine
- Ensure all ministry team leaders, teachers, and committee members are spiritually mature, as well as qualified.
- Ensure all practices, procedures, and policies are consistent with biblical principles.
- Spiritual Culture - Actively seeks to create and promote a healthy spiritual culture within FBCNB.
- Role model – lives a life consistent with the biblical elder qualifications and illustrates a Christ-like character in life, speech, faith, and purity
 - Shepherds and leads FBCNB
 - Understands and applies servant leadership as modeled by Jesus
 - Deacon and lay elder selection, testing, and recommendation to the Members
 - Conducts ordination of new Elders and Deacons
- Equipping – Actively disciples, teaches, and mentors groups and individuals
 - Recruits and trains current and prospective church leaders and teachers
- Church membership – Interviews, evaluates, and approves member candidates after they complete the membership requirements and prior to submitting them to the Members for approval.
- Strategic Direction - Develops, communicates, and directs the overall vision and strategy as we seek to fulfill the church's God-given mission
- Mission – The biblically mandated missional mandate is clear:
 - “Go therefore and make disciples of all nations” (Matthew 28:19)
 - “Go into all the world and proclaim the Gospel” (Mark 16:15)
- Coordinates and champions the ministries of FBCNB, ensuring a healthy balance between equipping the congregation and evangelizing the lost.
- Accountability - The elder is accountable to the Elder Board, the Members, and to one another.
- An elder may be removed for cause, subject to 1 Timothy 5:19-20, and by vote of the Elder Board. Notice of removal of the elder shall be accompanied by communication to the Members.

12.2 Elder Board

The Elder Board is composed of staff pastors and lay elders selected from FBCNB's lay elder body to serve on the Elder Board.

12.2.1 These elders provide accountability and are to be a source of encouragement, support, and counsel for FBCNB. Collectively the elder board, elder body, and FBCNB staff provide spiritual and practical leadership in pursuit of the God given mission and vision of FBCNB.

12.2.2 When serving on the Elder Board, elders glorify God through:

- Determining and executing God's mission, vision, and strategy for FBCNB
- Oversight and general direction of all church operations and ministries

12.2.3 Structure

- The Elder Board shall consist of the Senior Pastor, no more than 2 additional staff pastors, and 4-6 lay elders. The two additional pastoral positions are selected and approved by the Elder Board.
- The Elder Board shall meet at least monthly with a 66% quorum required.
 - Each elder board member has one vote
 - Proxy voting is prohibited
- The tenure of the pastoral staff elder board positions is open-ended.
- The lay elder board positions are 3-year terms. Terms of office will be staggered such that no more than 2 expire simultaneously.
 - Upon approval by the Elder Board and affirmation of the Members, an elder may serve one additional consecutive term on the Elder Board. (Six years total)
 - If an elder board position is vacated early, the Elder Board shall appoint an interim replacement from the lay elders. At the next regularly scheduled Member meeting, a permanent replacement will be recommended to the Members for the remainder of the unexpired term.
 - An elder may not serve more than 7 consecutive years and may not succeed to that same office until one year has elapsed.
- Elder Board Officers – Chairman, Vice-Chairman, and Secretary
 - Officers shall be selected from, and by, the Elder Board.
 - Chair and Vice-Chair shall be chosen from the board's lay elders.
- The Elder Board shall annually encourage lay elders to prayerfully consider serving on the Elder Board.
 - Applicants will submit their name to the Elder Board Chair.
 - The Elder Board will review and make recommendations to the Members at a regularly scheduled Member Meeting.

12.2.4 Decision making

As we are all guided by the same Spirit and all are to have the "mind of Christ," the Elder Board must model seeking a clear understanding of the Lord's will in each decision (1 Corinthians 1:10, Ephesians 4:3, Philippians 1:27, 2:2).

- Unanimity is the ideal, yet we are an imperfect people in an imperfect world and unanimity may not always be possible. Therefore, decision making will be by consensus.

- If there is division and consensus cannot be achieved, the elders should study, pray, and seek the will of God until consensus is achieved.
- The exception to consensus decisions is pastoral candidates and elder nominees. The elder board must be unanimous before recommending either to the Members.

12.2.5 Governance

Oversight and spiritual direction of FBCNB, its membership, Deacons, committees, staff, ministries, finances, and property; holding all accountable to the Word of God and the mission of FBCNB (Acts 15-16:4; Acts 20:28; Hebrews 13:17; 1 Thessalonians 5:12-13).

