

# FIRST BIBLE CHURCH MINISTRY BYLAWS

## TABLE OF CONTENTS

ARTICLE I: NAME AND AREA.....	Page 2
ARTICLE II: FUNCTION, PURPOSE & MISSION.....	Page 3
ARTICLE III: MEMBERSHIP .....	Page 4
ARTICLE IV: BOARD OF DIRECTORS .....	Page 7
ARTICLE V: OFFICERS .....	Page 11
ARTICLE VI: BOARD COMMITTEES.....	Page 13
ARTICLE VII: SPECIFIC OPERATING PROCEDURES.....	Page 15
ARTICLE VIII: LIQUIDATION OF FIRST BIBLE CHURCH MINISTRY.....	Page 17
ARTICLE IX: CONFLICT OF INTEREST .....	Page 17
ARTICLE X: BY-LAWS.....	Page 22

### ATTACHMENTS:

- MAP

# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

Adopted tbd

### PREAMBLE

ALL membership of the FIRST BIBLE CHURCH accepts the following NON-NEGOTIABLES:

- God -Father: God the Son and God the Holy Spirit - the God-Head
- The Divine Inspiration of the Bible including its Canonization
- Relationships Are Everything - God to humanity and humanity within humanity
- Church Climate is a Baptist Progressive Traditionist Perspective
- 24 Articles of Faith are valued and respected
- The Preached Gospel is a Social Justice message lived out through Christian community service and is essential to a high quality spiritual walk
- Worship and Praise affirms the dignity of all persons to join in the spiritual experience

The following By-laws are intended to apply biblical concepts to the establishment of the structure and function of this church body. These By-laws establish this community called “FIRST BIBLE CHURCH MINISTRY” and its interpretation of these biblical concepts.

*All Scripture is God-breathed and is useful for teaching, rebuking, correcting and training in righteousness, so that the man of God may be thoroughly equipped for every good work.*  
2 Timothy 3:16-17

### ARTICLE I: NAME AND AREA

#### Section 1 – Name -FIRST BIBLE CHURCH MINISTRY

The name of this corporation is **FIRST BIBLE CHURCH MINISTRY**. This corporation may also be further referred to in these Bylaws as the “Church” and also may be referred to in these Bylaws by and may do business as “**FIRST BIBLE CHURCH**” and such other names as the founders and servant-leaders, shall determine from time to time. The name of this organization shall be the **FIRST BIBLE CHURCH MINISTRY** a public non- profit organization established under Chapter 170 of the General laws of

# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

Tennessee, henceforth referred to as “FIRST BIBLE CHURCH MINISTRY.”

### Section 2 - Address

#### **FIRST BIBLE CHURCH MINISTRY**

Physical Address: *7118 Tulip Trail Drive, Memphis, TN. 38133*

### **ARTICLE II: MISSION, PURPOSE & FUNCTION**

#### **Section I – MISSION STATEMENT**

The mission of FIRST BIBLE CHURCH is to develop a community of Believers who remain committed to the cause of Jesus Christ. These Believers believe in begin accessible, sensitive and responsive to humanity’s need and remain grounded in sound biblical teaching that enables people to become committed followers that know, love and serve Christ in local and world ministry.

#### **Section II - PURPOSE**

Further, the ministry of the Church is to promote the Gospel of Jesus Christ and grow the Believer by hearing, learning, believing and living the Word.

#### **Section III - FUNCTION**

To further the FIRST BIBLE CHURCH MINISTRY’s mission, the following activities may be carried out:

1. To Minister the Word of God in person and through technology’s social media platforms. Spread the Word of the Gospel by ministering to all through seminars, radio, television, and other forms of mass media.
2. Conduct regular religious worship and provide spiritual instruction, education and community service through various forms of ministries.
3. Promote and encourage, through ministries of the organization, cooperation with other organizations ministering within communities of socio-economic depressed or underserved populations.
4. When able, to help neighborhood leaders and residents participate in planning and

# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

carrying out community improvement activities, such as the blight reduction, access to nutrition foods, childcare, health services, and cultural awareness development projects.

