

**BYLAWS OF
BROADMOOR BAPTIST CHURCH OF THE
METRO BAPTIST ASSOCIATION, INC.
(A Mississippi Nonprofit Corporation)**

These bylaws (“Bylaws”) shall regulate the affairs of the Broadmoor Baptist Church of the Metro Baptist Association, Inc., subject to the provisions of its Articles of Incorporation (“Articles”) and any applicable provisions of the Mississippi Nonprofit Corporation Act, Mississippi Code of 1972, Section 79-11-101, *et seq.*, as amended (the “Act”). Initial capitalized terms used but not defined within the text below shall have the meaning set forth in the attached Appendix of defined terms.

VISION STATEMENT

Passionately Pursuing God’s Vision for Life.

MISSION STATEMENT

Committing our lives to Jesus Christ and our lifestyles to His Great Commandments and His Great Commission.

MINISTRY VALUES

- Worship | Exalting Christ in personal and gathered worship.
- Grow | Equipping believers to grow in Christ and with others.
- Serve | Empowering believers to serve Christ within my church and around the World
- Go | Engaging our community/world through a commitment to living on mission.
- Connect | Encouraging meaningful relationships through Fellowship

The Vision Statement, Mission Statement and Ministry Values may be modified from time to time by the Lead Pastor in consultation with the Church Council and the Senior Lead Team without the need of amending these Bylaws.

**ARTICLE 1
NAME, OFFICES, AND REGISTERED AGENT**

1.1. Name. The name of the corporation shall be Broadmoor Baptist Church of the Metro Baptist Association, Inc. (the “Church”).

1.2. Principal Office. The principal office of the Church shall be located at 1531 Highland Colony Parkway, Madison, Mississippi 39110. The Church may change its principal office and have such other offices within or outside the State of Mississippi as the Board of Directors may determine or as the affairs of the Church may require from time to time.

1.3. Registered Office and Agent. The registered office and registered agent of the Church shall be as designated from time to time by the appropriate filing by the Church in the office of the Secretary of State of Mississippi.

1.4. Change of Principal Office, Registered Office, or Registered Agent. The location of the Church’s principal and registered office, or the designation of its registered agent, may be changed at any time when authorized by the Board of Directors, by filing with the Secretary of State a certificate signed by any current officer of the Church and verified subject to penalties for perjury, stating the change to be made and reciting that the change is made by authorization of the Board of Directors.

**ARTICLE 2
GENERAL PROVISIONS**

2.1 Autonomy. The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions and otherwise, this Church may voluntarily affiliate with any churches of like faith.

2.2 Purposes. The Church is formed for any lawful purpose or purposes not expressly prohibited under the Law. The Church is organized and shall be operated exclusively for religious, charitable and educational purposes in accordance with the Articles. The Church is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended (the “Code”).

2.3 Powers and Restrictions. Except as otherwise provided in these Bylaws and to carry out the above-stated purposes, the Church shall have all those powers set forth in the Law, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

A. The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its officers, trustees or directors, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Articles and these Bylaws. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Articles or these Bylaws, the Church shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or corresponding provisions of any subsequent federal tax laws.

B. In the event this Church is in any one year a “private foundation” as defined by Section 509(a) of the Code or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of “self-dealing” as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws; (ii) retaining any “excess business holdings” as defined by Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of Code or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of Code or corresponding provisions of any subsequent federal tax laws.

The Church shall not accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Church's religious, charitable or educational purposes. The Board of Directors shall have the responsibility to evaluate any such gift and make the determination of whether to accept or not.

2.4 Statement of Faith. The Church has adopted as its statement of faith the Baptist Faith and Message, as adopted by the Southern Baptist Convention on June 14, 2000. The statement of faith does not exhaust the extent of our beliefs. The Bible itself, as the inspired Word of God that speaks the truth without any mixture of error with final authority concerning truth, morality, and the proper conduct of mankind, is the sole and final source of all that we believe. For purposes of the Church's faith, doctrine, ministry direction, and discipline as they are practiced at the Church (“Elder Matters”), a portion of our Church Council meeting the Elder qualifications as set forth in Section 4.1.B is the Church's final interpretive authority on the Bible's meaning and application as provided in Section 4.1.B.

**ARTICLE 3
MEMBERS**

3.1 Qualifications for Membership. Any individual meeting the following qualifications may be considered for membership in the Church:

A. Professes Jesus Christ as his or her personal Lord and Savior and accepts the Christian faith as revealed in the Bible.

B. Has experienced believer's baptism by immersion in obedience to the teachings and example of Jesus Christ.

C. Agrees to abide by the Statement of Faith and Church Membership Covenant, if any, as may be adopted and amended by the Church Council from time to time.

3.2 Admission of Members.

A. **Process:** Individuals may inquire about membership at any worship service, in the church office or at the Church's membership class.

B. **Review:** The Church Council is responsible for reviewing and verifying each individual's qualifications for membership, relying on his or her testimony and other evidence as the Church Council deems appropriate and ultimately admitting the individual to membership. The Church Council may delegate these duties to the Executive Pastors or the Senior Lead Team.

C. **Class Attendance:** Individuals seeking membership shall complete the Church's membership class prior to recommendation for membership, unless exempted by the Church Council. This class allows the individual to become acquainted with the work, activities and practices of the Church, and with the responsibilities of membership in the Church.

D. **Other Church Memberships:** Newly admitted members relinquish their membership in other churches. Exceptional circumstances necessitating dual membership may be considered and approved by the Church Council on an individual basis.

