



## **BYLAWS**

### **ARTICLE 1: NAME AND OFFICES**

The name of this Church shall be Claiborne Church of God, Inc, operating as Family Church, West Monroe hereinafter referred to as the “Church”.

The principal office of the Church shall be located at 320 Laird Street, West Monroe, LA 71291.

### **ARTICLE 2: PURPOSE**

The purpose of Family Church, a church committed to the full counsel of God as set forth in the Scriptures, shall be:

- A. To advance the Kingdom of God in all teaching, preaching, ministry, relationships and actions.
- B. To bring glory and honor to Jesus Christ alone through the making of disciples in fulfillment of the Great Commission.
- C. To facilitate and encourage corporate, small group, and individual worship.
- D. To encourage fellowship and harmony among the saints.
- E. To edify believers.
- F. To encourage and facilitate acts that display the name of Jesus Christ to the world as a church and as individual members for the purpose of bringing individuals to a personal knowledge of Jesus Christ as LORD and Savior.
- G. To encourage and facilitate acts that teach and minister to families in ways that bring biblical order and function to the family unit.

The hierarchy of authority by which Family Church shall be governed is:

- A. The Holy Bible
- B. Federal Law, including the United States Constitution, Internal Revenue Service Rules and Governance, and other applicable regulations
- C. State Law, including the Constitution of the State of Louisiana, Louisiana Business Corporation Act, Louisiana Nonprofit Corporation Law, and other applicable regulations
- D. The Articles of Incorporation of Family Church
- E. The Bylaws of Family Church
- F. The policies and procedures of Family Church and Claiborne Christian School

## **ARTICLE 3    POWERS AND LIMITATIONS**

### **SECTION 3.1    GENERAL POWERS**

- A. To accept, receive, hold, sell, reinvest, and dispose of gifts, donations, devises, and bequests of both real and personal property.
- B. To purchase, acquire, own, hold, sell, use, mortgage, transfer, pledge, and deed in trust personal or real property; to supervise property of others; to borrow money; to issue bonds, debentures, notes, and other obligations of this Church from time to time for any of the projects or purposes of this Church.
- C. To buy, lease, rent, or otherwise acquire, hold or use, own, enjoy, sell, exchange, lease as lessor, mortgage, deed in trust, pledge, encumber, transfer on trust, or otherwise dispose of any and all kinds of property, whether real, personal, or mixed, and to receive property by devise or request.
- D. To borrow money and to contract debts, to issue bonds, notes, and other evidences of indebtedness, and to secure them by any or all of the property of this Church or to issue them unsecured.
- E. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose and without limit on amount with any persons, firm, or church.
- F. To have and to exercise all powers conferred by the State of Louisiana law upon non-profit religious organizations, as that law is now in effect or may at any time hereafter be amended.

### **SECTION 3.2    LIMITATIONS ON PRIVATE BENEFIT**

No part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its members, officers, Trustees, Directors or any person except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the purposes of the Church.

### **SECTION 3.3    CHARITABLE PURPOSES**

This Church is organized and shall be operated exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or subsequently amended.

Notwithstanding any other provisions of these Bylaws, the Church shall not carry on any activity not permitted to be carried on (a) by a church exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or subsequently amended, or (b) by a church, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as now in effect or subsequently amended.

## SECTION 3.4 POLITICAL ACTIVITIES

No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Church shall not carry on any other activities not permitted to be carried on (a) by a church exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or subsequently amended, or (b) by a church, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as now in effect or subsequently amended.

## ARTICLE 4: DECLARATION OF FAITH / DOCTRINES

### SECTION 4.1 OUR BELIEFS

We believe:

- A. The Bible is God's inspired Word.
- B. In one God eternally existing in three persons: namely, the Father, Son, and Holy Spirit.
- C. Jesus Christ is the only begotten Son of the Father conceived of the Holy Spirit, and born of the Virgin Mary. That Jesus was crucified, buried, and raised from the dead. That He ascended to heaven and is today at the right hand of the Father as the intercessor, mediator and High Priest of our salvation.
- D. All have sinned and come short of the glory of God and that repentance is commanded of God for all and necessary for the forgiveness of sins.
- E. Justification, regeneration, and the new birth are wrought through faith in the atoning Blood of Jesus Christ.
- F. Sanctification is both an instantaneous and progressive work of the Holy Spirit.
- G. A holy lifestyle is God's standard of living for His people.
- H. Believers should be baptized with the Holy Spirit for the purpose of empowerment.
- I. Speaking in tongues is the privilege of every believer, whereby he or she communes and fellowships with God in a language made known only by God.
- J. Water baptism by immersion is required for all who repent of their sins and follow Christ.
- K. Healing is provided in God's redemptive work.
- L. The Lord's Supper, Communion, is partaking of the life of God and is required of all who repent of their sins and follow Christ.
- M. Jesus Christ will come again, taking all believers, living and dead, unto Himself, giving them an eternal reward.
- N. There will be eternal life for the righteous, and eternal punishment for the wicked.

#### SECTION 4.2 STATEMENT ON MARRIAGE AND SEXUALITY

We believe the term “marriage” has only one meaning and that is marriage sanctioned by God which joins one man and one woman in a single, exclusive union, as delineated in Scripture. We believe that God intends sexual intimacy to only occur between a man and a woman who are married to each other. We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman.

We believe that any form of sexual immorality, such as adultery, fornication, homosexuality, bisexual conduct, bestiality, incest, pornography, or any attempt to change one’s sex, or disagreement with one’s biological sex, is sinful and offensive to God.