- Shepherd the spiritual life of FBCNB, assessing the spiritual health, and safeguarding its spiritual vitality.
- Review and approve all church handbooks and policies
- Formation and dissolution of ministry teams
- Financial Stewardship
 - Reviews monthly financial statements
 - Reviews and approves the annual budget proposal, ensuring the budget is aligned with the mission, vision, and strategy of FBCNB prior to submitting to the Members for their approval.
- Elder Board members are appointed by the Senior Pastor and Elder Board Chair as liaisons to every standing committee and other committees and ministry teams as deemed appropriate by the Elder Board.
 - The liaison role is to provide direct communication to/from the Elder Board and provide support when issues are encountered. The liaison has a voice, but no vote.
- Approves FBCNB official representatives to any group, association, or conference the FBCNB Members chooses to attend.
- The standing committee chairs and the deacon chair will be invited to a monthly elder board meeting at least biannually.
- The Elder Board shall conduct an annual congregational membership review.
- Review and approve all motions from committees and deacon body prior to submission to the Members for approval.

12.3 Elder Handbook

FBCNB's *Elder Handbook* shall be the procedural guide for the Elders. It shall be maintained and updated by the Elders and approved by the Members. Reviews shall be biennial at the minimum.

Article 13. Functional Entities within FBCNB

13.1 General

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

- 13.1.2 All entities except Ministry Teams must record meeting minutes and other records in accordance with the FBCNB Document Retention Policy.

13.2 Deacon Body

- 13.2.1 The Deacon Body is the elected group of Deacons at FBCNB. Election to and removal from the Deacon Body shall be handled in accordance with the *Deacon Handbook*.
- 13.2.2 The position of Deacon is one of service. The Deacon is understood to be a co-laborer with the Elder Board and FBCNB staff in implementing ministries. In accordance with the meaning of the work and practice of the New Testament, Deacons are to be servants of FBCNB to assist and support FBCNB's ministries, promote love and unity within FBCNB, and assist the Pastors and Elders in performing ministerial responsibilities.
- 13.2.3 FBCNB's *Deacon Handbook*, as approved by the Elder Board, shall be the guide for the Deacon Body. It shall be maintained and updated by the Deacon Body on an as-needed basis. Changes in existing programs, and the establishment of new programs of the Deacon Body, will be reported to FBCNB at the next quarterly member meeting.

13.3 Standing Committees

13.3.1 General

- A Standing Committee has a formal and permanent nature. It exists for efficient and coordinated operation and recommendations for FBCNB. The leadership positions within a standing committee are, at minimum, Chairperson, Vice Chairperson, and Secretary. All Standing Committees should have five to seven members.

13.3.2 Elder Liaison / Staff ex-officio members

- Each committee will have an elder board member assigned to serve as liaison. The liaison's role is to facilitate communications with the Elder Board, serve as an advisor, and if needed, help resolve issues.
- Each committee may have a staff member designated by the Senior Pastor to serve as an ex-officio member. A committee may request, and the Senior Pastor shall assign an alternate staff member to serve as ex-officio member.
- Just as with any church member, liaisons and ex officio members have a voice in the committee meetings, but no vote and their attendance does not count towards a quorum.

13.3.3 Bylaws Committee

- Reviews annually, or sooner as the need arises, FBCNB's formation documents and Bylaws. Arranges for legal review as appropriate and recommends to the Elder Board any changes that may be necessary.
- Undertakes document creation or document maintenance tasks as assigned by the Elder Board or Members.

13.3.4 Finance Committee

The Finance Committee assists the Elders and Church Treasurer in biblical stewardship of FBCNB's financial resources and ensures expenditures are aligned with the mission and vision of FBCNB.

This includes, but is not limited to, working on the budget, financial reports, financial controls, revenue and expenditure trends, capital campaigns, debt management, and financial literacy education (for both staff and congregants). Submits recommendations to the Elder Board.

- Biblical Stewardship
 - Maintains FBCNB's *Financial Management Policies and Procedures Handbook*, ensuring accounting and financial management procedures comply with the appropriate standards.
 - Biennially reviews the handbook and, if needed, recommends updates to the Elder Board for approval.
 - Plans and executes an internal or external audit per the appropriate standard
- Budgeting
 - Helps craft faith-based, fiscally responsible annual budget proposals aligned with, and enabling, the mission and vision of FBCNB
 - Reviews significant budget overages or shortages, making budget adjustment recommendations.
- Financial Reporting
 - In conjunction with the Church Treasurer and Elder liaison, regularly reviews FBCNB's financial position and analyzes trends.
- Financial Literacy
 - Staff training – Helps our staff learn FBCNB's budgeting process
 - Congregation – Periodically offers financial training classes or seminars

13.3.5 Missions Committee

- Leads FBCNB in fulfilling its mission's responsibility locally, statewide, nationally, and internationally.
- Identifies mission needs and opportunities including new church starts and mission projects.
- Develops strategies to meet mission needs and goals.
- Creates FBCNB's mission's budget for submission to the Finance Committee.
- Manages congregationally-approved missions budget.
- Sponsors missions, education and missions initiatives.