3.3 Duties and Privileges of Members. Each member is privileged and expected to participate in and contribute to the ministry and life of the Church, consistent with God's leading and with the gifts, time, and material resources each has received from God. Under Christ, the Church is governed by its members. Each member shall serve the Church in accordance with the duties enumerated in the Church Membership Covenant, if any. Therefore, it is their privilege and responsibility, if physically able, to attend membership meetings and to prayerfully review, discuss, and vote on the following matters:

A. Amendment of the Articles or Bylaws.

B. Election of Church Council members and Deacons.

C. Call and removal of the Lead Pastor.

- D. Removal of a Church Council Member.
- E. Approve the annual operating budget, and any increases in the annual operating budget in excess of 5% of the total annual operating budget.
- F. Approve the sale or acquisition of real property comprising the primary campus of the Church.

3.4 Termination of Membership. Members may be removed from the Church rolls for the following reasons:

- A. Death.
- B. Transfer of membership to another church.
- C. Voluntary resignation.
- D. Through Church discipline. Members considered to be in violation of the Statement of Faith or the Church Membership Covenant, if any, shall be approached in accordance with Matthew 18:15-17. A member of the Church Council or its designee will go to that member to discuss the fault between the two of them. If the member listens and takes appropriate corrective action, the member will have been won over. If the member fails to listen, the representative from the Church Council will take one or two others to discuss the fault so that every word may be confirmed by the testimony of two or three witnesses. If the member fails to listen and take appropriate corrective action, the issue will be brought before a meeting of the Church Council. If the member still refuses to take appropriate corrective action, the member shall be dismissed by a vote of those Council members present at the meeting.

3.5 Annual Meeting of Membership. The annual meeting of the members of the Church shall be held in the month of December or January, upon notice duly given, at the principal place of business of the Church, or at such other date, time or place as may be designated in the notice of the meeting, or as may be agreed upon by the members, which agreement may be indicated by the presence of such members at such meeting. At the annual meeting, the members shall consider and act upon such business and matters that may properly be raised and come before the meeting, including the election of Church Council members and Deacons. The failure to hold an annual membership meeting shall not affect the validity of any Church action.

3.6 Special Meetings of Membership. Special meetings of the members, for any purpose or purposes, shall be held at the principal place of business of the Church, or at such other place, date and time as may be designated in the notice thereof, and may be called at any time by the Church Council or its designee.

3.7 Notice. Notice stating the place, date and time of all membership meetings, annual or special, shall be given, by or at the direction of the Church Council or its designee, to each member of the Church entitled to notice of such annual or special meeting, unless such notice shall be waived thereby. The Church shall give such notice consistent with these Bylaws and in a fair and reasonable manner. While other means of giving notice may also be fair and

reasonable when all of the circumstances are considered, any notice shall be considered fair and reasonable if: (a) the Church publishes notice on its website no fewer than ten (10) calendar days immediately prior to the proposed meeting; or (b) the Church mails or emails notice to its members of the place, date and time of each annual and special meeting of members no fewer than ten (10) days before the meeting day; and (c) notice of an annual meeting includes a description of any matter or matters which must be approved by the members pursuant to the applicable provision of the Act; and (d) notice of a special meeting includes a description of the matter or matters for which the meeting is called. However, notice of an annual meeting need not otherwise include a description for the purposes or purposes for which it is called.

3.8 Quorum. Unless a higher or lower quorum is otherwise provided for by the Articles, the Act, these Bylaws, or by the Church Council, a quorum for action on any matter at any membership meeting shall consist of fifteen percent (15%) of the members. Once a member is represented for any purpose at a meeting, he or she is deemed present for the quorum purposes for the remainder of the meeting.

ARTICLE 4 BOARD OF DIRECTORS/ CHURCH COUNCIL

4.1 Powers and Duties.

A. The affairs of the Church shall be managed by its Board of Directors, also known as the Church Council. An individual member of the Church Council may be referred to herein as a “director” or “Council member”. The Board of Directors shall have and is vested with all powers and authorities, except as may be expressly limited by the Articles, these Bylaws, the Act, Section 501(c)(3) of the Code, *et seq.*, or any other law as they now exist or may hereafter be amended, to supervise, control, direct and manage the property, affairs and activities of the Church, to determine the policies of the Church, to do or cause to be done any and all lawful things for and on behalf of the Church, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that:

1. The Church Council shall not authorize or permit the Church to engage in any activity not permitted to be transacted by a corporation organized under the Act;

2. None of the powers of the Church shall be exercised to carry on activities, other than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Church;

3. All income and the property of the Church shall be applied exclusively for its nonprofit purposes. No part of the net earnings or other assets of the Church shall inure to the benefit of any officers, trustees or directors, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Articles and these Bylaws.

4. The Church Council has no authority to amend or modify these Bylaws, such power being reserved to the Congregation as set forth in Article 12;

5. The Church Council has no authority to elect Deacons, such power being reserved to the Congregation as set forth in Article 8;

6. The Church Council has no authority to terminate or hire the Lead Pastor, such power being exercised collectively with the Deacons and the Congregation; and

7. The Church Council has no authority to grant final approval of the annual Church budget, such power being exercised collectively with the Deacons and the Congregation.

B. With respect to Elder Matters, only male members of the Church Council who satisfy the Elder qualifications defined below, shall vote on Elder Matters. Elder qualifications shall be those set forth in 1 Timothy 3:1-7 and Titus 1:5-9.

4.2 Number and Tenure.

A. The Board shall be composed of at least thirteen (13) and no more than fifteen (15) directors or such lesser or greater number as the Board may from time to time determine. Directors shall hold office for the term for which they were elected or until their successors have been duly elected and qualify.

B. Of the total membership, nine (9) to eleven (11) shall be lay members. Four (4) Council members shall be from the ministerial staff, including the Lead Pastor, the Executive Pastor of Ministry, the Executive Pastor of Business Administration, and one at-large member of the senior ministerial staff as determined by the Church Council (including ministerial members).

C. All members of the Church Council shall be fully voting members and shall have equal rights and obligations, including the Chair.