We believe that in order to preserve the function and integrity of the church as the local Body of Christ, and to provide a biblical role model to the Church members and the community, it is imperative that all persons employed by Family Church and Claiborne Christian School in any capacity, or who serve as volunteers should abide by and agree to this Statement on Marriage and Sexuality and conduct themselves accordingly.

Because we believe in the biblical teaching that marriage is between one man and one woman, marriages outside those parameters will not be performed by Family Church officials or on Church property.

We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ.

We believe that every person must be afforded compassion, love, kindness, respect, and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the doctrines of Family Church.

#### SECTION 4.3 STATEMENT ON THE SANCTITY OF HUMAN LIFE

We believe that all human life is sacred and created by God in His image. Human life is of inestimable worth in all its dimensions, including pre-born babies, the aged, the physically or mentally challenged, and every other stage or condition from conception through natural death. We are therefore called to defend, protect and value all human life. (Psalm 139)

#### SECTION 4.4 STATEMENT OF BIBLICAL AUTHORITY

This Declaration of Faith does not exhaust the extent of our beliefs. The Bible itself, as the inspired and infallible Word of God, which is the final authority concerning truth, morality, and the proper conduct of mankind, shall be the sole and final source of all that we believe. For purposes of Church doctrine, practice, policy, and discipline, our Board of Elders shall be Family Church’s final interpretive authority on the Bible’s meaning and application.

#### ARTICLE 5: DOCTRINAL AFFILIATION

Family Church shall be a member church of the Church of God, whose international headquarters is located in Cleveland, Tennessee. The teachings and practices of Family Church shall remain in harmony with the doctrines, beliefs, and statement of faith of the Church of God. Consequently, Family Church shall also be affiliated with the Church of God of Louisiana, Inc., whose headquarters is located in Baton Rouge, Louisiana.

## **ARTICLE 6: MEMBERSHIP**

### **SECTION 6.1 QUALIFICATIONS**

Any person interested in becoming a member of Family Church shall give clear evidence of their new birth in Christ, live a consistent Christian lifestyle, worship at the Church on a regular basis for at least a three-month continuous period, subscribe to the Doctrines in Article 3 of these bylaws, and complete any pre-membership classes offered by the Church.

Interested persons who have completed the requirements of the preceding paragraph shall be given the opportunity to join the Church as members during services designated for such purpose. These opportunities shall be offered at appropriate intervals determined by the Lead Pastor.

The Lead Pastor, or his designated Minister, will ask the prospective members to declare their desire for membership, and dedication to our doctrines. He will then provide instruction and challenge to the prospective members and the Church body. Upon his prayer of dedication and his declaration, the prospective members shall become official members of the congregation of Family Church.

### **SECTION 6.2 VOTING RIGHTS**

A member shall enjoy the spiritual and relational benefits of being a part of the ministry of the Church. All voting rights and management of Family Church are reserved for the Board of Directors.

### **SECTION 6.3 TERMINATION**

The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member of the congregation for cause after an appropriate hearing.

### **SECTION 6.4 RESIGNATION**

Any member of the congregation may resign by filing a written resignation with the Secretary of the Board of Directors. However, a member may not voluntarily resign if he or she is involved in an active disciplinary process prior to its resolution.

### **SECTION 6.5 REINSTATEMENT**

Upon the submission of a written request signed by a former member of the congregation and filed with the Secretary, the members of the Board of Directors, upon an affirmative vote of two-thirds of all the members of the Board, may reinstate the former member to active membership on such terms as the Board of Directors may deem appropriate.

#### SECTION 6.6 TRANSFER OF MEMBERSHIP

Membership in the congregation of Family Church is transferable upon written request from any official officer or designee of the petitioning church.

#### SECTION 6.7 REGULAR RELIGIOUS SERVICES

The members of the congregation shall meet for regular religious services. The day of the week and time for each service shall be established by the Lead Pastor.

#### SECTION 6.8 EXPECTATIONS OF MEMBERS

Every member is expected to demonstrate his/her love for and commitment to the Lord Jesus Christ and to Family Church in the following ways:

- A. Should seek to develop a vital devotional life, including daily Bible reading and prayer (Acts 2:42-47; 2 Timothy 2:15-16);
- B. Should regularly attend scheduled meetings of the Church (Hebrews 10:25; Acts 2:42-47);
- C. Should practice “storehouse tithing”, which means to give 10% of one’s income to this church in an undesignated fashion as a minimum of his/her expression of stewardship (Malachi 3:8-12);
- D. Should seek to live a Christlike, holy life (1 John 2:3-6; 1 Peter 1:13-17; Matthew 22:37-39) and agree and abide by the teachings of the Bible and the governing documents of Family Church;
- E. Should seek to verbally share the gospel of Jesus Christ with lost people for the purpose of persuading them to be converted to Him in salvation (Matthew 28:18-20);
- F. Should positively submit to and follow the leadership of the Pastors and lay leadership of the Church. Should preserve the unity of the Spirit in the bond of peace within the fellowship by striving to be a peacemaker rather than a troublemaker (Hebrews 13:17; Philippians 2:1-4);
- G. Should strive to love one another and show an attitude of forgiveness and unity toward each other as an example to the world of Christ’s love for His Church (John 13:34-35; Matthew 22:37-39; 1 John 3:16).

## SECTION 6.9 CHURCH DISCIPLINE

Every reasonable measure will be taken to minister to any troubled member. The Pastors, lay leaders and members will seek redemption rather than punishment. Should a serious problem arise regarding the conduct or activities of a members which would cause that member to become a liability to the welfare and interests of the Church, the Pastors and Elders will seek to resolve the problem according to Matthew 18:15-17.