13.3.6 Nominating Committee

- Identifies capable members called to serve on FBCNB committees.
- Identifies capable members called to serve as FBCNB officers in other than pastoral and Elder Board positions.
- Presents committee member and FBCNB officer candidates to the Elder Board for formal nomination. Nominees are presented at a FBCNB member meeting for approval.

- In the absence of a Nominating Committee, recommendations for all FBCNB officers and standing committee members, including the Nominating Committee, shall come from the Elder Board or ministerial staff.

13.3.7 Personnel Committee / Independent Compensation Committee

- Neither paid FBCNB staff or their family members will be eligible to serve on the Personnel Committee.
- Reviews annually the FBCNB's Personnel Policy Manual and, if needed, recommends updates to the Elder Board for approval.
- Leads, or assists as needed, in recruiting and interviewing personnel when an ad hoc committee, standing committee, or staff person has not been designated to do so.
- Evaluates and reviews employee benefits and salaries annually.
- Creates FBCNB's personnel budget for submission to the Finance Committee.
- Manages congregationally-approved personnel budget.
- Creates and updates all FBCNB job descriptions. Job descriptions are reviewed and approved by the appropriate FBCNB management staff and Elder Board.

The Personnel Committee shall also function as an Independent Compensation Committee for the purpose of determining and approving the compensation of the Senior Pastor and any of his family members who may also be employees of FBCNB. The Senior Pastor shall not be the Chairman or a voting member of the Committee. In order to serve their purpose, the Independent Compensation Committee may consider all duties, performance evaluations, compensation comparability data, and other relevant information. The Senior Pastor shall not participate in the Independent Compensation Committee's discussion and formulation of, or vote regarding, his salary and benefits, or any family member's salary or benefits.

13.4 Ad Hoc Committees

- 13.4.1 An Ad-Hoc Committee has a formal and non-permanent nature. It exists for a defined scope and purpose(s). The typical leadership positions within an ad-hoc committee are, at minimum, Chairperson, Vice Chairperson, and Secretary.
- 13.4.2 A Pastoral Search Committee will be formed when the Elder Board and the Personnel Committee determine that a vacant pastoral position needs to be filled. The selection process will be in accordance with section 11.1.
- 13.4.3 Other ad hoc committees may be created at the recommendation of the elder board or FBCNB standing committee(s). The recommendation should include number of members, purpose(s), clearly defined scope, responsibilities, and duration of the proposed ad hoc committee.
- 13.4.4 All ad hoc committees must be reauthorized by the Members annually.
- 13.4.5 All ad hoc committee members are elected by FBCNB.

13.5 Committee Meetings

- 13.5.1 Committees shall determine which committee members will fill the committees' leadership roles. A quorum for a meeting shall consist of at least 50% attendance of the

current committee members excluding ex-officio members. Committee meetings are normally open to attendance by FBCNB members.

13.5.2 If a committee member is physically unable to attend a committee meeting and desires to participate in the meeting they may do so by real-time telepresence. Voting by proxy is *prohibited*.

13.5.3 Committees may meet electronically provided:

- All members are notified of the meeting,
- A quorum is achieved,
- And the technology used allows committee members to communicate with each other effectively and in real time.

13.5.4 Standing committees shall meet at least annually.

13.6 Ministry Teams

A Ministry Team is an organized entity within FBCNB whose purpose is to accomplish FBCNB's mission. Small Groups, Hospitality, Youth, Men's, Women's, and Senior Adult are all *examples* of ministry teams, but not an all-inclusive list. Ministry teams are managed by the pastoral staff and may or may not be of a permanent nature.

Article 14. Eligibility for Individuals Serving Within FBCNB

14.1 General

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

14.2 Deacon

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

14.3 Committee Attendance

If a committee member fails to attend (electronically or in person) 25% or more of the scheduled committee meetings in a 12-month period or three consecutive meetings, that person is assumed to have resigned from the committee.