D. The Chair of the Church Council shall be a lay leader selected by a vote of the Church Council.

E. Lay members shall, so far as practical, serve staggered, six (6) year terms. Staggering of terms shall not commence until 2019 to ensure continuity during the transition to the new leadership structure. One-third of the Church Council lay membership is to be replaced every two (2) years.

F. Lay members shall not be appointed to successive terms, but any lay member may serve an unlimited number of non-successive terms.

4.3 Qualifications. Church Council members should be:

A. Recognized spiritual leaders within the Church.

Approved by the Broadmoor Family on February 18, 2018

- B. Committed disciples of Jesus Christ in every aspect of their personal, professional and private lives.
- C. Committed to their families, fulfilling their Biblical roles and responsibilities.
- D. Committed to the ministry of the Church in worship, ministry and life stewardship.
- E. Aware of and supportive of the vision statement, the mission statement and ministry values of the Church.
- F. Passionate about living out the Great Commandments and fulfilling the Great Commission.
- G. Willing to serve as faithful representatives of the Lord and the Church and willing to resign without hesitation if involved in any practice, behavior or attitude that would bring dishonor to the Lord or the Church.
- H. Willing to follow the Biblical teaching of supporting, protecting, encouraging and following the leadership of the Lead Pastor and ministerial staff, working with a prayerful spirit of cooperation, consensus building and a view to building up the Body of Christ.
- I. Honest, letting their "yes" be "yes" and their "no" be "no."
- J. Possessed of such spiritual gifts as leadership, administration, discernment, wisdom, encouragement and faith.
- K. Willing to commit sufficient time to regularly meet with each other, the ministry staff and other lay leaders and to participate in leadership development and team building opportunities.
- L. Willing to recognize and enthusiastically support the many ministries of the Church.
- M. Willing to set aside personal agendas to prayerfully seek God's direction for the Church, both in the present and in the future.
- N. Team players, capable of listening to and learning from the insights and opinions of others.
- O. Willing to seek consensus.

4.4 Qualifications. Elder qualifications for Church Council members who serve the as “Elders” for purposes of Elder Matters shall be those set forth in 1 Timothy 3:1-7 and Titus 1:5-9 and include, without limitations and in addition to the qualifications of each Church Council member set forth above in Section 4.3, the following:

- A. A male who is not a recent convert.
- B. He is to be above reproach, blameless, faithful to his wife / husband of one wife (if applicable), temperate, self-controlled, sensible, respectable, hospitable, able to teach, not given to drunkenness or be an excessive drinker, not violent (bully) but gentle, not quarrelsome, not overbearing, not quick-tempered, not pursuing dishonest gain, not a lover of money.
- C. He must manage his own family well and have faithful children who are not open to the charge of being wild or disobedient, and he must do so in a manner worthy of respect.
- D. He must be one who loves what is good, is upright, holy and disciplined.
- E. He must hold firmly to the trustworthy message as it has been taught, so that he can encourage others by sound doctrine and refute those who contradict it.
- F. He must have a good reputation with those outside the church.

4.5 Selection Process.

- A. Each fall of odd numbered years, members of the Congregation nominate possible Church Council members.
- B. The Executive Pastor of Business Administration screens out those prospects who: (1) do not give financially to the Church, (2) have been members of the Church for less than five (5) years, and (3) are less than thirty (30) years old.
- C. The Church Council appoints a Selection Team of eight (8) members, comprised of a minimum of one (1) minister who may currently be a member of the Church Council; two (2) current Church Council members; two (2) active Deacons who are not currently members of the Church Council; and three (3) lay members who are not currently members of the Church Council or active Deacons. Note that Selection Team members cannot serve as new members of the Church Council. The initial Selection Team shall be comprised of eight (8) members who shall be the 2018 Chair of Deacons, 2017 Chair of Deacons, 2018 Vice-chair of Deacons, one senior minister, two members of the 2017 Deacon Executive Council to be selected by the 2018 Chair, and two at-large members to be selected by the 2018 Chair. The initial Selection Team members are eligible to serve on the initial Church Council.
- D. The Selection Team shall review nominations from the Congregation to fill the open lay leadership positions on the Church Council. The Selection Team shall use its best efforts to ensure that the Church Council always includes both male and female members. In its consideration of potential candidates, the Selection Team shall endeavor to be inclusive of representation on the Church Council consistent with the make-up of the Congregation as to age, gender and race.

E. After fully vetting potential candidates, including personal interviews of the candidates and spouses, if any, the Selection Team shall make their selection of individuals to serve by a super-majority vote of at least six (6) members in favor of each candidate put forth. Following the selection of a proposed slate of candidates, each candidate shall again be contacted by the Selection Team to verify that the candidate is willing to serve if elected by the Congregation and that the candidate make the applicable commitments contemplated by these Bylaws and the policies, procedures and governing documents of the Church Council.

F. The selection Team shall use their best efforts to have the above process completed by November 15 of the applicable year.

G. Following the above process, the final slate of proposed new Church Council members shall be presented to and voted on en masse, first by the current sitting active Deacons and then by the Congregation. The slate of proposed new Church Council members shall be subject to approval by a majority vote of each body. It is anticipated that all voting will occur in the month of December or January together with the voting by the Congregation on the slate of proposed new Deacons to be elected by the Congregation.

H. New terms shall commence with the first meeting of the Church Council in the following January or after final approval by the Congregation, whichever is later.

4.6 Annual Meetings. Annual meetings of the Church Council shall be held during the month of January of each year at the principal office of the Corporation, or at any other such date, time or place, either within or without the State of Mississippi, which may be designated in a notice thereof, or as may be designated by the directors at a previous meeting thereof, or as may be unanimously agreed upon by the directors, which agreement may be indicated by the presence of such directors at such meeting. If the said date be a legal holiday, the annual meeting shall be held on the next succeeding business day. At the annual meeting the Executive Pastors shall report on the ministries and activities and financial condition, respectively, of the Church. In addition, the directors shall consider and act upon such other business and matters that may properly be raised and come before the meeting consistent with the requirements of the applicable provisions of the Act and these Bylaws. The failure to hold an annual directors' meeting at the time stated in or fixed in accordance with these Bylaws shall not affect the validity of any corporate action. Unless the Articles provide otherwise, notice shall not be required to be given of the date, time or place of the annual meetings of the Board, nor of the purposes of such meetings.