The goal of church discipline is to bring those involved to repentance and into a restored relationship with God, other believers, and the Church. Discipline shall be prayerfully and lovingly administered according to the Scriptures, by the Board of Directors, upon recommendation from the Board of Elders. The scriptural foundation for discipline administered at Family Church shall be Matthew 18:15-17, Romans 16:17, I Corinthians 5:9-13, and II Thessalonians 3:6.

Some, but not all, grounds for exercising formal discipline, are:

- A. A consistent and continuing lifestyle that is contrary to the Holy Scriptures.
- B. A consistent and continuing lifestyle that is contrary to any of the beliefs of Family Church outlined in Article 4 of these Bylaws.
- C. Public declarations of personal beliefs, whether oral or written, that contradict the teaching of scripture or the beliefs of Family Church.
- D. Intentionally attempting to cause division or dissension within the Church body through either behavior or rhetoric.
- E. A continued failure to live up to the Expectations of Members as outlined in Section 6.9 of these Bylaws.

The Board of Directors shall have the authority to take such disciplinary measures regarding members of Family Church as they prayerfully determine are appropriate. These measures may include, but are not limited to, moving members to the inactive membership list, expelling members from membership, requiring demonstrated behavioral change, and the implementation of accountability standards.

The Board of Directors shall also have the authority to reactivate or restore members who have responded positively to disciplinary measures, and who have shown themselves to be repentant and have requested to be restored to full membership.

## **ARTICLE 7: BOARD OF DIRECTORS**

### SECTION 7.1 GENERAL POWERS

The affairs of Family Church shall be managed by its Board of Directors, whose members shall have a fiduciary obligation to the Church.

### SECTION 7.2 QUALIFICATIONS

A Director of Family Church whose initial term of service begins on or after January 1, 2020 must be an active member who is not currently undergoing discipline; and who, as a minimum, meets the requirements for Deacon as set forth in Article 9, Section 9.4, Paragraph C of these Bylaws.

#### SECTION 7.3 NUMBER

The number of Directors shall be no less than five, with no maximum.

#### SECTION 7.4 TERM

Each Director shall serve for a one-year term, except for the Lead Pastor. He shall serve until resignation or removal from office.

#### SECTION 7.5 ELECTION

With exception of the Lead Pastor, who shall be an ex-officio member of the Board, each member must be nominated by the Elder Board. A list of nominees shall be submitted to the current Directors at an official annual meeting held for the purpose of electing Directors and Officers. Each nominee must be approved by a majority of the Directors in attendance at said meeting.

#### SECTION 7.6 CHAIRMAN

The Lead Pastor shall automatically serve as Chairman of the Board of Directors until his resignation or removal from office. In the event the Chairman is absent from any regular or special meeting of the Board of Directors, the Executive Vice President shall serve as Chairman unless specifically indicated otherwise within these bylaws.

#### SECTION 7.7 REGULAR MEETINGS

The Board of Directors shall meet annually for the purposes of electing Directors and Officers and conducting any other business as may come before the Board. Notice of the date, time and location of said meeting shall be given to all current Directors by the Secretary no less than two weeks prior to the scheduled meeting.

Additional regular meetings which become necessary or desirable may be scheduled by the Chairman at his discretion. He shall cause the Secretary to give notice of each additional regular meeting to all current Directors no less than two weeks prior to the scheduled meeting.

## SECTION 7.8 ANNUAL PLANNING MEETING

Prior to June 1st of each year, a regular meeting shall be held to plan, project and prioritize the budget for the ensuing church and school fiscal year, which begins on July 1st.

## SECTION 7.9 SPECIAL MEETINGS

Special Meetings of the Board of Directors may be called by the Chairman, or by an affirmative vote of two-thirds of the members present at any meeting of the Board of Elders. The Secretary shall be notified by the Chairman or the Lead Administrative Elder as to the date, time and location of the special meeting, and he shall provide notice to the current Directors as much in advance of the special meeting as possible. Except in emergency circumstances, every effort should be made to give a minimum 48-hour advanced notice of any special meeting.

## SECTION 7.10 NOTICE

Notice of any regular or special meeting of the Board of Directors shall be given by the Secretary of the Board of Directors to each current Director. Such notice may be given in person or via telephone, voice mail, United States postal mail, email, text message or any other commonly accepted reliable means of delivery. Unless additional information is specifically required by law or elsewhere in these Bylaws, the only required information for the notice is the date, time and location of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting.

## SECTION 7.11 QUORUM

Unless otherwise required by law or elsewhere in these Bylaws, a majority of the current Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the absence of a quorum, no official meeting may be held, and no official actions may be conducted.

## SECTION 7.12 VOTING REQUIREMENTS

All actions of the Board of Directors shall require an affirmative two-thirds vote of the members present for said action to pass, unless otherwise required by law or elsewhere in these Bylaws.

Notwithstanding the above requirement for a two-thirds majority vote, any Director present at any meeting may move for a unanimous vote requirement on a given issue. If such a motion is made, it must pass by an affirmative vote of two-thirds of the members present in order for a unanimous vote to be required on the proposed action.

### SECTION 7.13 VACANCIES, ADDITIONS, AND REMOVAL

When any vacancy may occur, or any increase in the number of Directors is desired, nominations for the open position(s) shall be made by the Elder Board and may be presented at any regular or special meeting of the Board of Directors for approval or rejection. A majority vote by Directors in attendance at said meeting shall be required for approval.

Any Director may be removed for any reason by an affirmative two-thirds vote of the Directors in attendance at any regular or special meeting of the Board of Directors.

In the event all Directors' positions shall become vacant, the Lead Pastor shall appoint new Directors.