14.4 Standing Committees Only

14.4.1 Committee members shall serve on a three-year rotational system with one-third to be elected by FBCNB each calendar year.

14.4.2 No one may serve more than 7 consecutive years on the same committee and may not succeed to that same office until one year has elapsed.

14.4.3 A person may serve on multiple committees concurrently but may serve as chairperson on only one committee at a time.

14.4.4 Each committee chair, or their designee, will submit a report of the activities of their committee for FBCNB's quarterly member meetings.

14.4.5 Filling an unexpired term

- If a committee position is vacated with less than 15 months left in the term:
 - The Elder Board may appoint a replacement to serve for the unexpired portion of the former committee member's term.
 - The appointment is effective immediately but affirmed at the next quarterly member meeting.
- If a position is vacated with more than 15 months left in the term:
 - The Elder Board may appoint a replacement for the remainder of the current year.
 - The appointment is effective immediately but affirmed at the next quarterly member meeting.
 - The Nominating Committee will select a replacement for Elder Board approval and affirmation at the next annual member meeting.

Article 15. Transactions of FBCNB

Policies on handling of financial transactions are recorded in the FBCNB *Financial Management Policies and Procedures Handbook*. (Ref. 13.3.4)

15.1 Contracts

Subject to Article 10, FBCNB may authorize an individual officer or agent of FBCNB to enter into a contract or execute and deliver any instrument in the name of and on behalf of FBCNB. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

15.2 Deposits

All funds of FBCNB shall be deposited to the credit of FBCNB in banks, trust companies, or other depositories that the Members select.

15.3 Gifts.

Subject to section 2.1.3, FBCNB may accept any contribution, gift, bequest, or devise for general purposes or for any special purpose of FBCNB.

15.4 Loans and Related Parties.

FBCNB shall not make any loan to an officer of FBCNB.

15.5 Affiliated Transactions.

FBCNB, its officers, and disqualified persons (as defined in FBCNB's *Conflict-of-Interest Policy*) shall avoid transactions that involve direct or indirect self-dealing as defined by Section 4941 of the Internal Revenue Code. Subject to the prohibition of self-dealing transactions, no contract or transaction between FBCNB and one or more of its officers, or between FBCNB and any other corporation, partnership or association, or other organization in which one or more of FBCNB's officers are officers, or have a financial interest, shall be void or voidable solely for this reason, if:

15.5.1 The material facts concerning the financial interests are disclosed to the Members and the Members authorize the contract or transaction by the affirmative vote of a majority of the disinterested Members; or

15.5.2 The contract or transaction, after all material facts concerning the financial interests are disclosed, is fair to FBCNB at the time of the approval.

Nothing herein shall prevent retroactive approval of a transaction. Common or interested members may be included in determining the presence of a quorum at a meeting of the Members that authorizes the contract or transaction.

FBCNB may adopt additional policies and procedures to address related-party transactions and transactions that may involve direct or indirect self-dealing, if applicable, as defined by the Internal Revenue Code.

All officers of FBCNB are required to comply with these provisions and additional policies and procedures adopted by FBCNB.

15.6 Prohibited Acts.

No officer or committee member of FBCNB shall:

15.6.1 Do any act in violation of the Bylaws or a binding obligation of FBCNB.

15.6.2 Do any act with the intention of harming FBCNB or any of its operations.

15.6.3 Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of FBCNB.

15.6.4 Receive an improper personal benefit from the operation of FBCNB.

15.6.5 Use the assets of FBCNB, directly or indirectly, for any purpose other than carrying on the business of FBCNB.

15.6.6 Wrongfully transfer or dispose of FBCNB property, including intangible property such as goodwill.

15.6.7 Use the name of FBCNB (or any substantially similar name) or any trademark or trade name adopted by FBCNB, except on behalf of FBCNB in the ordinary course of FBCNB's business.

15.6.8 Disclose any of FBCNB's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

Article 16. Whistleblower and Grievance Resolution Policies

Whistleblower and Grievance Resolution policies are recorded in the *FBCNB Personnel Policy Manual*.

Article 17. Conflict of Interest Policy

A *Conflict-of-Interest Policy* is recorded in the *FBCNB Financial Management Policies and Procedures Handbook*.

