

# **Berean Fellowship of Churches Constitution and Bylaws**

This constitution exists to promote a culture of interdependent, healthy, life-giving churches that make up the Berean Fellowship, by providing the framework and guidelines for planting and strengthening churches to make disciples that reach the world. In the early church, people from the city of Berea were celebrated for their desire to learn the truth about God from Scripture (Acts 17:11). God reveals Himself in His Word as a holy and loving God who sent His Son Jesus Christ to redeem a lost world, inviting people through the power of the Holy Spirit to know Him and join Him on mission. As Bereans we believe our worship of God and partnership in His mission begin with a proper respect for and understanding of His Word.

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***Approved by the General Council of the BFC at the Connect Conference on July 20, 2021.***

## I. Name of Organization

- A. The official name of this organization will be the Berean Fellowship of Churches, Inc.
- B. The shortened designation for this organization in this document will be BFC.
- C. The BFC is an association of interdependent, self-governing churches which agree in mission, vision, and doctrine. The BFC exists to plant and strengthen churches to make disciples that reach the world. Each local BFC church agrees to abide by this Constitution while maintaining autonomy under its own set of church by-laws which serves as its primary governing document.

## II. Organization of the Berean Fellowship of Churches

### A. Doctrinal Statement

- 1. The BFC will be composed of locally established BFC churches that share a common doctrinal statement:

As an interdependent, collaborative group of churches, the BFC holds to the following statement of beliefs. We hold our beliefs regarding the nature and character of God, the person and work of Jesus Christ, the need for salvation by grace through faith in Christ alone, and the authority and reliability of Scripture as primary doctrine. Individual believers who love Jesus Christ and believe that the Bible is God's Word may differ on secondary matters. For the sake of unity and clarity of teaching, we believe it is important to state clearly where the BFC stands doctrinally.

Christians who share our commitment to Jesus and the Bible and wish to partner with the BFC in pursuit of Christ's mission may have reservations or differing personal views regarding secondary issues. We welcome these brothers and sisters in Christ into our fellowship with the understanding that doctrinal unity is critical to the mission of each local BFC church. We ask that all leaders and members of BFC churches submit to the following doctrinal statement of beliefs regardless of reservations or differences they may personally hold regarding secondary issues.

The following doctrinal statement will serve as the primary statement of doctrine for every local church in the Berean Fellowship. Individual BFC churches are free to adopt additional doctrinal distinctives which must be made publicly available and be consistent with and supplemental to this statement.

### **BIBLE**

We believe the Bible, consisting of the 66 books of the Old and New Testament Scriptures in their entirety, is the only divinely inspired, inerrant, objectively true, and authoritative written Word of God. It is the only infallible rule of faith and practice. The divine inspiration of Scripture extends to each word of the original manuscripts, but not to the various copies or translations of Scripture. The Bible should be interpreted literally, grammatically, contextually, and historically. (Deut. 29:29; Matt. 5:17; John 10:35; 1 Cor. 2:13; 2 Tim. 3:15-17; 2 Pet. 1:21, 3:16)

## **GOD**

We believe there is only one God, the Creator, who is infinite and personal. He exists eternally in three distinct persons, revealed to us in Scripture as Father, Son, and Holy Spirit. God is holy. God is love. God is just. God is all powerful, all knowing and ever present. He is the source of all that is good and is the only rightful object of worship. (Gen. 1:1; Deut. 6:4; Job 42:1-2; Ps. 96:9, 115:3; Prov. 15:3; Isa. 6:3, 43:10-11, 44:6, 45:22, 66:1; Matt. 28:19; John 1:1, 4:24, 5:26, 10:30; Acts 5:3-4; Romans 3:26, 1 Cor. 3:16, 8:4; Heb. 4:13; 1 John 3:20, 4:8-10)