5. To improve the circumstances of the neighborhood's low- and moderate-income residents by reducing the level of underserved within the food desert and secure childcare through the creation of program development and opportunities.
6. To organize neighborhood residents of all ages to identify and respond to cultural community issues.
7. To provide facilities, personnel and funds for studies, surveys and demonstration activities leading to effective programs to be carried out by private and public institutions and agencies directed toward the achievement of the goals of the FIRST BIBLE CHURCH MINISTRY.
8. To work cooperatively with existing public and private agencies toward the effective utilization of human resources in the community.
9. To make contributions, grants or loans of funds or property, with or without interest, that will further the objective of the FIRST BIBLE CHURCH MINISTRY and accomplish its purposes.
10. FIRST BIBLE CHURCH MINISTRY, Inc. is not organized, nor shall it operate, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for non-profit purposes. The property, assets, profits and net income of this church are irrevocably dedicated to charitable, educational, and religious purposes. On the dissolution of this church, its assets remaining after payment, or provision or payment of all debts and liabilities of this church shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated for charitable, educational, ecclesiastical, or religious purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986.
11. The **term** in which the corporation is to exist is *perpetual*.

# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

12. To acquire by purchase, gift, devise, bequest, lease or otherwise, to own, hold, use, maintain, improve, and operate, and to sell, lease and otherwise dispose of, real and personal property to the extent authorized by law.
13. In general, to perform and do all other acts and things incidental to or in furtherance of the accomplishment of the purposes of the FIRST BIBLE CHURCH MINISTRY, and to use and exercise all powers conferred from time to time by the laws of the State of Tennessee upon corporations organized under chapter 180, of the General Laws.
14. All of the corporate activities shall be carried on within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1954 as amended, and within the meaning of chapter 170 of the General Laws of the State of Tennessee, as amended.

### **ARTICLE III: MEMBERSHIP**

#### Section 1 – Voting Membership

Voting membership of the FIRST BIBLE CHURCH MINISTRY shall be open to all people 18 years or older worshipping, residing or working in the neighborhood. Any eligible individual shall become a Voting Member by registering with the FIRST BIBLE CHURCH MINISTRY and by paying annual subscription dues. Subscription must be current 60 DAYS prior to any voting effort. Each Voting Member shall be entitled to one vote on each matter submitted to a vote of the Voting Members.

#### Section 2 – Non-Voting Membership

Non-voting membership of the FIRST BIBLE CHURCH MINISTRY shall be open to: (1) those who are between the ages of 10 and 18 and who live in the Neighborhood [Youth Members]; (2) groups or organizations that have an ongoing, working relationship with the FIRST BIBLE CHURCH MINISTRY [Affiliate Members]; and (3) those who are 18 years or older, who work and live outside the Neighborhood but who support the work of the FIRST BIBLE CHURCH MINISTRY [Friends of the Mission Center]. Any eligible individual or organization shall become a Non-Voting Member by registering with the FIRST BIBLE CHURCH MINISTRY and by paying annual dues as established by FIRST BIBLE CHURCH MINISTRY.

# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

### Section 3 – Membership Dues

The FIRST BIBLE CHURCH MINISTRY establishes annual dues of \$1,200 to be paid by the members, voting and non-voting, on a yearly basis. Organizational dues will be established on an annual basis by the Board of Directors.

### Section 4 – Place of Meeting

All meetings of members shall be held at the principal office of the FIRST BIBLE CHURCH MINISTRY unless a different place within the FIRST BIBLE CHURCH MINISTRY's service area is designated by the Organizational Founder, Senior Pastor, Board Chairperson or by a majority of the Directors acting by vote or written instruments signed by them.

### Section 5 – Notice of Meeting

A written notice of the place, date, and hour of all meetings of members stating the purpose of the meeting shall be given at least seven (7) days before the meeting to members entitled to vote thereat and to each member who is otherwise entitled to such notice by law or by the Articles of Organization. Such notice shall be given by leaving such notice on the organization's social media platforms and compliance with local established laws regarding meeting disclosures.