### SECTION 7.14 ACTIONS WITHOUT MEETINGS

Any action required or permitted to be taken at any meeting of the Directors, except a meeting held relative to Article 8, Section 8.5 (Pastoral Removal), may be taken without a meeting if written consent, clearly setting forth the action(s) taken, shall be submitted by two-thirds of the Directors entitled to vote on said action. Individual written consents shall be valid if delivered to the Secretary of the Board in person, by United States postal service, or by any electronic means that provides for identification of the sender and a date/time stamp.

### SECTION 7.15 COMPENSATION

Directors shall not receive any salaries for their services as a Director.

## **ARTICLE 8: OFFICERS**

### SECTION 8.1 OFFICERS

The officers of the Church shall be a President, an Executive Vice President, and one or more additional Vice Presidents, a Secretary, and a Treasurer. The Board of Directors may elect or appoint such other officers as it shall deem necessary or desirable, such officers to have the authority and perform the duties prescribed by the Board of Directors.

The offices of Secretary and Treasurer may be held by the same person.

### SECTION 8.2 ELECTION AND TERM OF OFFICE

The officers of Family Church, except for the office of President, which shall be filled at all times by the Lead Pastor, shall be elected by a majority of the Directors present at an annual meeting held for the purpose of electing Directors and Officers. Each officer shall hold office until his successor has been duly elected and qualified. New offices may be created and filled at any regular or special meeting of the Board of Directors.

### SECTION 8.3 REMOVAL

Any officer, except for the President, elected or appointed by the Board of Directors may be removed for any reason by an affirmative vote of two-thirds of the members present at any regular or special meeting of the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the officers so removed.

### SECTION 8.4 VACANCIES

If an office, except that of President, shall become vacant for any reason, the President may appoint a qualified replacement from among the current Directors to serve until the next meeting of the Board. A permanent replacement shall be duly elected at the next meeting of the Board of Directors by a majority of the Directors present.

If the office of President shall become vacant for any reason, the Executive Vice President shall immediately fill the office of President and shall serve in that role until the Board formally elects its next President. The Board shall fill said position pursuant to Section 8.6 of this Article (Pastoral Recruitment and Confirmation).

### SECTION 8.5 LEAD PASTOR REMOVAL

In the event the Lead Pastor shall have serious charges made against him, the charges must be in writing and signed by the accuser(s) and at least one witness and submitted to the Board of Elders.

After receiving and clarifying the charges, a majority of the Elders may call a special meeting of the Board of Directors, to be convened for the sole purpose of considering the charges made against the Lead Pastor.

This special meeting shall be chaired by the Lead Administrative Elder and shall require that the Secretary have notified each member of the Board of Directors at least 72 hours in advance of the meeting.

This special meeting shall require a minimum of two-thirds of the current Directors to be present in order to achieve a quorum. If a quorum is not achieved, the meeting may not be held and must be rescheduled. Subsequent meetings shall only require a 24-hour advanced notice.

The Order of Business for this special meeting shall be:

- Roll call and confirmation of a quorum by the Secretary
- Reading and explanation of the charges by the Chairman
- Presentation of evidence by the accuser(s)
- Presentation of case by the Lead Pastor
- Questions from Directors to either the accuser(s) or the Lead Pastor
- Vote by secret ballot as to whether the Lead Pastor should be removed from office

- Vote count by the Secretary and the results announced
- Adjournment

This vote shall require a supermajority affirmative vote of three-fourths of the members present in order to remove the Lead Pastor from office. If a three-fourths affirmative vote is achieved, the removal shall be immediate.

#### SECTION 8.6 PASTORAL RECRUITMENT AND CONFIRMATION

If the Lead Pastor shall leave office for any reason, the Board of Directors shall discuss with the Administrative Bishop for the Church of God of Louisiana the correct procedure to recruit a new Lead Pastor.

This process shall be spiritually directed and accomplished as expeditiously as is appropriate in the circumstances. The Board of Directors may accept or reject anyone the Administrative Bishop for the Church of God of Louisiana might recommend. Upon acceptance of a nominee by the Board of Directors, the authority of the appointment of the Lead Pastor of Family Church is vested in the Administrative Bishop for the Church of God of Louisiana.

#### SECTION 8.7 POWERS OF OFFICERS

- A. **PRESIDENT:** The office of President shall be filled by the Lead Pastor. The President shall be the Chief Executive Officer of Family Church and Claiborne Christian School. He shall be a continuing member of the Board of Directors and shall serve as its Chairman, presiding at all regular meetings. He shall have general management of the business of the Church/School and general supervision of other officers. He shall execute in the name of the Church/School all documents and contracts authorized by the Board of Directors and (when required) approved by the Administrative Bishop of the Church of God of Louisiana. He shall be an ex-officio member of all standing committees and shall have the general powers and duties of supervision and management vested in the office of the President of the Church/School.
- B. **EXECUTIVE VICE PRESIDENT:** The Senior Associate Pastor, as identified by the Lead Pastor, shall serve Family Church and Claiborne Christian School as Executive Vice President. He shall perform the duties and exercise the powers of the President in case of the President's temporary absence from the office of the Church. He shall perform such other duties as may from time to time be granted or imposed by the President or the Board of Directors. He shall serve as an ex officio member of the Board of Elders and Claiborne Christian School Board. He shall be a voting member of the Board of Directors – serving as its Chairman for any meeting at which the President is not in attendance, unless otherwise specified in these bylaws.
- C. **ADDITIONAL VICE PRESIDENT(S):** The Lead Administrative Elder, as elected by the Board of Elders; and the Chairman of the Deacon Board, as elected by the Board of Deacons, shall each serve as a Vice President of Family Church and Claiborne Christian School. They shall have such duties and powers as may be assigned them by the Board of Directors.