## **JESUS CHRIST**

We believe that Jesus Christ is God the Son who has neither beginning nor end. The Old Testament contains numerous prophecies of His coming. He was conceived in the flesh by the Holy Spirit, born of a virgin named Mary, and is fully God and fully man. Jesus lived a sinless life that perfectly revealed God's love and truth. He died for our sins, was buried, and arose bodily from the dead on the third day. He ascended into heaven and is now seated at the right hand of God the Father as our only mediator, high priest, and advocate. (Gen. 3:15; Ps. 110:1-4; Isa. 9:1-7, 53:1-12; Mic. 5:2; Matt. 1:20-25; Luke 24:27; John 1:1, 17, 10:30, 14:3-6; Acts 1:11, 4:12; Rom. 8:34; 1 Cor. 15:3-5, 20; Col. 1:16-19; Phil. 2:5-11; 1 Tim. 2:5-6; Heb. 1:3, 4:14-15; 1 Pet. 2:22-24; Rev. 1:18)

## **HOLY SPIRIT**

We believe the Holy Spirit is God, the third person of the Trinity. He is a person, not a force. The Holy Spirit's ministries include convicting all people of sin; calling, regenerating, indwelling, and baptizing believers into the Body of Christ at conversion; setting them apart to a holy life; and guiding, teaching, keeping, and empowering them day by day. The Holy Spirit distributes spiritual gifts to each believer according to His will for the building up of the church. We believe the primary evidence of the presence and filling of the Holy Spirit is the fruit of the Spirit rather than a miraculous sign. (John 3:5-8, 16:5-15; Acts 1:8, 5:3-4, 16:7-14; 1 Cor. 2:9-12, 3:16, 12:3-13, 13:8-11; Gal. 5:16-25; Eph. 1:13-14, 5:18; Heb. 2:3-4)

## **HUMAN RACE**

We believe that both man (Adam) and woman (Eve) were created in the image of God to enjoy a personal relationship with Him. As a result of deliberate disobedience they fell from their sinless state, and they and all their descendants became sinners. Consequently, no one can save himself or herself, and apart from the grace of God in Jesus Christ, all are condemned to eternal torment. All humans still bear the image of God and are therefore intrinsically valuable, but all humans are now broken image-bearers, in need of the restoration found in Christ. God distinguishes between the sexes, equally valuing men and women, who both reflect His image. God ordained marriage to be between one man and one woman as part of his design that some roles within the family and the church be distinctly male or female. (Gen. 1:26-27, 2:18-25, 3:1-24; Matt. 19:3-9; John 3:16-18, 36; Rom. 2:12-16, 5:12-21, 6:23, 7:14-21; Gal. 3:28; Eph. 5:22-33; Col. 3:9-10; Jas. 3:9; Rev. 20:13-15)

## **SALVATION**

We believe we are saved solely by the grace of God through faith in Christ alone. This salvation was purchased through the substitutionary death of Jesus Christ who, by shedding his blood for sin, offers salvation as a free gift to every person without distinction. God is sovereign over salvation and yet each person is fully accountable for his or her response to the gospel. The person who has trusted in the Lord Jesus Christ as Savior is eternally secure, and can enjoy the assurance of salvation as guaranteed by Christ's victorious resurrection. We believe that at death those who have trusted in Jesus enter eternal glory and those that have not enter eternal torment. (Matt. 25:46; John 1:12, 3:16, 10:27-28; Acts 16:31, 20:20-21; Rom. 3:21-28, 8:31-39, 10:9,12-15, 17; 1 Cor. 15:3-4, 17-22; Eph. 1:7, 2:4-9; Phil. 1:6; Heb 2:14; 1 John 2:2)