### Section 6 – Special Meeting

A special meeting of the members may be called at any time by the Organizational Founder, Senior Pastor, Board Chairperson or by a majority of the Board of Directors acting by vote or by written instrument or instruments signed by them. A special meeting of the members shall be called by the Secretary/Clerk, or in case of the death, absence, incapacity or refusal of the Secretary /Clerk by any other officer, upon written application of 10% or more of the Voting Membership. Such call shall state the time, place, and purpose of the meeting.

### Section 7 – Annual Meeting

The annual meeting of members (*in good financial standing*) shall be held on the 4<sup>th</sup> Tuesday of the month of September or at another time to be determined by a vote of the Organizing Founder or Board of Directors. The purpose for which the annual meeting is to be held in addition to those prescribed by law, by the Articles of Organization, or by

# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

these By-Laws, may be specified by the Organizational Founder, Board of Directors or the Chairperson. Each Voting Member (*in good financial standing*) shall have the right to place any matter on the agenda of the annual meeting provided the Voting Member gives written notice of the same to the Clerk of the FIRST BIBLE CHURCH MINISTRY at least ten (10) days prior to the date of the annual meeting. If no annual meeting has been held, any special meeting shall have, for the purposes of the by-laws or otherwise, all the force and effect of an annual meeting. Any person who joins the FIRST BIBLE CHURCH MINISTRY as a Voting Member within the thirty (30) day period prior to the annual meeting shall not be entitled to vote at such meeting unless they have paid annual fees one year prior, at time of joining AND has approval of the Organizing Founder and/or Organizational Founder's designee.

### Section 8 – Quorum

At any meeting of the members, a quorum shall consist of five (5) percent of the financially active members, or 20 financially active members, whichever is greater, except when a larger quorum is required by law, by the Articles of Organization, or by these By-Laws. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

### Section 9 – Action by Vote

A majority of the votes properly cast for election to any office shall elect to such office, and a majority of the votes properly cast upon any question shall decide the question except when a larger vote is required by law, by the Articles of Organization, or by these By-Laws.

## **ARTICLE IV: BOARD OF DIRECTORS**

### Section 1 - Powers

There shall be a Board of Directors, appointed by the Organizing Founder and/or the Organizing Founder's designee that shall have the authority to conduct the affairs of FIRST BIBLE CHURCH MINISTRY, which shall always be consistent with FIRST BIBLE CHURCH MINISTRY's religious, educational and charitable purposes. This

# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

authority includes but is not limited to the following:

1. Appointment of an Executive Director to administer the organization, direct its daily operation and execute the policies of the Board. The Board shall set all personnel policies and determine the qualifications, duties and compensation of the Executive Director.
2. To enter into agreements and contracts to purchase, lease and sell property and the power to make loans or grants and purchase equity on behalf of FIRST BIBLE CHURCH MINISTRY. Board members under the age of 18 may vote for such agreements but may not be held liable for or legally enter into such agreements by signing said documents.
3. Set fiscal and program policy subject to applicable laws and regulations of the Federal and State governments.
4. Provide final approval of all program proposals and budgets.
5. Make contracts, give guarantees, and incur liabilities, borrow money at such rates of interest as the Board may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage, pledge or encumbrance of, or secure interest in, all or any of its property or any interest therein, wherever situated.
6. Enforce compliance with all applicable conditions of grants and contributions.
7. Plan and implement a fundraising program that helps to insure continuous financial viability of the organization and its program.
8. All Board members are expected to participate as requested in working or ad-hoc committees formed to execute the day-to-day work of FIRST BIBLE CHURCH MINISTRY.

### Section 2 - Membership

There shall be a Board of Directors consisting of not more than fifteen voting seats (15) and not less than eleven (11) Voting Seats of financial active members.

1. Up to nine (9) members of the Board must be financial active Members of the FIRST BIBLE CHURCH MINISTRY as defined in Article III, Section 1. These Directors shall be appointed by the Organizing Founder and/or the Organizing Founder's



# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

designee or designated process at the annual membership meeting.