4.7 Regular Meetings. The regular meetings of the Board shall be held without other notice than as required under these Bylaws at a time and place as determined by the Board for the transaction of such business as shall come before such meeting. The Board may provide by resolution the time and place, either within or without the State of Mississippi, for the holding of additional and regular meetings of the Board, without other notice than such resolution.

4.8 Special Meetings. Special meetings of the Board may be called at any time by the Chair or the Executive Pastors, and shall be called upon the written request of a majority of the directors. Notice of the date, time, place, and purpose of a special meeting shall be given upon not less than three (3) business days' notice prior thereto.

4.9 Action Without a Meeting; Teleconference. Any action which may be taken at a Board meeting, a committee or team meeting, or any other committee or team meeting may be taken without a meeting if evidenced by one or more written consents describing the action taken, signed by each member of the Board or committee or team member and included in the minutes or filed with the corporate records reflecting the action taken. Such documents may be signed in counterparts and may include email or electronic confirmations. A meeting of the Board or of a committee or team may occur by conference telephone or similar communications equipment by which all members of the Board or committee or team members can communicate simultaneously with each other and such participation shall constitute presence in person at such meeting.

4.10 Notice. Notice stating the place, date and time of all Church Council meetings, annual, regular or special, shall be given, by or at the direction of the Chair or his designee, to each Church Council member entitled to notice of such annual, regular or special meeting in the manner determined by the Church Council, unless such notice shall be waived thereby.

4.11 Quorum. Nine (9) members of the Board shall be necessary to constitute a quorum for the transaction of any business. For a motion or an item to be approved, at least ten (10) of the directors must vote in the affirmative unless only nine (9) members are present which shall require a unanimous vote of the nine (9) directors in attendance. Each director shall be entitled to cast one vote on each matter coming before the meeting.

4.12 Adjournment. A quorum of directors may adjourn any meeting of the Board to another date, time or place if the same is announced at the meeting before adjournment. If a quorum shall not be present at any meeting of directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. Any business which might have been transacted at the original meeting may be transacted at such adjourned meeting at which a quorum is present or represented.

4.13 Vacancies. Any vacancy occurring in the Board caused by removal, resignation, death or other incapacity, or increase in the number of directors, may be filled by a vote of the remaining directors. The term of office of a director elected to fill a vacancy begins on the date of the director's election, and continues until the next Congregational vote to approve Council members. Upon election by the Congregation, the successor Council member filling the vacancy shall serve: (1) for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal, or death of a director, or (2) for the term specified by the Board in the case of a vacancy resulting from the increase of the number of directors.

4.14 Removal. Any or all of the directors may be removed from the Church Council for cause or without cause by vote of two-thirds (2/3) of the total number of the voting directors in office or by a majority vote of the Congregation.

4.15 Resignation. A director may resign at any time by tendering his or her resignation in writing to the Chair (or Vice-Chair). A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt by the Chair (or Vice-Chair). If a director has: (a) been declared of unsound mind by a final order of court of competent jurisdiction; (b) been found guilty of any crime of moral turpitude; or (c) been found

by a final order or judgment of any court to have breached any duty imposed by the Act, such director shall be automatically removed from office effective as of the date of such triggering event.

4.16 Presumption of Assent. Any director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless: (1) he or she objects at the beginning of the meeting (or promptly upon his or her arrival) to holding it or transacting business at the meeting; (2) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he or she delivers his or her written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of the action taken.

4.17 Chair and Vice-Chair.

A. The Board shall elect one director as Chair to preside at all meetings of the Board of Directors. The Chair shall have the duties and responsibilities normally attendant the office of board chair and as set forth for such position in these Bylaws. The Chair shall serve a two-year term and may be elected to successive terms.

B. The Board shall elect one director as Vice-Chair to perform the duties and exercise the power of the Chair whenever the Chair is unable or unwilling to serve. The Vice-Chair shall serve a two-year term and may be elected to successive terms.

C. The Board may elect such other officers or assistant officers and assign to them such duties as the Board may determine from time to time.

4.18 No Director Compensation. Directors shall not be paid any stated salaries or similar compensation for their services to the Church. Directors may be reimbursed for reasonable out-of-pocket expenses incurred in connection with serving as a director, including, without limitation, reasonable travel expenses in accordance with procedures adopted by the Board from time to time.

4.19 No Conflict of Interest. No director shall take or otherwise participate in any action that is prohibited by law or that may create a conflict of interest. In the event any director becomes aware of any potential violation of law or situation that, with notice, passage of time, or both, would create a conflict of interest, such director shall immediately disclose in writing such situation to the Church Council. All Council members are bound by the then current Conflicts of Interest Policy in place for the Church.

4.20 Exculpation of Liability. No director shall have any liability to the Church for money damages for any action taken, or any failure to take any action, as a director in good faith, except liability for (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of significant harm on or material damage to the Church; or (iii) a criminal violation of the law.

4.21 Standard of Care.

A. A director shall perform all duties of a director, including duties as a member of any committee, team or advisory board of the Board of Directors on which the director may serve, in good faith, in a manner such director believes to be in the best interests of the Church and with such care, including the duty to make reasonable inquiries, as an ordinarily prudent person in a like situation would use under similar circumstances.