## **SANCTIFICATION**

We believe that every believer has been set apart with a perfect standing before God. As believers yield themselves to the Holy Spirit, they will experience spiritual growth in holiness but not perfection in conduct in this life. Believers will battle the world, the flesh and the devil, but living by faith in Christ results in transformation of the heart and authentic righteous living. Future rewards are determined primarily by what motivates Christian behavior. Those whose behavior is an outflow of finding their identity in Christ will be rewarded. (John 15:1-8; Rom. 6:13-19, 12:1-2; 1 Cor. 3:8-15, 10:13; 2 Cor. 3:16-18; 5:10; Gal. 5:16-25; Eph 2:1-3; Phil. 1:6, 3:12; 1 Thes. 4:3; Heb. 10:10)

## **CHURCH**

We believe that Christ is the Head of the Church, which is His body, established to bring God glory. All who have trusted in Christ as Savior are members of this body. Christians should commit themselves to worship, prayer, instruction, fellowship, stewardship, and service in a local church. The church is responsible to represent Jesus Christ in the world through godly living and evangelism. All believers are commanded to participate in two church ordinances: believers' baptism, by immersion if possible, and the Lord's Supper; the bread and cup symbolizing Christ's body and blood. (Matt. 26:26-29, 28:18-20; Acts 1:8, 2:41-42, 8:35-39; Rom. 12:9-13; 1 Cor. 11:23-34, 12:12-13; 2 Cor. 5:17-21; Eph. 3:6-11, 4:11-13; Col. 1:18; Heb. 10:23-25; 1 Pet. 2:9-10)

## **SATAN**

We believe that Satan was created as an angelic being. Rebellious against God, he became the author of sin, our adversary and accuser, and the great deceiver of the nations. He was defeated by Christ's death and resurrection but continues to wield power in this world under God's sovereign control. In the end, he will be completely overcome by the Lord Jesus Christ and suffer eternal punishment in the lake of fire. (Gen. 3:1,15; Job 1:6-12; Matt. 4:3-11; John 8:44; 1 Cor. 15:24; 2 Cor. 4:4; Eph. 2:1-2; Col. 2:13-15; 1 John 3:8, 5:19; Rev. 12:7-12, 20:10)

## **FUTURE EVENTS**

We believe in the imminent, bodily, personal return of Jesus Christ. On a day known only to God, Jesus will return for his Church. God will reunite all human souls with resurrected, imperishable bodies. This will be followed by the final judgment of the wicked into the lake of fire and eternal life for God's children in a new heaven and a new earth, restoring all creation to a joyful, God-honoring state. (Matt. 24:27-36; John 5:28-29; 14:3; Acts 1:7, 11; Rom. 8:1, 18-25; 1 Cor. 15:20-26, 35-57; 2 Cor. 5:1-10; Col. 1:19-20; 1 Thes. 4:15-5:3; Rev. 11:15, 19:11-21:5).

### **B. BFC General Council**

1. The General Council will meet each year as part of the annual national conference. It may also meet if a special meeting is called as outlined in B-8.
2. The General Council is comprised of duly appointed delegates selected by their respective local BFC church boards to represent their churches as part of the General Council. Delegates must be at least 18 years of age in good standing with their local church and be in agreement with the BFC doctrinal statement.
3. The General Council will be responsible for voting on matters proposed by the Board of Directors and for approving all Bylaws changes. All decisions of the General Council (unless otherwise stipulated in these bylaws) will require a two-thirds majority vote to be approved.
4. Delegates are considered duly appointed and eligible to vote on General Council matters once they have been registered with the Board of Directors by their local BFC church by having their names submitted in writing (including electronic communication) to the Board of Directors by a representative of their local BFC church board. These individuals remain official delegates of the General Council until a new list of delegates is submitted by their local BFC church board.
5. Each BFC church may register between three and twelve delegates to the General Council of the BFC depending on the size of its average weekly corporate worship attendance. One of these delegates should be the church's lead pastor if he is available to attend. Churches with an average attendance of 100 or fewer may register 3 delegates to the General Council. Churches with attendance greater than 100 may register an additional delegate for the first reported attendee in excess of 100 and one additional delegate for every 50 reported attendees beyond that (with a limit of 12 delegates per church). This means a church with a reported average attendance between 101 and 150 may send four delegates. A church with reported average attendance between 151 and 200 may send five delegates. This attendance-to-delegate ratio continues up to a maximum of 12 delegates for an average attendance of over 500.
6. Proxy voting and absentee voting may be allowed on any General Council decision at the discretion of the Board of Directors.