- D. THE SECRETARY: The Secretary shall be a voting member of the Board of Directors. He shall attend all regular and special meetings of the Board and shall record and preserve all votes, actions and proceedings of the Board. He shall perform the same duties for executive and standing committees when requested. He shall give, or cause to be given, notice of all meetings to the Directors when notice is required within these Bylaws, or by any resolution of the Board. He shall perform the duties usually assigned to the office of Secretary, and such further duties as may be prescribed by the President or the Board of Directors.
- E. THE TREASURER: The Treasurer shall be a voting member of the Board of Directors. The Treasurer shall keep a full and accurate account of the receipts and disbursements of Family Church and Claiborne Christian School. He shall disburse the funds of Family Church as may be ordered or approved by the Board of Directors and shall report to the President and the Board whenever they may require accounts of all the transactions as and of the financial condition of the Church/School. He shall perform the duties usually assigned to the office of treasurer and such further duties as may be prescribed by the President or the Board of Directors.
- F. DELEGATING POWERS TO OTHER OFFICERS: In case of the temporary absence of any officer of Family Church and Claiborne Christian School, the Board of Directors may delegate his duties and powers for the duration of the absence, to any other officer, or to any Director.

**Article 9: PASTORAL STAFF, ELDERS, DEACONS, COMMITTEES**

**Section 9.1 COMMITTEES AND DIRECTORS**

At any regular or special meeting of the Board of Directors, it may by resolution approved by a majority vote, authorize and appoint members to standing or ad hoc committees of the Board. Such resolution shall clearly outline the purpose for the committee, whether the committee shall be a standing committee or an ad hoc committee, the initial members of the committee, the term of the members, and the process for appointing future members (if applicable). The committee shall exercise the delegated powers and authority of the Board of Directors, but the delegation of such powers and authority shall not serve to relieve the Board of Directors, nor any individual member, of any responsibility imposed by law.

**SECTION 9.2 PASTORAL STAFF.**

- A. The Lead Pastor shall have the power of veto over any ministry or administrative decision passed at any level within the Church or the School. However, such power shall not extend to any action that has been passed by a two-thirds or greater affirmative vote of the Board of Directors.
- B. The Lead Pastor shall have the ultimate responsibility for the supervision of all staff members of Family Church and Claiborne Christian School.
- C. The Lead Pastor, or his designee(s), shall be responsible for seeking and adding to the Pastoral Staff or to church or school employment those men or women whom he

believes would further the mission of the Church/School, within the confines of the budget set forth by the Board of Directors on an annual basis.

- D. As the Lead Pastor senses the need for additional members to be added to the church staff, he or his designee(s), shall:
  - 1. Pray, fast, and seek counsel from the Pastoral Staff concerning the need.
  - 2. Advise the Elder Board of the need and seek spiritual counsel.
  - 3. Advise the Deacon Board and review the Church finances.
  - 4. Search out and interview qualified candidates.
  - 5. Present a recommendation to the Board of Directors, or its appointed representatives, who will then accept, reject, or postpone the decision.
- E. All Pastoral Staff members shall have their responsibilities assigned to them by the Lead Pastor or his designee(s).
- F. The Lead Pastor shall serve as Chairman of the Elder Board. He shall preside over the meetings of the Board of Elders.

### SECTION 9.3 THE ELDER BOARD

- A. Candidates to serve on the Elder Board may be nominated at any time by any current Elder. The Lead Pastor and the Lead Administrative Elder shall interview each nominee and shall each make their recommendation for approval or rejection to the Board of Elders at any meeting of the Elders. In order to serve, the nominee must be approved unanimously by the current Elders, and subsequently by an affirmative vote of two-thirds of the Directors present at a meeting of the Board of Directors.
- B. The functions of the Elder Board shall be:
  - 1. To give spiritual support to the Lead Pastor in discipling new converts.
  - 2. To pray for the sick.
  - 3. To encourage and develop spiritual gifts and ministries within the body.
  - 4. To assist with the administration of the ordinances of the Church.
  - 5. To assist the Lead Pastor in the direction of the Church relating to:
    - (a) Spiritual life.
    - (b) Major financial planning.
    - (c) Future visionary planning.
  - 6. To function as spiritual leaders of Family Church alongside the Lead Pastor and other Pastoral Staff.
  - 7. To serve as the main source of prayer support and counsel for the entire body of believers at Family Church.
- C. Qualifications
  - 1. Acts 6:1-4
  - 2. I Timothy 3:2-7
  - 3. Titus 1:6-9
  - 4. An Elder must be a loyal member, filled with the Holy Spirit. He must be faithful in tithing and giving and regular and exemplary in church attendance.
- D. Duties and responsibilities.
  - 1. At their regularly scheduled meetings, they shall receive and review reports of the financial and day-to-day operations of the church.

2. They shall establish personal schedules of fasting and prayer as directed to do so by the Holy Spirit.
  3. They shall assist the Lead Pastor with disciplinary action within the Family Church congregation, in accordance with these Bylaws and the commands of the Bible.
  4. They may be called upon to teach.
  5. They shall be called to pray for the sick.
  6. They shall be responsible for the setting forth from within the Body those who are called into ministry. They shall submit to the Deacon Board their recommendation for the disbursements of funds to support said ministries.
  7. After due prayer, consideration and guidance of the Holy Spirit, they shall have the power to veto any business decision passed by the Deacon Board.
- E. An Elder who does not serve on the paid staff of Family Church shall be elected annually by the Board of Elders to serve as the Lead Administrative Elder. The Board of Directors must approve the nomination by a simple majority vote at the regular meeting of the Board held for the purposes of electing officers each year. The Lead Administrative Elder shall serve as Chairman of meetings of the Board of Elders where the Lead Pastor is not present, and shall have other responsibilities as are set out within other sections of these Bylaws.
  - F. The Elders shall meet monthly, and at other special times as the Chairman may deem necessary.
  - G. A majority of the currently serving Elders shall constitute a quorum for any meeting.
  - H. The agenda for each meeting shall be set by the Lead Pastor. The minimum agenda for each regular meeting shall include a report of the financial operations of the Church and School, a report of recent attendance patterns, a report of the most recent meeting of the Executive Committee, and any item requested in advance by any other member of the Elder Board. The request of an agenda topic to added must be made at least 14 days in advance of the meeting at which it will be discussed.