B. In performing the duties of a director, a director may rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

1. One or more officers or employees of the Church whom the director believes to be reliable and competent in the matters presented;
2. Legal counsel, independent accountants or other persons as to matters that the director believes to be within such person's professional or expert competence; or
3. A committee or team of the Board of Directors upon which the director does not serve as to matters within its designated authority, provided the director believes that the committee or team merits confidence and the director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

**ARTICLE 5
COMMITTEES OR TEAMS**

5.1 Standing Committees or Teams. The Board of Directors shall maintain such standing committees or teams as it may determine from time to time to be necessary or desirable for its proper functioning, including, without limitation, a Finance Team and a Personnel Team. Such committees or teams shall be under the control and serve at the pleasure of the Board of Directors, shall have charge of such duties as may be assigned to them by the Board of Directors or these Bylaws, shall maintain a permanent record of their actions and proceedings, and shall regularly submit a report of their actions to the Board of Directors, which shall ratify the actions of each committee or team. Such standing committees or teams shall have such authority as the Board of Directors may stipulate.

5.2 Ad Hoc Committees or Teams. The Board of Directors as evidenced by resolution may from time to time create such ad hoc committees or teams as the Board believes necessary or desirable to investigate matters or advise the Board of Directors. Ad hoc committees or teams shall limit their activities to the accomplishment of the tasks for which created and shall have no power to act except as specifically conferred by resolution of the Board of Directors. Such committees or teams shall operate until their tasks have been accomplished or until earlier discharged by the Board of Directors.

**ARTICLE 6
OFFICERS OF THE CHURCH**

6.1 Number. The officers of the Church shall consist of a President, a Secretary, and such other officers as determined by the Board of Directors. Any two (2) or more offices may be held simultaneously by the same person, except the offices of President and Secretary. Officers are not required to be members of the Board of Directors.

6.2 Election. All officers shall be elected or appointed by the Board of Directors.

6.3 Removal. Any officer elected or appointed serves at the will and pleasure of the Board of Directors and may be removed from that office at any time upon a vote of the Board of Directors, either with or without cause.

6.4 Resignation. An officer may resign his or her office at any time by tendering his or her resignation in writing to an Executive Pastor, with copies to the Chair (or Vice-Chair). A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt by the Chair.

6.5 Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the affirmative vote of the Board of Directors.

6.6 President. The President shall in general perform all the duties, and have all the authority, incident to the office of the chief executive officer of a corporation, and such other duties as may from time to time be prescribed by the Board of Directors. The President may sign deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the Church, or shall be required by law to be otherwise signed or executed.

6.7 Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal, if any, of the Church and see that the seal is affixed to all documents, the execution of which is duly authorized on behalf of the Church under its seal; keep a register of the post office or email address of each member of the Board of Directors, which address shall be furnished to the Secretary by each director; and in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the President or by the Board of Directors.

6.8 Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Church. The Treasurer shall: (a) be the legal custodian of all moneys, notes, securities and other valuables which may from time to time come into the possession of the Church; (b) immediately deposit all funds of the Church coming into his hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account in the name of the Church; (c) furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the

Church and such other financial statements, reports and information as may be requested by the Board of Directors from time to time, and (d) shall perform such other duties as these Bylaws may require or the Board of Directors may prescribe. The Treasurer may be required to furnish bond in such amount as shall be determined by the Board of Directors.

6.9 Subordinate Officers. The Board of Directors may, at its discretion, appoint such Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other officers as it deems necessary or appropriate. Any such subordinate officers shall hold office for such period, have such authority, and perform such duties as the Board of Directors may from time to time determine.

6.10 Officer Compensation. Officers may be paid compensation as determined from time to time by the Board; provided, however, if the officer is a volunteer lay leader and not an employee of the Church, such officer shall not be paid compensation. Officers shall be reimbursed for reasonable out-of-pocket expenses incurred in connection with serving as an Officer, including, without limitation, reasonable travel expenses in accordance with procedures adopted by the Board from time to time.

ARTICLE 7 FISCAL AUTHORITY

7.1 Execution of Negotiable Instruments. All checks, drafts, and orders for the payment of money of the Church shall be executed by such director or officers of the Church as the Board of Directors may authorize. All contracts, checks, or other documents binding the Church approved by the Board of Directors must be signed by such officers as designated by the Board of Directors.

7.2 Execution of Contracts and Other Documents. All contracts and other documents entered into by or on behalf of the Church shall be executed in its name by such director or officers as designated by the Board of Directors.

7.3 Deposits. All funds of the Church, not otherwise employed, shall be deposited from time to time to the credit of the Church in such banks, savings and loan institutions, trust companies or other depositories as the Board of Directors, by resolution, may select.

7.4 Gifts. The Board of Directors may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Church.

7.5 Prohibited Loans. The Church shall not lend money to, or guarantee the obligations of, any officer or director of the Church.

7.6 Budget. An annual budget shall be prepared at the direction of the Executive Pastor for Business Administration for approval by the Church Council, then the Deacons and then by the Congregation.

7.7 **Fiscal Year.** The fiscal year of the Church shall begin on the 1st day of January in each year and end on the last day of December each year or such other fiscal year period as determined by the Board of Directors.

**ARTICLE 8
DEACONS**

8.1 **Purpose.** Deacons are called by the Church to serve, to unify and to lead. They promote peace, harmony and cooperation among our members by extending pastoral care throughout our Congregation and by serving as leaders throughout our ministries.

8.2 Qualifications for Deacons.

- A. Specific Biblical qualifications for a deacon. (Acts 6:1-6; I Timothy 3:8-13)
 - 1. Full of the Holy Spirit
 - 2. Full of wisdom
 - 3. Full of faith
 - 4. Worthy of respect
 - 5. Sincere
 - 6. Not indulging in much wine
 - 7. Not pursuing dishonest gain
 - 8. Keep hold of the deep truths of the faith
 - 9. The husband of one wife (if applicable)
 - 10. Manages his children and household well

- B. Practical Considerations for a Deacon.
 - 1. Tithes
 - 2. Demonstrates a consistent involvement in worship, Bible study and service at the Church
 - 3. Male
 - 4. Promotes unity in the body and does not stir up dissension
 - 5. Member of the Church for at least one (1) year

- C. Qualifications for the Wife of a Deacon. (I Timothy 3:11)
 - 1. Worthy of respect
 - 2. Not a malicious talker
 - 3. Temperate
 - 4. Trustworthy in everything

8.3 The Deacon Selection Process.

- A. Each fall, members of the Congregation nominate candidates for deacons.