Article 18. Books and Records

18.1 Required Books and Records

FBCNB shall keep correct and complete books and records of account. FBCNB's books and records shall include:

- 18.1.1 A file-endorsed copy of all documents filed with the Texas Secretary of State relating to FBCNB, including, but not limited to, the Certificate of Formation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- 18.1.2 A copy of the Bylaws and any amended versions or amendments to the Bylaws.
- 18.1.3 Minutes of the proceedings of the Members and committees having any of the authority of the Members.
- 18.1.4 A list of the names and addresses of the officers, and any committee members of FBCNB.
- 18.1.5 A financial statement showing the assets, liabilities, and net worth of FBCNB at the end of the three most recent fiscal years.
- 18.1.6 A financial statement showing the income and expenses of FBCNB for the three most recent fiscal years.
- 18.1.7 All rulings, letters, and other documents relating to FBCNB's federal, state, and local tax status.
- 18.1.8 FBCNB's federal, state, and local information or income tax returns for each of FBCNB's three most recent tax years.

18.2 Inspection and Copying

- 18.2.1 Requests by Members or officers. Any Member or officer of FBCNB may inspect and receive copies of all books and records of FBCNB required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in FBCNB and if the person submits a request in writing. Such a person entitled to inspect and copy FBCNB's books and records may do so. Such a person entitled to inspect FBCNB's books and records may do so at a reasonable time no later than required by the Internal Revenue Regulation after FBCNB's receipt of a proper written request.
- 18.2.2 Protection of Proprietary Information. Pursuant to Texas law and other applicable law, and to protect the interests of FBCNB, the Members may require, as a condition precedent to any inspection or copying of confidential, proprietary, or trade secret books and records, that the officer requesting the records execute a Nondisclosure or Confidentiality Agreement relating to the nondisclosure of the books and records inspected or copied.
- 18.2.3 Requests by the Public. The Internal Revenue Service requires that copies be made available to the legitimate, requesting public. FBCNB shall maintain all documents required by the Internal Revenue Service to be made available to the public. FBCNB shall receive and respond as required by Internal Revenue Service guidelines to requests from the public for copies of FBCNB's Form 1023 and Form 990, if any. Books and records available to the public for inspection or copying are not subject to the nondisclosure requirements of paragraph 18.2.2 above.

18.2.4 **Fees.** The Members may establish reasonable fees for copying FBCNB's books and records. The fees may cover the cost of materials and labor but may not exceed the Internal Revenue Service guidelines for providing copies.

18.3 Fiscal Year

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

18.4 Audited Financial Statements

FBCNB shall have financial statements of FBCNB audited as specified in *Financial Management Policies and Procedures Handbook*.

Article 19. Indemnification

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

19.1 Mandatory Indemnification

19.1.1 To the maximum extent permitted by *TBOC*, as amended from time to time (provided however, that if an amendment to *TBOC*, in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), FBCNB shall indemnify and advance expenses to any person who is or was an officer of FBCNB, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (the "Proceeding"), to which such person was, or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

- The Proceeding was instituted by reason of the fact that such person is or was an *officer of FBCNB*; and
- The officer conducted himself in good faith, and he reasonably believed (a) in the case of conduct in his official capacity with FBCNB, that his conduct was in its best interest; (b) in all other cases, that his conduct was at least not opposed to the best interests of FBCNB; and (c) in the case of any criminal proceeding, that he had no reasonable cause to believe his conduct was unlawful. FBCNB shall not indemnify a person who is found liable to FBCNB or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.

19.1.2 The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the officer did not meet the standard of conduct herein described.

- 19.1.3 FBCNB shall pay or reimburse expenses incurred by an officer, committee member, employee, or agent of FBCNB in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting FBCNB when the person is not a named defendant or respondent in the proceeding.

19.2 Permissive Indemnification

- 19.2.1 FBCNB may, to the maximum extent permitted by TBOC, as amended from time to time (provided, however, that if an amendment to TBOC in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of FBCNB, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in Article 19.1.1, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of FBCNB and met the standards of conduct set forth in Article 19.1.1. FBCNB may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of FBCNB to the extent doing so is consistent with public policy or as may be provided by these Bylaws, by contract, or by general or specific action of FBCNB.
- 19.2.2 Before the final disposition of a proceeding, FBCNB may pay indemnification expenses permitted by the Bylaws and authorized by FBCNB. However, FBCNB shall not pay indemnification expenses to a person before the final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by FBCNB or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
- 19.2.3 If FBCNB may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of FBCNB, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

19.3 Procedures Relating to Indemnification Payments.

- 19.3.1 Before FBCNB may pay any indemnification expenses (including attorney's fees), FBCNB shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 19.3.3, below. FBCNB may make these determinations and decisions by any one of the following procedures:
- Majority vote of a quorum consisting of Elders who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - If such a quorum cannot be obtained, by a majority vote of a committee of the Members, designated to act in the matter by a majority vote of all Elders, consisting solely of two or more Elders who, at the time of the vote, are not named defendants or respondents in the proceeding.