7. Fifty percent of registered delegates will constitute a quorum for all decisions of the General Council.
8. A special meeting of the General Council may be called with sixty days' notice by the President, the Board of Directors, or by formal resolution of the church boards of 50 percent of affiliated BFC churches.

C. Board of Directors

1. The purpose of the Board of Directors will be to support and empower the ministries and churches of the BFC.
2. The Board of Directors will be the Corporate Board of Directors of the BFC and, as such, will have powers as are normally granted by the State of Nebraska to the governing bodies of such corporations, subject only to the limitations of these Bylaws. ([www.protectthegoodlife.nebraska.gov/nonprofit-corporations](http://www.protectthegoodlife.nebraska.gov/nonprofit-corporations))
3. The Board of Directors, consisting of five to nine members, will oversee and administer the property and work of the BFC and manage its affairs with the input of the General Council. The Board of Directors, in conjunction with the BFC President, will formulate the BFC's policies and oversee its organization and ministries.
4. The Board of Directors will meet as often as deemed necessary, but at least semi-annually, and will have authority to define its own methods of organization and develop policies and procedures in pursuit of the mission of the BFC. All decisions of the Board of Directors (unless otherwise stipulated in these bylaws) will require a two-thirds majority vote to be approved.
5. New members of the Board of Directors will be nominated by Regional Fellowship Leaders and interviewed by the President and Board of Directors. If, after interviewing a candidate, the Board of Directors wishes to recommend the candidate he will be presented to be voted on by the General Council at the annual business meeting. If elected by the General Council, Board members will serve staggered three-year terms with a goal of selecting approximately one-third of the members of the Board of Directors each year as necessary.
6. Each member of the Board of Directors may serve two consecutive three-year terms, after which a three-year sabbatical will be required before being nominated again. A sitting member of the Board of Directors may be selected to serve a second term with the approval of three-fourths of the sitting Board of Directors. Ideally, the Board of Directors will include at least one Regional Fellowship Leader and will be made up of approximately half BFC pastors and half BFC church members who meet the Biblical qualifications of a local church elder and are not on staff.
7. BFC Staff (members of the Ministry Leadership Team) may meet with the Board of Directors, as requested, to provide input. However, none will be members of the Board of Directors.

8. All Board of Directors meetings will be open meetings, with the understanding that a closed session can be declared on any discussion or decision.
9. The Board of Directors will be accountable to the General Council for all of its actions.
10. The Board of Directors will elect a Chairman and Vice-Chairman from among its number and will identify a Corporate Secretary, either from its own number or from outside. The Board of Directors will appoint a Recording Secretary and Treasurer, either from its own number or from outside. These officers will report to the President and Board of Directors.

D. Corporate Officers

1. The President will have oversight of all ministries of the BFC and be an ex officio member of all committees and groups, without vote.
  - a. He will initially be elected by a two-thirds majority of the General Council. The President will serve renewable (by three-fourths approval of the Board of Directors) 3-year terms or until his death, resignation, or removal by a three-fourths majority vote of the Board of Directors.
  - b. If the President resigns, is removed, or is not renewed at the end of his term, the Board of Directors will appoint a search team. This team will be composed of 5-7 Regional Fellowship Leaders and one member of the Board of Directors, and will select a candidate to present to the General Council for approval.
  - c. The President will lead in setting the culture of the BFC so that local churches are equipped to make disciples. All other BFC staff, both paid and volunteer, will report directly to him.
  - d. The President, in conjunction with the Board of Directors, will publicly represent the BFC and will make or oversee any official statements to the media or the general public regarding the BFC.
2. The Vice President will initially be recommended to the Board of Directors by the President and affirmed by them to serve renewable (by three-fourths majority of the Board of Directors) 3-year terms or until his death, resignation, or removal by two-thirds majority vote of the Board of Directors.
  - a. He will perform the duties of the President in the absence or disability of the President.
  - b. Upon the death, resignation, or removal of the President, the Vice-President will serve as acting President until a new President is elected.
3. The Corporate Secretary will give all notices and maintain all official records required by law or by these Bylaws and perform all the duties usually pertaining to the office of Corporate Secretary of a not-for-profit organization.