- B. The Executive Pastor of Business Administration screens out those candidates who do not satisfy: (1) give financially to the Church, (2) husband of one wife (if applicable, singleness is acceptable), and (3) have been a member of the Church for at least one (1) year.

C. The deacons appoint a Deacon Nominee Review Team who follows the then current procedures for screening candidates. Such procedures may be amended by the deacons from time to time.

D. After fully vetting potential candidates, the Deacon Nominee Review Team, under normal circumstances, presents the final slate of deacon candidates to the deacons in December of the appropriate year for review. The Deacons shall determine the number of Deacons to be elected each year. Following approval by the deacons, the Church Congregation votes on the final slate, typically in December of the appropriate year.

8.4 Deacon Chair and Vice-Chair.

A. The Deacons shall elect one deacon as Chair to preside at all meetings of the Deacons. The Chair shall have the duties and responsibilities normally attendant the office of chair and as set forth for such position in these Bylaws. The Deacon Chair shall serve a one-year term and may not be elected to successive terms.

B. The Deacons shall elect one deacon as Vice-Chair to perform the duties and exercise the power of the Chair whenever the Chair is unable or unwilling to serve. The Vice-Chair shall serve a one-year term and may not be elected to successive terms.

8.5 Expectations for Deacons. In general, we expect our deacons to serve with our ministerial staff in performing ministry tasks, to proclaim the gospel to people not yet in a relationship with Jesus Christ, and to serve and care for people, whether members of Broadmoor or people in the broader community.

We expect all members of Broadmoor to worship, grow and serve, and we expect our deacons to model exemplary progress in each of these areas. Deacons are expected to call each other to a continuing improvement, development and accountability in these areas.

We expect deacons:

A. To be the first responders to any expressed or given need, without prompting or necessarily formally organizing. In short, deacons see a need and attempt to meet it, involving other people as may be necessary and mobilizing such resources as may be needed to meet the need to the best of their ability.

B. To be formally trained in how to share their faith.

C. To continue to grow, develop and mature spiritually.

D. To be actively engaged in our worship services and our opportunities for growth, such as life groups, equipping classes and small groups.

E. To protect their marriages and their families.

F. To be actively engaged in prayer.

G. To provide leadership and support throughout our various ministries, both within the church and within the community.

H. To be unifiers, influencers and communicators.

I. To regularly attend deacons' meetings, business meetings and other administrative meetings of the church.

J. To take the offering and serve the Lord's supper and provide similar service functions as needed.

K. To lead, support and actively participate in mission related programs, trips and activities of the Church.

L. To actively support our ministerial staff, and participate in programs designed to that end.

8.6 Removal. Deacons may be removed from the Deacon rolls for the following reasons:

A. Death.

B. Transfer of membership to another church.

C. Voluntary resignation.

D. Through Church discipline for failure to satisfy the Deacon qualifications and expectations. Deacons considered to be in violation of the Deacon qualifications and expectations shall be approached in accordance with Matthew 18:15-17. A member of the Deacons or its designee will go to that Deacon to discuss the fault between the two of them. If the Deacon listens and takes appropriate corrective action, the Deacon will have been won over. If the Deacon fails to listen, the representative from the Deacons will take one or two others to discuss the fault so that every word may be confirmed by the testimony of two or three witnesses. If the Deacon fails to listen and take appropriate corrective action, the issue will be brought before a meeting of the Deacons. If the Deacon still refuses to take appropriate corrective action, the Deacon shall be dismissed by a two-thirds (2/3) vote of those Deacons present at the meeting.

8.7 Annual, Regular and Special Meetings of Deacons. The annual meeting of the Deacons of the Church shall be held during the first quarter of the calendar year, typically in the month of January, upon notice duly given, at the principal place of business of the Church, or at such other date, time or place as may be designated in the notice of the meeting. Regular and/or special meetings shall be scheduled from time to time as and when determined by the Deacon Chair, upon notice duly given, at the principal place of business of the Church, or at such other date, time or place as may be designated in the notice of the meeting. At any meeting, the Deacons shall consider and act upon such business and matters that may properly be raised and come before the meeting. The failure to hold an annual meeting shall not affect the validity of any Church action.

8.8 Notice. Notice stating the place, date and time of all Deacon meetings, annual, regular or special, shall be given, by or at the direction of the Deacon Chair or his designee, to each Deacon member entitled to notice of such annual, regular or special meeting in the fair and reasonable manner as determined by the Deacon Chair, unless such notice shall be waived thereby.

8.9 Quorum and Voting. Unless a lower quorum is otherwise provided for by the Articles, the Act, these Bylaws, or by the Church Council, a quorum for action on any matter at any Deacon meeting shall consist of forty percent (40%) of the then active Deacons. Once a Deacon is represented for any purpose at a meeting, he is deemed present for the quorum purposes for the remainder of the meeting. Any action to come before the Deacons for action shall be determined by a majority vote of those active Deacons present at the meeting.

ARTICLE 9 BOOKS, RECORDS, AND REPORTS

9.1 Books and Records. The Church shall keep at its registered or principal office correct and complete books and records of accounts, minutes of the proceedings of the Board of Directors and committees or teams having any of the authority of the Board of Directors, a record giving the names and addresses of the directors, and such other records as may be required by law. All books and records of the Church may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

9.2 Reporting Requirements. The Executive Pastor of Business Administration shall provide financial and operational reports to the Church Council at least monthly and to the Deacons and Congregation at least quarterly, in such form or manner as the Church Council may reasonably require.