2. Up to two (2) members of the Board shall be appointed by the Executive Director. These Directors shall be appointed by the Executive Director and shall be announced at the annual membership meeting. Annual financial dues (\$1,200) are the only requirement of these two positions.
3. Two voting seats shall consist of two (2) members of the Board who are elected from the FIRST BIBLE CHURCH MINISTRY's young adults under the age of 26 who either reside or worship, resided or worshipped, and currently are actively pursuing educational degrees. The election of these Directors shall be ratified at the annual membership meeting. *Community Service hours at minimum of 24 hours annually shall be the financial equivalent of financial activity.*
4. It is the goal of FIRST BIBLE CHURCH MINISTRY to seek a fair representation of low income and minority residents from within local communities to serve on the Board.
5. The Board may fill vacancies as needed by temporary appointment of Board members who will serve until the next appropriate election for the unexpired portion of the term.
6. The initial election, except for Youth, shall proceed as follows: one-third of the elected Board members will be elected to a three-year term, one-third to a 2-year term and one-third to a one year term. Subsequent elections will be held annually for one-third of the elected Board members for a three-year term. With respect to Youth members, they shall serve a two-year term.
7. Appointed Board members will serve one-year terms and may be re-appointed for additional one-year terms.
8. All Board members must become members of the FIRST BIBLE CHURCH MINISTRY either as a Voting or Non- Voting Member and MUST remain financial at all times.

### Section 3 – Election/Appointment

Election and appointment of the Board shall take place at the annual meeting.

### Section 4 - Removal

1. The Organizing Founder and/or the BOD's Executive Committee, as described in

# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

- Article VI, of the Board shall be vested with the authority to remove any Director from office, for cause.
2. Board members shall not miss more than three Board meetings in any twelve (12) month period. In the event that a Board Member misses three meetings in a twelve (12) month period or in the event that the Board or Executive Committee seek to remove a Member for cause, that Member shall meet with the Executive Committee to review the status of his/her membership. Such review may result in the termination or suspension of that membership. There is no financial refunds for any reason for said board members.

### Section 5 – Meetings

1. Quorum - At any meeting of Board of Directors, a majority of the Directors then in office shall constitute a quorum. For purposes of determining a quorum, attendance of one or both Youth members shall constitute the attendance of one (1) Voting Director. Less than a quorum may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. One or more Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Participation in a meeting pursuant to the foregoing sentence shall constitute presence in person at such meeting.
2. Action at Meeting - At any meeting of the Board of Directors at which a quorum is present, a majority of those present may take any action on behalf of the Board of Directors, except to the extent that a larger number is required by law, the Articles of Organization, or these By-Laws.
3. Action Without Meeting - Any action by the Board of Directors may be taken without a meeting if a written consent thereto is signed by the Organizing Founder and/or the Organizing Founder's designee then in office and filed with the records of the meetings of the Board of Directors.
4. Place of Meeting - All meetings of members shall be held at the principal office of the FIRST BIBLE CHURCH MINISTRY unless a different place within the

# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

- FIRST BIBLE CHURCH MINISTRY's service area is designated by the Chairperson or by a majority of the Directors acting by vote or written instruments signed by them.
5. Notice of Meeting - A written notice of the place, date and hour of all meetings of members stating the purpose of the meeting shall be given at least seven (7) days before the meeting to members entitled to vote thereat and to each member who is otherwise entitled to such notice by law or by the Articles of Organization. Such notice shall be given by leaving such notice with the member or at the member's residence or usual place of business, or by mailing it, postage prepaid, and addressed to such member at the member's address as it appears in the records of the FIRST BIBLE CHURCH MINISTRY.

### Section 6 – Special Meetings

Notice of the date, hour and place of all special meetings of the Board of Directors shall be given to each Director. Notice shall be given either in person, by telephone, fax, or by telegram sent to the Director's home or business address at least twenty-four (24) hours in advance of such a meeting, or by written notice at least forty-eight (48) hours in advance. Notice need not be given to a Director if a written waiver of notice is executed by such Director before or after a meeting and is filed with the records of the meeting. Any Director who attends the meeting without protesting prior thereto or at its commencement is assumed to agree to such a notice waiver. A notice or waiver of notice of a meeting of the Board of Directors need not specify the purpose of the meeting.