4. The Treasurer will oversee the reception and disbursement of funds as approved by the Board of Directors and will ensure that accurate and appropriate records are kept of the accounts of the BFC, including any securities belonging to or held by it. The Treasurer will provide an annual financial report to the General Council as well as additional financial reports as required by the Board of Directors and will arrange for an annual audit or financial review.

#### E. Regional Fellowships

1. The BFC is organized into different regions comprised of approximately 3-8 churches in a common geographical territory. These Regional Fellowships exist to encourage their member churches, support and develop their pastors, and help communicate their vision and ministry outcomes across the BFC.
2. A Regional Fellowship will be composed of the pastoral staff of the BFC churches in a given geographic area. Others may be invited to attend.
3. Each Regional Fellowship is strongly encouraged to meet at least six times per year.
4. Each Regional Fellowship will develop a vision for planting new churches within its region based upon local needs and opportunities, and will coordinate efforts to strategically pursue this vision.
5. Each Regional Fellowship will have a Regional Fellowship Leader and may also identify an Assistant Regional Fellowship Leader, a Secretary and a Treasurer. The Regional Fellowship Leader will be recommended by the Regional Fellowship and appointed by the BFC President with approval from the Board of Directors. The Regional Fellowship Leader will serve as long as mutually agreeable to all parties involved.
6. Each Regional Fellowship may further organize itself to best carry out its responsibilities.
7. Each Regional Fellowship Leader will report as requested to the BFC President regarding the health and effectiveness of the member churches of that Regional Fellowship and its pastors.
8. Regional Fellowships will assist local churches, as appropriate, in matters such as church plants, mission churches, the pastoral placement process, affiliation and disaffiliation of churches, and ordination and licensure.
9. Regional Fellowship Leaders and identified Assistant Leaders of the BFC will meet several times a year for prayer, fellowship, training, sharing ideas, and to identify nominees for the Board of Directors.

#### F. Ministry Leadership Team

1. The Ministry Leadership Team of the BFC will consist of the President, the Vice President, and other staff or personnel considered necessary by the Board of Directors.



The Regional Fellowship Leaders will provide input to the Ministry Leadership Team but will not be considered part of that team.

2. The President will recommend to the Board of Directors all members of the Ministry Leadership Team, whether volunteer or paid staff, for appointment, and they will serve at the pleasure of the Board of Directors or until resignation.
3. The President, Vice President, and Corporate Secretary will be authorized to sign legal papers on behalf of the BFC. In addition, the Board of Directors may specifically authorize others (e. g. Bookkeeper, etc.) to sign on the BFC financial accounts.

#### G. Departments and Committees

1. The President may, with the approval of the Board of Directors, create or dissolve departments, committees, or task forces to advance the BFC's mission.
2. These groups will submit reports to the President and Board of Directors as requested.
3. The participants of these groups will consist of pastors and other members of BFC churches. Special advisors from other sources may be included by authorization of the Board of Directors.