- Determination by special legal counsel selected by the Members by vote as provided above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Elders.
- 19.3.2 FBCNB shall authorize indemnification and determine that expenses to be reimbursed are *reasonable in the same manner that it determines whether indemnification is permissible*. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by 19.3.1 above, governing the selection of special legal counsel. A provision contained in the Certificate of Formation, the Bylaws, or a resolution of the Members that requires the indemnification permitted by paragraph 19.1 or 19.2 above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- 19.3.3 FBCNB shall pay indemnification expenses before final disposition of a proceeding only after FBCNB determines that the facts then known would not preclude indemnification and FBCNB receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 19.3.1, above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by FBCNB if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

Article 20. Miscellaneous Provisions

20.1 Holy Bible Version

The Bible referred to in these Bylaws is the 1995 *New American Standard Bible* (NASB95).

20.2 Construction of Bylaws

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

20.3 Seal

The members may adopt a corporate seal.

20.4 Power of Attorney

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

20.5 Parties Bound

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

20.6 Electronic Signatures

To the fullest extent permitted by the TBOC and other law, including the Texas Uniform Electronic Transactions Act, electronic signatures (such as e-mail or other electronic transmissions) of Members, officers and committee members, as between each other or each of them and FBCNB, shall constitute the valid signature of the person for purposes of obtaining consents or other matters prescribed by these Bylaws, unless a Member or officer submits a written refusal to conduct any or certain transactions by electronic means.

20.7 Christian Alternative Dispute Resolution

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

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

20.8 Definitions

20.8.1 Gender and sexuality are determined by the sex (Male or Female) of a person when they are biologically born.

20.8.2 Marriage is defined in The Baptist Faith & Message statement by the Southern Baptist Convention adopted June 14, 2000 in Section XVIII, "The Family" and in FBCNB policy.

Article 21. Amendments

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

Article 22. Emergency Powers and Bylaws

For the purpose of this article, an emergency exists when a catastrophic event precludes a normal *in-person* FBCNB member meeting where a minimum of 50 members ***could reasonably*** attend. In that event, the Elder Board, or the Bylaws Committee, may invoke the Emergency Powers article.

Once invoked, the Bylaws prohibition against electronic voting at FBCNB member meetings is suspended for the duration of the emergency. The organization shall use all reasonable means to notify and provide accessibility to FBCNB’s membership.

- 22.1 For a virtual meeting vote, the FBCNB membership of each person voting must be authenticated.
 - 22.1.1 Authenticating membership takes precedence over secret ballots. If the technology in use by FBCNB does not provide for a secret ballot, is unavailable, impractical, or potentially compromises authenticating membership, ballots shall be open.

The members may also adopt emergency bylaws, subject to amendments or repeal by the full membership, which may include provisions necessary for managing the corporation during an emergency including:

- 22.2 Procedures for calling a meeting of the members.
- 22.3 Quorum requirements for the meeting.
- 22.4 The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

Article 23. Notices

23.1 Notices

Any notice required or permitted by the Bylaws to be given to an Elder, officer, or committee member of FBCNB, or any other person entitled to notice pursuant to these Bylaws, may be given in any manner allowed by the TBOC or these Bylaws, including by electronic communications, including by electronic communication (such as email) designated by the person for receiving official communications from FBCNB. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of FBCNB, with postage prepaid and in a sealed wrapper. If notice is served by facsimile, email or other electronic means, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number, e-mail address or other electronic address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Church Clerk of FBCNB. Without a preference designation, the person serving the notice shall give notice as permitted by these

Bylaws. By affiliation with FBCNB, each Elder, officer and committee member agrees to accept and abide by such notification procedures.

23.2 Signed Waiver of Notice

Whenever any notice is required to be given under the provisions of the TBOC or under the provisions of the Certificate of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

23.3 Waiver of Notice by Attendance

The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

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CERTIFICATE OF CHURCH CLERK

I certify that I am the duly elected and acting Church Clerk of First Baptist Church New Braunfels, Texas and that the foregoing thirty-two (32) pages constitute the Bylaws of First Baptist Church New Braunfels, Texas.

These Bylaws were duly amended by the supermajority vote of the members of FBCNB on April 27, 2025
_____ Date

Name Bobbi Peppin
Print name

Signature Bobbi Peppin

Date Signed April 29, 2025