### Section 7 - Indemnification

The FIRST BIBLE CHURCH MINISTRY shall indemnify each person now or hereinafter elected or appointed a director, officer, employee, or agent of the FIRST BIBLE CHURCH MINISTRY (including each person who serves at its request as a director, officer, employee, or agent of any other organization in which the FIRST BIBLE CHURCH MINISTRY has any interest as a stockholder, creditor, or otherwise) against all expense reasonably incurred or paid by him/her in connection with the

# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

defense or disposition of any actual or threatened claim, action, suit, or proceeding (civil, criminal or other including appeals) in which he/she may be involved as a party or otherwise by reason of him/her having served in any such capacity, or by reason of any action or omission or alleged action or omission (including those antedating the adoption of these By-Laws) by him/her while serving in any such capacity; except for the expense incurred or paid by him/her (i) with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in the reasonable belief that his/her action was in the best interest of the FIRST BIBLE CHURCH MINISTRY, or (ii) with respect to any matter as to which FIRST BIBLE CHURCH MINISTRY shall be ordered by any court of competent jurisdiction from indemnifying him/her. Such indemnification may include payment by the FIRST BIBLE CHURCH MINISTRY of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if he/she shall eventually be adjudicated to be not entitled to indemnification under these By-Laws.

No matter disposed of by settlement, compromise or the entry of a consent decree, nor a judgment of conviction or the entry of any plea in a criminal proceeding, shall of itself be deemed an adjudication of not having acted in the best interests of the FIRST BIBLE CHURCH MINISTRY. The term "expense" shall include, without limitation, settlements, attorney's fees, costs, judgments, fines, penalties, and other liabilities. The right of such indemnification shall be severable, shall be in addition to any other right which any such director, officer, employee, or agent, has, and shall inure to the benefit of the heirs and personal representatives of any such person.

### **ARTICLE V: OFFICERS**

#### Section 1 - Election

The Officers of the FIRST BIBLE CHURCH MINISTRY Board of Directors shall be a Chairperson, Vice Chairperson, Clerk and Treasurer. No one person may hold two (2) Officer positions simultaneously. All Officers shall be elected by the Board from among its members after nomination by the Board Development Committee after being

# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

appointed by the Organizing Founder.

### Section 2 - Duties

The duties of each Officer shall be:

1. The Chairperson, as chief officer and spokesperson for FIRST BIBLE CHURCH MINISTRY, shall, in addition to fulfilling normal duties of the position, appoint such committees as may be needed. All such appointments shall be approved by a majority vote of the Board of Directors. In addition, the Chairperson shall sign, on behalf of FIRST BIBLE CHURCH MINISTRY, all deeds, contracts and other formal instruments.
2. The Vice Chairperson shall fulfill the responsibilities of the Chairperson during the Chairperson's absence or incapacitation, assist the Chairperson in discharging responsibilities as the Chairperson may see fit, fulfill any duties that may be determined by the Board of Directors.
3. The Clerk shall be responsible for the taking and safekeeping of the official minutes of FIRST BIBLE CHURCH MINISTRY, its records and any other responsibilities as may be required under the Statutes of the Commonwealth of Tennessee. The Clerk of FIRST BIBLE CHURCH MINISTRY shall be responsible for providing minutes of the prior meeting and the Notice of Meeting at least five (5) days prior to any Directors' meeting.
4. The Treasurer of FIRST BIBLE CHURCH MINISTRY shall have charge of all papers and records of FIRST BIBLE CHURCH MINISTRY and shall have the responsibility for the funds of FIRST BIBLE CHURCH MINISTRY and for keeping full and accurate accounts and records of all receipts and disbursements of FIRST BIBLE CHURCH MINISTRY. All such papers, records and accounts shall be kept at the principal place of business of FIRST BIBLE CHURCH MINISTRY and be open to inspection by any Director, at intervals of not more than twelve (12) months and prior to the annual meeting. (No funds shall be expended by FIRST BIBLE CHURCH MINISTRY except in furtherance of its educational and charitable purposes as outlined in Article II, Section 1.)

# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

### Section 3 - Term

The term of office for all Officers shall be one (1) year. Officers are eligible for re-election to successive terms. Officers shall be elected at the first Board of Directors meeting following the Annual Meeting.

### Section 4 – Interim Appointments

The Board of Directors may make interim appointments to fill Officer vacancies and must have Organizing Founder approval. These appointments will be effective until the first meeting of the Board following the Annual Meeting.

## **ARTICLE VI: BOARD COMMITTEES**

### ***A. EXECUTIVE COMMITTEE***

#### Section 1 - Definition

The Executive Committee shall be a standing committee. It shall consist of the Officers of FIRST BIBLE CHURCH MINISTRY and the immediate past chairperson. The immediate past chairperson shall act in an advisory capacity only.

#### Section 2 - Powers

The Executive Committee shall be empowered to act on behalf of the Board of Directors between meetings. Any action taken by the Executive Committee shall be reported to the Board of Directors at the next scheduled Board meeting after such action.

#### Section 3 – Meetings

The Executive Committee shall hold meetings as required at the call of any of its members.

1. Place of Meeting - All meetings of the Executive Committee shall be held at the principal office of the FIRST BIBLE CHURCH MINISTRY unless a different place within the FIRST BIBLE CHURCH MINISTRY's service area is designated by the Chairperson.
2. Notice of Meeting - A written notice of the place, date, and hour of all meetings of the Executive Committee stating the purpose of the meeting shall be given at

# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

- least seven (7) days before the meeting to members entitled to vote thereat and to each member who is otherwise entitled to such notice by law or by the Articles of Organization. Such notice shall be given by leaving such notice with the member or at the member's residence or usual place of business, or by mailing it, postage prepaid, and addressed to such member at the member's address as it appears in the records of the FIRST BIBLE CHURCH MINISTRY.
3. Special Meeting - A special meeting of the Executive Committee may be called at any time by the Chairperson or by a majority of the Executive Committee or Board of Directors acting by vote or by written instrument signed by them.

### Section 4 - Quorum

A quorum of the Executive Committee shall be three.

### Section 5 – Voting

A majority of the vote cast upon any question shall decide the question.

### ***B. FINANCE COMMITTEE***

The finance committee shall be a standing committee. It is advisory in nature and shall meet regularly to review financial status of the FIRST BIBLE CHURCH MINISTRY. The finance committee shall consist of the Treasurer, one additional Board member and others as appointed by the Chairperson.

### ***C. BOARD DEVELOPMENT COMMITTEE***

#### Section 1 - Definition

A Board Development committee shall be a standing committee. It shall be advisory in nature. The members shall be appointed annually by the Chairperson of the Board of Directors of FIRST BIBLE CHURCH MINISTRY.

#### Section 2 - Duties

The duties of the Board Development Committee are to make recommendations to the Board of Directors as follows:

# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

1. To nominate persons as members of the Board of Directors for regular and vacant terms under Article IV.
2. To nominate persons as Officers: a slate of candidates for each office shall be drawn up by the committee and sent to each voting member of the FIRST BIBLE CHURCH MINISTRY at least five (5) days prior to the election meeting.
3. To help the Board determine desired Board composition in terms of skills and diversity; identifies and cultivates prospective Board members; develops and oversees the orientation of new Board members and identifies training needs for Board members.
4. To design and implement trainings; to cultivate and recruit future Board Members. To ensure that the Board's membership composition requirements as outlined in Article IV, Section 2 are met.
5. To review the effectiveness and functioning of the Board on an annual basis.

### ***D. OTHER COMMITTEES***

#### Section 1 – Standing Committees

Additional standing committees shall be appointed by the Chairperson of the Board of Directors of FIRST BIBLE CHURCH MINISTRY as needed and shall act in an advisory capacity.

#### Section 2 – Ad Hoc Committees

The Board Chairperson and/or Executive Director shall establish ad-hoc committees as necessary to work on specific, finite projects.