9.3 Audit Requirement. At the close of each fiscal year, the books and records of the Church shall be audited by a certified public accountant or such person as shall be acceptable to the Board, which report will be prepared and certified in accordance with usual accounting requirements.

ARTICLE 10 AGENTS AND ATTORNEYS

10.1 Agents and Attorneys. The Board of Directors may appoint such agents, attorneys, and attorneys-in-fact of the Church as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys, or attorneys-in-fact to represent it and in its name, place, and stead, and for its use and benefit to transact any and all business which said Church is authorized to transact, and in its name, place, and stead and as its corporate act and deed, to sign, acknowledge, and execute any and all contracts and instruments necessary or convenient in the transaction of such business as fully to all intents and purposes as the Church might or could do if it acted by and through its regularly elected and qualified officers.

**ARTICLE 11
NOTICES AND WAIVER OF NOTICE**

11.1 Notices and Waiver of Notice. The notices provided for in these Bylaws shall be communicated in person, by telephone, internet, electronic means, telegraph, teletype, or by mail or private carrier. Written notice is effective at the earliest of (a) receipt including date of transmittal by electronic means, (b) five (5) days after its deposit in the United States mail, if mailed correctly addressed and with first-class postage affixed thereon, or (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Whenever any notice is required to be given to any director, Deacon, officer, committee or team member or member of the Church under the provisions of the Articles, these Bylaws, or the Act, attendance of such person at a meeting shall constitute a waiver of notice of such meeting, except where the person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Consent in writing by a person to any action taken or resolution adopted by the applicable Church body shall constitute a waiver of any and all notices required to be given in connection with such meeting, action or resolution.

**ARTICLE 12
AMENDMENTS**

12.1 Amendments to Bylaws. Except as expressly provided herein to the contrary, only the Congregation shall have the power to make, alter, amend, or repeal these Bylaws and to adopt new Bylaws, which power may be exercised by a majority of the members of the Congregation present at a meeting at which a quorum is present.

**ARTICLE 13
INDEMNIFICATION AND INSURANCE**

13.1 Indemnification Generally. Except as prohibited by law, the Church shall indemnify and protect any director, officer, employee, committee or team member, or agent of the Church, or any person who serves at the request of the Church as a director, officer, employee, committee or team member, or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by the laws of the State of Mississippi, who has been or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate, other than an action by or in the right of the Church, by reason of the fact that such person is or was a director, officer, employee, committee or team member, or agent of the Church, against all liabilities and expenses, including, without limitation, judgments, fines, amounts paid in settlement (provided that such settlement and all amounts paid in connection therewith are approved in advance by the Church using the procedures set forth in Section 13.3, which approval shall not be unreasonably withheld or delayed), attorneys' fees and other expenses actually and reasonably incurred by such person in connection with such action, suit or proceeding (including, without limitation, the investigation, defense, settlement or appeal of such action, suit or proceeding) if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to

the best interests of the Church, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful; provided, however, that the Church shall not be required to indemnify or advance expenses to any such person or persons seeking indemnification or advancement of expenses in connection with an action, suit or proceeding initiated by such person or persons (including, without limitation, any cross-claim or counterclaim initiated by such person or persons) unless the initiation of such action, suit or proceeding was authorized by the Board. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or under a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Church, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that such person's conduct was unlawful.

13.2 Indemnification for Expenses. Notwithstanding the other provisions of this Article 13, to the extent a person who is or was serving as a director, officer, employee, committee or team member, or agent of the Church has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 13.1 of these Bylaws (including the dismissal of any such action, suit or proceeding without prejudice), or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

13.3 Determination of Right to Indemnification. Prior to indemnifying a person pursuant to the provisions of Section 13.1 of these Bylaws, unless ordered by a court and except as otherwise provided by Section 13.2 of these Bylaws, the Church shall determine that such person has met the specified standard of conduct entitling such person to indemnification as set forth under Section 13.1 of these Bylaws. Any determination that a person shall or shall not be indemnified under the provisions of Sections 13.1 of these Bylaws shall be made (a) by the Board by a vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, and such determination shall be final and binding upon the Church; provided, however, that in the event such determination is adverse to the person or persons to be indemnified hereunder, such person or persons shall have the right to maintain an action in any court of competent jurisdiction against the Church to determine whether or not such person has met the requisite standard of conduct and is entitled to such indemnification hereunder. If such court action is successful and the person or persons is determined to be entitled to such indemnification, such person or persons shall be reimbursed by the Church for all fees and expenses (including attorneys' fees) actually and reasonably incurred in connection with any such action (including, without limitation, the investigation, defense, settlement or appeal of such action).

13.4 Advancement of Expenses. Expenses (including attorneys' fees) actually and reasonably incurred by a person who may be entitled to indemnification hereunder in defending an action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate, shall be paid by the Church in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to indemnification by the Church.

Notwithstanding the foregoing, no advance shall be made by the Church if a determination is reasonably and promptly made by (a) the Board by a vote of a quorum consisting of directors who were not parties to the action, suit or proceeding for which the advancement is requested, or (b) if a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, that, based upon the facts known to the Board or independent legal counsel at the time such determination is made, such person acted in bad faith and in a manner that such person did not believe to be in or not opposed to the best interests of the Church, or, with respect to any criminal proceeding, that such person believed or had reasonable cause to believe such person's conduct was unlawful. In no event shall any advancement of expenses be made in instances where the Board or independent legal counsel reasonably determines that such person intentionally breached such person's duty to the Church.

13.5 Non-Exclusivity. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 13 shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, these Bylaws, agreement of disinterested directors, policy of insurance or otherwise, both as to action in their official capacity and as to action in another capacity while holding their respective offices, and shall not limit in any way any right which the Church may have to make additional indemnifications with respect to the same or different persons or classes of persons. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 13 shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, administrators and estate of such a person.