#### SECTION 9.4 THE DEACON BOARD.

- A. Candidates shall be nominated by any current Elder, or the current Chairman of the Deacon Board to serve on the Deacon Board. The Lead Pastor, the Lead Administrative Elder and the Chairman of the Deacon Board shall interview each nominee and shall each make their recommendation for approval or rejection to the Board of Elders at any meeting of the Elders. The Elders shall then vote on accepting or rejecting the nominee. In order to serve, the nominee must be approved unanimously by the current Elders, and subsequently by an affirmative vote of two-thirds of the Directors present at a meeting of the Board of Directors.
- B. The function of the Deacon Board shall be to advise and assist the Lead Pastor in financial matters. They shall review the monthly financial records of the Church, School and any additional ministries accounted for in separate records and offer their recommendations to the Lead Pastor.
- C. Qualifications.
  1. Acts 6:1-4
  2. I Timothy 3:8-12

3. A Deacon must be a loyal member, filled with the Holy Spirit. He must be faithful in tithing and giving and regular and exemplary in church attendance. He should, when possible, attend various functions of Claiborne Christian School.
- D. Duties and responsibilities.
1. At their regularly scheduled meetings, subject to an agenda prepared by the Chairman of the Deacon Board, and approved in advance by the Lead Pastor, they shall review reports and records related to the financial matters of Family Church, Claiborne Christian School, and all other related ministries.
  2. They shall advise and assist the Lead Pastor in areas related to the financial operations of the Church, School and related ministries.
  3. They shall adopt a proposed annual budget that is based upon projections and recommendations prepared by the Church and School leadership and presented to the Deacons no later than their regularly scheduled May meeting.
  4. They shall be responsible for presenting a proposed annual budget to the Board of Directors for adoption or revision prior to July 1<sup>st</sup> of each year. In preparing the proposed annual budget, great consideration should be given to the goals and priorities set forth during the Annual Planning Meeting of the Board of Directors and the recommendations of the Lead Pastor.
  5. The Deacons shall seek direction and approval of the Board of Directors on any one-time expenditures or capital investments which exceed \$50,000.
  6. The Deacon Board shall establish all salaries after receiving and reviewing the recommendations of the Lead Pastor or his designee. Salary adjustments may be made at any time the Deacon Board deems appropriate.
  7. The Deacons shall serve as Trustees of the Church.
  8. The Deacons shall be responsible for the Biblical functions of caring for the widows and the fatherless (James 1:21-2:17), and for administering a benevolence program to assist the needy within the Church and the community.
- E. A chairman shall be elected annually by the Board of Deacons. The Board of Directors must approve the nomination by a simple majority vote at the regular meeting of the Board for the purposes of electing officers each year.
- F. The Deacons shall meet monthly, and at other special times as the Chairman may deem necessary.
- G. A majority of the currently serving Deacons shall constitute a quorum for any meeting.

## SECTION 9.5 THE EXECUTIVE COMMITTEE

- A. Composition: The Executive Committee shall be composed of four members – the President, the Executive Vice President, and the two additional Vice Presidents. The President shall be the Chairman of the Executive Committee.
- B. Authority: The Executive Committee is constituted and shall operate as a standing committee of the Board of Directors. It shall have no authority or power to act on its own behalf, and shall only be authorized to exercise specific authorities either granted to the individual officers or the Executive Committee by specific action of the Board of Directors.
- C. Purpose: The primary purpose of the Executive Committee is to bring the ongoing insight and unique perspective of each of the specific groups represented – Staff, Elders and Deacons – to this small group of leaders as they seek to keep the full leadership team of Family Church working together in unison and shared responsibility for the growth, development, and oversight of the Church.
- D. Meetings: The Executive Committee shall meet at least one time per calendar quarter, and at least six times per calendar year. The date, time and location of each meeting shall be determined, and notification given to each of the members by the Chairman or his designated representative.
- E. Focus: The Executive Committee shall primarily focus on issues and objectives that are strategic in nature. It is not constituted for the purpose of making operational decisions or of acting in the stead of the Board of Directors, but to accomplish the specific purpose outlined in Paragraph C of this section. To accomplish this purpose, the Committee shall provide periodic reports and updates to the full Board of Directors and shall refer any recommendation(s) for official action to the appropriate group to take such action.
- F. Standing Reports: The Board of Directors requests the Executive Committee to conduct annual reviews and provide reports/plans to the Board addressing the following topics at a minimum:
  - 1. Staff Relations – survey and evaluation of strengths and struggles within staff of the Church
  - 2. Discipleship Plan – how are we furthering the mission of developing fully committed disciples of Christ throughout all ministries
  - 3. Family Development – how are we building strong, biblically-functioning families, and what are we doing to enrich each segment and season family life
  - 4. Annual Priorities and Ministry Alignment – what will we be giving focused attention to in the upcoming ministry year and how will we coordinate the focus across all ministries

## ARTICLE 10: BOOKS AND RECORDS

The Church shall keep at its principal office correct and complete books and records of financial accounts and minutes of the proceedings of its members, Board of Directors, and Board-appointed committees. The Church shall also keep at its principal office a record giving the names and addresses of the current members of the Board of Directors.