## **ARTICLE VII: SPECIFIC OPERATING PROCEDURES**

### Section 1

Roberts' Rules of Order shall govern the proceedings of the FIRST BIBLE CHURCH MINISTRY.

### Section 2 – Board Meeting Calendar

An annual calendar of Board meetings shall be established at the first Board meeting



# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

following the Annual Meeting. The Board of Directors shall be notified at least five (5) days in advance of any changes in meeting date, time, or place.

### Section 3 – Annual Meeting

There shall be an Annual Meeting of the general membership to be held on the fourth Tuesday in September beginning 2023 for the purpose of the annual reports and other appropriate business. Furthermore, the Board of Directors may call a general meeting at any time.

### Section 4 – Open Meetings

All meetings shall be open to the public, except as determined by the Executive Committee or the Board of Directors. Records and minutes of said meetings shall be available for public inspection at the FIRST BIBLE CHURCH MINISTRY's normal place of business upon request, within a reasonable period of time. By a majority vote, when needed to protect privacy rights of individuals or when it is determined to be in the best interest of FIRST BIBLE CHURCH MINISTRY, the Executive Committee or the Board of Directors may vote to enter into executive session, at which point the meeting would no longer be open to the public. Records and minutes of said executive sessions shall not be available for public inspection as long as public inspection would contradict the purpose of the executive session.

### Section 5

The Board of Directors shall meet at least eight (8) times per year. Duration between meetings shall not exceed sixty-five (65) days, unless otherwise approved by the Board of Directors.

### Section 6

No Officer or Director shall receive any compensation or remuneration from FIRST BIBLE CHURCH MINISTRY, for service on the Board. However, the Board of Directors and Officers may choose to be reimbursed for any reasonable and necessary expenses incurred. Members of the Board of Directors are prohibited from accepting gifts, monies, or gratuities from the following:

1. from persons receiving benefits or services under any program financed by local,

# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

state, or Federal funds;

2. From any person or agency performing services under contract;
3. From persons who are otherwise in a position to benefit from the actions of a Board member.

### Section 7 – Fiscal Year

The fiscal year of FIRST BIBLE CHURCH MINISTRY shall reflect the calendar year from January 1 - December 30.

## **ARTICLE VIII: LIQUIDATION OF FIRST BIBLE CHURCH MINISTRY**

If, in the opinion of two-thirds (2/3) of the Board of Directors, and upon satisfaction of all requirements for dissolution set by statute, it becomes necessary or desirable to dissolve FIRST BIBLE CHURCH MINISTRY, the assets of FIRST BIBLE CHURCH MINISTRY shall be applied and distributed as follows:

- A. All liabilities and obligations of FIRST BIBLE CHURCH MINISTRY shall be paid, satisfied, and discharged or adequate provision shall be made thereof.
- B. Assets held by FIRST BIBLE CHURCH MINISTRY under conditions requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution shall be returned, transferred, or conveyed in accordance with such requirements.
- C. All other assets shall be transferred to corporations, persons, groups, or organizations engaged in activities which substantially carry out the purposes of the FIRST BIBLE CHURCH MINISTRY, as then stated in its charter and By-laws (and which are exempt from taxation under section 501 (c)(3) of the Internal Revenue Code of 1954, or successor provisions thereto).

## **ARTICLE IX: CONFLICT OF INTEREST**

FIRST BIBLE CHURCH MINISTRY, as a not-for-profit, tax-exempt organization, depends on charitable contributions and financial support from public and private resources.

# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

### Section 1. Interested Person

Any director, officer, or member of a committee with governing board-delegated powers, who has a direct or indirect Financial Interest, as defined below, is an “Interested Person.”

### Section 2. Financial Interest

A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family: (1) the potential to benefit or profit as a result of any transaction or agreement with the FIRST BIBLE CHURCH MINISTRY; (2) an ownership or investment interest in any entity with which FIRST BIBLE CHURCH MINISTRY has a transaction or arrangement; (3) a compensation or employment arrangement with any entity or individual with which the FIRST BIBLE CHURCH MINISTRY has a transaction or arrangement; (4) a potential ownership or investment interest in, or compensation or employment arrangement with, any entity or individual with which the FIRST BIBLE CHURCH MINISTRY is negotiating a transaction or arrangement. A person employed by FIRST BIBLE CHURCH MINISTRY has a Financial Interest in matters pertaining to that person’s employment or compensation.