13.6 Insurance. The Church may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, committee or team member, or agent of the Church, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Church would have the power to indemnify such person against such liability under this Article 13.

ARTICLE 14 AFFILIATED ORGANIZATIONS

14.1 Affiliated Organizations. The Board of Directors may authorize the formation of other associated organizations to assist in the fulfillment of the purposes of this Church. Each such organization shall establish its bylaws, rules, and regulations and make amendments thereto which shall be subject to the Board of Director's approval and which shall not be inconsistent with these Bylaws and the Articles.

ARTICLE 15 PROHIBITED TRANSACTIONS

15.1 Prohibited Transactions. No provision of the Articles or these Bylaws shall in any way be construed as permitting the Church, whether through its Board of Directors, its officers, agents, or other party acting in its behalf, to allow the net income, assets or property of the Church to inure to the private benefit of any director or officer, except that the Church shall be authorized and empowered to pay reasonable compensation for services personally rendered

and make payments and distributions in furtherance of the purposes set forth in the Articles and these Bylaws.

No substantial part of the activities of the Church shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Church shall not directly participate in or directly intervene (including the publishing or distributing of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE 16 DISSOLUTION

16.1 Dissolution. Upon the dissolution of the Church, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Church, distribute all of the assets of the Church to an organization or organizations organized and operated exclusively for religious, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations by reason of description in Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the Chancery Court of the County in which the principal office of the Church is then located, exclusively for such purposes or to such organization or organizations as said court shall determine. In the event of final disposition of the Church's assets, the Board of Directors shall automatically dissolve and cease all activities and functions of the Church.

ARTICLE 17 EXEMPT STATUS

17.1 Exempt Status The Church has been organized and will be operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code and, as such, will be exempt from taxation under Section 501(a) of the Code. Any provision of these Bylaws or of the Articles which would in any manner adversely affect the Church's tax-exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state requirements for the maintenance of the Church's tax-exempt status.

Appendix A – Certain Defined Terms

The following terms are used in these Bylaws and are defined below and include a brief description of certain responsibilities of designated positions.

1. **Board, Board of Directors, Church Council or Council** – Church Council is currently designated as the governance body that is responsible for the monitoring and overseeing the Church from an overall spiritual, business administration and stewardship perspective. The Church Council currently serves the function as the Board of the Church. Council members shall be designated or listed on the Church website.
2. **Bylaws** – shall mean these Bylaws and any amendments or modifications to these Bylaws which are properly approved from time to time. These Bylaws will be posted on the Church website.
3. **Church or Broadmoor** - shall mean Broadmoor Baptist Church of the Metro Baptist Association, Inc.
4. **Congregation** – shall mean the members of the Church who are in good standing at any point in time.
5. **Deacons** – shall mean the lay leadership elected by the Congregation from time to time to serve as the then active Deacons of the Church. A list of Deacons shall be available from Human Resources or an Executive Pastor.
6. **Executive Pastor** - An Executive Pastor shall mean either the Executive Pastor of Business Administration or the Executive Pastor of Ministry. The Executive Pastors shall mean the Executive Pastor of Business Administration and the Executive Pastor of Ministry jointly.
7. **Executive Pastor of Business Administration (“Treasurer”)** - The Treasurer supervises the Accounting and Human Resources office and is responsible for all accounting and financial reporting and related internal controls, financial services, cash management, audit supervision, annual financial report to the Congregation, maintaining the General Ledger, approving certain purchases as determined by the Board, approving any and all purchases and expenditures which are outside of the approved budget, and approving all check requests. He is responsible for managing, coordinating and maintaining all facets of the payroll and benefit programs. The Treasurer shall be designated or listed on the Church website.
8. **Executive Pastor of Ministry** - the lead ministry pastor who in conjunction with the Board and the Lead Pastor is responsible for the monitoring and overseeing the Church from an overall ministry, discipleship and stewardship perspective. The Executive Pastor of Ministry shall be designated or listed on the Church website.
9. **Finance Team** – The Finance Team shall be comprised of lay leadership appointed by the Board to assist and support both the Board and the Executive Pastors. The Finance

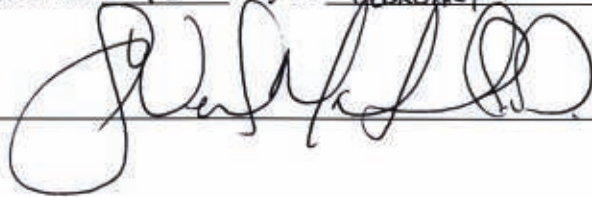
Team has various responsibilities and duties as outlined in these Bylaws and as may be granted from time to time in writing by the Board. The Finance Team shall be designated or listed on the Church website.

- 10. Law or Laws** – shall mean all applicable local, state or federal laws, rules, or regulations.
- 11. Lead Pastor** – the lead ministry pastor who in conjunction with the Board is responsible for the monitoring and overseeing the Church from an overall ministry and stewardship perspective. The Lead Pastor shall be designated or listed on the Church website.
- 12. Personnel Team** - The Personnel Team shall be comprised of lay leadership appointed by the Board to assist and support both the Board and the Executive Pastors. The Personnel Team has various responsibilities and duties as outlined in these Bylaws and as may be granted from time to time in writing by the Board. The Personnel Team shall be designated or listed on the Church website.
- 13. Senior Lead Team** – a team of ministers who are appointed by the Board to support assist and lead in all aspects of the ministry of the Church. The Senior Lead Team shall be designated or listed on the Church website.

Approved by the Broadmoor Family on February 18, 2018

CERTIFICATION

The undersigned, S. Neil Marsh, being the Secretary of Broadmoor Baptist Church of the Metro Baptist Association, Inc., hereby certifies that the foregoing Bylaws of the Church were duly adopted effective the 18th day of FEBRUARY 2018.


_____, Secretary