These books and records may be in physical or electronic format, so long as they are preserved and accessible according to legal statutes and Church/School policy.

#### **ARTICLE 11: FISCAL YEAR**

The fiscal year of Family Church shall begin on July 1 and end on June 30 of each calendar year.

#### **ARTICLE 12: PERSONAL INDEMNIFICATION**

##### **SECTION 12.1 INDEMNIFICATION**

- A. Directors. The Church shall indemnify each Director, as required and also to the greatest extent permitted by Applicable Law with regard to a Director, against each Liability and Expense, but only if that Director met the applicable Standard of Conduct.
- B. Officers. The Church shall indemnify each Officer, as required and also to the greatest extent permitted by Applicable Law with regard to an Officer, against each Liability and Expense, but only if that Officer met the applicable Standard of Conduct.
- C. Employees. The Church shall indemnify each Employee, to the greatest extent permitted by Applicable Law for an Employee, against each Liability and Expense, but only if that Employee met the applicable Standard of Conduct.
- D. Agents. The Church shall indemnify each Agent, to the greatest extent permitted by Applicable Law for an Agent, against each Liability and Expense, but only if that Employee met the applicable Standard of Conduct.
- E. Members. The Church shall indemnify each Member, to the greatest extent permitted by Applicable Law for a Member, against each Liability and Expense, but only if that Member met the applicable Standard of Conduct.

##### **SECTION 12.2 EXPENSES**

- A. Indemnification of Expenses. Notwithstanding Section 12.1, the Church shall not indemnify any one or more Directors, Officers, Employees, Agents, or Members against any one or more Expenses unless, and only to the extent that, the relevant individual has been successful on the merits or otherwise in defense of that Proceeding, or in defense of any claim, issue, or matter in that Proceeding.
- B. Advancement of Expenses. The Church shall advance payment to or on behalf of each Director, Officer, Employee, Agent, and Member for each Expense, but only if and to the extent that the relevant individual has expressly agreed in writing to repay the Church if and to the extent that the relevant individual is later determined by the Church to have failed either or both to meet the applicable Standard of Conduct or to be entitled to indemnification of Expenses under Subsection 12.2.A.

##### **SECTION 12.3 DETERMINATION OF STANDARD OF CONDUCT**

- A. Process. Before indemnifying any one or more Directors, Officers, Employees, Agents, or Members, the Church shall determine whether the relevant individual has met the applicable Standard of Conduct. The Church shall make this determination in either of the following manners: (1) by the Board of Directors of the Church by a majority vote of a quorum consisting entirely of Directors who were not Parties to the relevant Proceeding; or (2) by independent legal counsel for the Church (which may be regular counsel for the Church), but only if such a quorum is unobtainable or if so directed by such a quorum.
- B. Presumption. The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the relevant individual failed to meet the applicable Standard of Conduct.

#### SECTION 12.4 DERIVATIVE PROCEEDINGS

Notwithstanding Section 12.1, the Church shall not indemnify any one or more Directors, Officers, Employees, Agents, or Members against any one or more Liabilities or Expenses incurred by the relevant individual with respect to a Proceeding by or in the right of the Church, unless, and only to the extent that, the indemnity is limited to each of the following: (1) to one or more Expenses; and (2) is not made in respect of any claim, issue, or matter as to which that individual has been adjudged to be liable for negligence or misconduct in the performance of that individual's duty to the Church, unless, and only to the extent that, a court of competent jurisdiction determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, that individual is fairly and reasonably entitled to indemnity for such one or more Expenses that the court deems proper.

#### SECTION 12.5 NATURE OF RIGHTS

- A. Nonexclusive. Each Director, Officer, Employee, Agent, and Member is entitled to both the rights granted to that individual under the indemnification provided in this Article 12, which is to be nonexclusive, and the rights granted to that individual under any one or more by-laws, agreements, authorizations of members or disinterested directors, or otherwise, both as to action in that individual's official capacity and as to action in any one or more other capacities while holding that office or serving in that role.
- B. Transferability. The rights granted to each Director, Officer, Employee, Agent, and Member under the indemnification provided in this Article 12 are to continue as to each relevant individual who has ceased to be a Director, Officer, Employee, Agent, and Member, and are to be available for the benefit of that individual's one or more heirs, legatees, and legal representatives.

#### SECTION 12.6 INSURANCE

- A. Provision of Insurance. The Church shall obtain and maintain adequate insurance, with adequate being determined in the reasonable discretion of the Church, on behalf of each Director, Officer, Employee, Agent, and Member to insure against each Liability or Expense asserted against or incurred by the relevant individual with respect to either or both of the following: (1) as to any one or more actions or inactions in that individual's official capacity as a Director, Officer, Employee, Agent, and Member; or (2) arising out of that individual's status as any one or more of a Director, Officer, Employee, Agent, or Member. The Church shall provide such insurance, whether or not the Church would have the power to indemnify that individual against such Liability or Expense under the provisions of this Article 12.
- B. Payment of Proceeds. The Church shall advance payment to or on behalf of each Director, Officer, Employee, Agent, and Member for each Liability and Expense for which insurance proceeds have been actually paid and received by the Church.