### Section 3. Duty To Disclose.

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Board of Directors and/or members of committees with governing board-delegated powers.

### Section 4. Determining Whether a Conflict of Interest Exists

Whenever an Interested Person has disclosed a Financial Interest, the question of whether an actual conflict exists shall be decided by a majority vote of the board or committee members present excluding the Interested Person (who shall physically remove himself or herself from the room during such discussion and vote) and excluding any other board or committee members present who have

# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

already been disqualified from discussing or voting on the issue because of their own conflict of interest.

### Section 5. Procedures for Addressing a Conflict of Interest

1. An Interested Person may make a presentation at the governing board or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or agreement involving the possible conflict of interest.
2. The chairperson of the Board of Directors or the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or agreement.
3. After exercising due diligence, the Board of Directors or the appropriate committee shall determine whether the FIRST BIBLE CHURCH MINISTRY can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interests of the FIRST BIBLE CHURCH MINISTRY, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement. No Interested Person shall discuss or vote on any matter, which would involve a conflict of interest except that said Interested Person shall discuss such a matter when so requested by the remaining members of the Board of Directors or applicable committee.
5. If the Board of Directors or any committee or member thereof has reasonable cause to believe that an Interested Person has failed to disclose a Financial Interest that is an actual or potential conflict of interest, the Interested Person shall be informed of the basis for such belief and shall be afforded the opportunity to explain the alleged failure to disclose. If, after hearing the Interested Person's response and after making further investigation as may be warranted under the

# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

circumstances, the Board of Directors or committee determines that the Interested Person has failed to disclose an actual or potential conflict of interest, it shall take appropriate disciplinary and corrective action.

### Section 6. Records of Proceedings.

The minutes of the Board of Directors and all committees with board-delegated powers shall contain: (1) the names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; and (2) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### Section 7. Annual Statements.

Each officer, director, and member of any committee with board-delegated powers shall annually sign a statement which affirms that such person: (1) has received a copy of the conflicts of interest policy; (2) has read and understands the policy; and (3) has agreed to comply with the policy.

### Section 8

No contract or other transaction of FIRST BIBLE CHURCH MINISTRY shall, in the absence of fraud, be affected or invalidated by the fact that any member, member of office of FIRST BIBLE CHURCH MINISTRY, or any corporation firm or association of which he may be a Director, Officer, stockholder, or member may be party to or may have an interest, pecuniary or otherwise, in any such contract or other transaction, provided that the nature and extend of his/her interest was disclosed to, or known by, the entire Board of Directors before acting on such contract or other transaction. Except in the case of any or other transaction between FIRST BIBLE CHURCH MINISTRY and any other corporation controlling, controlled by, or under common control with officer,

# FIRST BIBLE CHURCH MINISTRY

## BYLAWS

stockholder, or member of any corporation, firm or association with which FIRST BIBLE CHURCH MINISTRY proposes contract or transacts any business, or other transaction, may not be counted in determining the existence of a quorum at any meeting of the members of Board of Directors which shall authorize any such transaction, and such Director shall not participate in the vote to authorize any such contract or transaction.

### **ARTICLE X: BY-LAWS**

#### Section 1 - Amendment

The power to make, amend, or repeal these By-laws, on whole or in part, shall be in the Board of Directors. Such power may be exercised by the Board of Directors by vote of two-thirds (2/3) of the Directors then in office, provided that:

1. The Board of Directors may not make any new by-law, or amend or repeal any provision of these by-laws, which by law, the Articles of Organization, or these by-laws requires action of the Members.
2. The Board of Directors may not make any by-law or amend or repeal any provision of these by-laws, which alters the procedure for making, amending, or repealing these by-laws, without the approval of Voting members.

#### Section 2 - Review

These by-laws shall be reviewed at least once every three years by an ad hoc by-laws committee, which shall recommend to the full Board any changes that should be made.