#### SECTION 12.7 DEFINITIONS

- A. Agent. "**Agent**" means an individual who is or was acting on behalf of the Church or another entity, and is or was acting and at the Church's request, whether serving in a paid or compensated role or gratuitously in a volunteer role. "Agent" includes, unless the context requires otherwise, the estate or personal representative of an Agent.
- B. Applicable Law. "**Applicable Law**" means the more permissive of the LNCL and the LBCA, in terms of which law permits the greater rights to the relevant individual, as determined on the basis of each claim, issue, and matter.
- C. Director. "**Director**" means an individual who is or was a director of the Church or who, while a director of the Church, is or was serving at the Church's request as any one or more of a director, officer, manager, partner, shareholder, member, trustee, employee, or agent of another entity or employee benefit plan. A Director or Officer is considered to be serving an employee benefit plan at the Church's request if the individual's duties to the Church also impose duties on, or otherwise involve services by, the individual to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a Director.
- D. Employee. "**Employee**" means an individual who is or was employed by the Church or by another entity at the Church's request. "Employee" includes, unless the context requires otherwise, the estate or personal representative of an Employee.
- E. Expense. "**Expense**" means a cost or expense, including attorneys fees, court costs, and witness fees, but only if actually and reasonably incurred by the relevant individual with respect to a Proceeding.
- F. LBCA. The "**LBCA**" means the Louisiana Business Corporation Act at Louisiana Revised Statutes 12:1-101 *et seq.*
- G. Liability. "**Liability**" means the obligation to pay a judgment, settlement, penalty, or fine (including an excise tax assessed with respect to an employee benefit plan), but only if actually and reasonably incurred by the relevant individual with respect to a Proceeding.
- H. LNCL. The "**LNCL**" means the Louisiana Nonprofit Corporation Law at Louisiana Revised Statutes 12:201 *et seq.*

- I. Member. “**Member**” means each individual or entity admitted to membership in the Church, and, unless the context indicates otherwise, includes each shareholder, if applicable.
- J. Officer. “**Officer**” means an individual who is or was an officer of the Church or who, while an officer of the Church, is or was serving at the Church’s request as any one or more of a director, officer, manager, partner, shareholder, member, trustee, employee, or agent of another entity or employee benefit plan. A Director or Officer is considered to be serving an employee benefit plan at the Church’s request if the individual's duties to the Church also impose duties on, or otherwise involve services by, the individual to the plan or to participants in or beneficiaries of the plan. “Officer” includes, unless the context requires otherwise, the estate or personal representative of an Officer.
- K. Party. “**Party**” means an individual who was, is, or is threatened to be made, a defendant or respondent in a Proceeding.
- L. Proceeding. “**Proceeding**” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitative, or investigative, whether formal or informal, and whether or not by or in the right of the Church, but only if an individual is made Party to that action, suit, or proceeding by reason of the fact that that individual is or was any one or more of a Director, Officer, Employee, Agent, or Member.
- M. Standard of Conduct. “**Standard of Conduct**” means each of the following, as applicable: (1) with regard to any criminal Proceeding, the relevant individual acted in good faith, in a manner that individual reasonably believed to be in or not opposed to the best interests of the Church and the kingdom of God, and that individual had at the relevant time no reasonable cause to believe that that individual’s conduct was either or both unlawful or noncompliant with historical Christian orthodoxy or orthopraxy (as determined by the Church in its reasonable discretion); or (2) with regard to any non-criminal Proceeding, the relevant individual acted in good faith and in a manner that individual reasonably believed to be in or not opposed to the best interests of the Church and the kingdom of God.

### **ARTICLE 13: AMENDMENT OF BYLAWS**

These Bylaws may be altered, amended, repealed, or replaced by an affirmative vote of two-thirds of the members present at any regular or special meeting of the Board of Directors. At least seven days written advanced notice of said meeting shall be given to each member of the Board. The notice shall include the agenda of the proposed articles and sections to which amendments will be proposed.

## **ARTICLE 14: REFUNDS OF CONTRIBUTIONS AND GIFTS**

All gifts, contributions and bequests made to the Church shall, in accordance with the law, be accepted with “no strings attached”, and shall be non-refundable except by action of the Board of Directors, in accordance with applicable law.

## **ARTICLE 15: SCHOOLS**

The Bible gives us a mandate as parents, to teach our children daily to reverence God in every aspect of life. (*Deuteronomy 6:6-9; Psalms 78:1-8; Ephesians 6:4; Galatians 4:2; Proverbs 22:6; Philippians 4:8*).

We believe it is important that we provide Bible-based education for children and that we strengthen adults with Bible-based education and exhortation. The Church desires and shall, when possible, establish, operate, and maintain Bible-based educational institutions. These educational institutions may include Christian Daycare Centers, Christian Preschools, Christian K-12 Schools, Christian Colleges, Bible Institutes, Wednesday night adult Bible studies and small group programs.

### **SECTION 15.1 PRIMARY OBJECTIVES**

Any school administered by the Church shall strive for excellence academically, morally, and athletically. It shall be dedicated to teaching each student a biblical worldview so they may interpret reality and all of life – past, present, and future – through the lens of scripture.

### **SECTION 15.2 SCHOOL GOVERNMENT**

Any school administered by the Church shall not be a separate entity, but an additional integrated ministry of the Church. Such schools shall be under the supervision and control of the Board of Directors of the Church. The Board of Directors may establish a School Board to conduct the day-to-day business of the school under the oversight of the Board of Directors.

### **SECTION 15.3 SCHOOL FINANCES**

Any school operated by the Church should be financially self-sufficient to not unduly burden other ministries of the Lord. However, self-sufficiency shall not constitute autonomy. The finances of any schools operated by the Church shall be under the control of the Board of Deacons of the Church who shall receive monthly reports of all the financial activities of the school(s).

### **SECTION 15.4 RACIAL AND ETHNIC NON-DISCRIMINATION**

Any school(s) administered by the Church shall not discriminate in its admissions of students based upon race, color, nationality or ethnic origin.

**ARTICLE 16: GOVERNANCE OF MEETINGS**

All meetings of the Family Church Board of Directors shall be conducted in accordance with *Robert's Rules of Order – Newly Revised*.