#### H. Local Churches

1. An established local church in the BFC is self-governing. It must be led by a plurality of at least three biblically-qualified male elders (including the pastor) currently serving on the official Board. Beyond this requirement it is free to adopt its own bylaws and define its own policies, practices, and positions within the boundaries set forth in the national constitution and in alignment with the BFC's mission, values and doctrinal statement.
2. The BFC will provide sample bylaws to each local church upon request.
3. The Board of Directors reserves the right to determine whether a local church aligns with the mission, values, doctrinal statement and bylaws of the BFC.
4. If the number of qualified Board members of an established church falls below the requirement of three (including the pastor) the Regional Fellowship will form a Provisional Leadership Team. This team, along with at least one representative from the local church, will serve as the Official Board of the church until an autonomous local Board can be reestablished.
5. It is normal and expected that the local church will seek the assistance of its Regional Fellowship before hiring a new Lead Pastor. If after interviewing a pastoral candidate, the representatives of the Regional Fellowship do not recommend the candidate as a lead pastor, the local church is strongly urged not to extend a call to this candidate. If the local church determines that the Regional Fellowship's assistance in hiring a Lead Pastor is unnecessary, they will consult with the BFC President.

### III. Affiliation of Churches

#### A. Affiliation of Existing Churches

1. When a congregation expresses interest in affiliation with the BFC, the President and/or Regional Fellowship leadership will meet with them. They will be given a copy of the BFC bylaws as well as the history, purpose, doctrinal statement, and sample church bylaws of the BFC.
2. The Regional Fellowship leadership in conjunction with the President will evaluate whether or not the church aligns with the BFC's mission, values, doctrine, and with these bylaws.
3. After receiving a joint recommendation from the President and the leaders of the Regional Fellowship and determining that affiliation would be mutually beneficial, the Board of Directors will invite the church to affiliate with the BFC.
4. After receiving the invitation to affiliate, the local church will conduct a congregational vote and will officially become affiliated with the BFC upon an affirmative vote from 75% of it's membership.

#### B. Disaffiliation of Churches

1. If a local church wishes to disaffiliate from the BFC, its leadership will request a meeting with their Regional Fellowship Leader, the President and at least one other member of the BFC Board of Directors. These leaders will be given the opportunity to address the reasons given for disaffiliation and to seek reconciliation.
2. If an acceptable resolution cannot be reached, the local church will conduct a congregational vote to disaffiliate. The church will disaffiliate from the BFC upon an affirmative vote from 75% of its membership. Upon disaffiliation the church will inform the President or the Regional Fellowship Leader who will in turn notify the Board of Directors.
3. If the local church's by-laws do not allow for such a congregational vote, the congregation must be notified of the leadership's intent to disaffiliate and be given opportunity to comment on the proposed disaffiliation. Once this has occurred, a church that does not conduct congregational voting may disaffiliate with a 75% vote of the governing board.
4. The Board of Directors reserves the right to revoke affiliation from any church which continues to be out of alignment with the BFC's doctrine, values and/or mission after attempts have been made to reconcile these differences.

- IV. Ordination and Licensure.** Each local church within the BFC has the authority to ordain men and license men and women to gospel ministry. These ordination and licensure credentials will be reported to the BFC Corporate Secretary and then maintained and/or supervised by the BFC church in which the ordained or licensed person serves.

#### A. Ordination

1. Ordination is for a man who has served at least one year as a licensed minister of the gospel and aligns with the BFC Doctrinal Statement.
2. A BFC church that wishes to ordain a minister of the gospel will assemble an ordination council to examine the candidate's character, doctrine and gifting for ministry. It is recommended that this council include representatives from at least two other BFC churches.
3. The examination will be conducted at the discretion of the ordination council. Upon completion of the examination, a unanimous recommendation of the council will result in ordination for the candidate. This ordination will be granted and held by the local church and recognized by the BFC.
4. A sample examination procedure will be provided upon request.

#### B. Recognition of Existing Ordination

1. If a local BFC church wishes to recognize the ordination of a man who has been ordained by a church or organization outside the BFC, an interview will be conducted by a committee formed by that church. It is recommended that this committee include representatives from at least two other BFC churches. This committee will inquire about his past ministry experience, his character, his doctrine and his ordination process.
2. Upon a unanimous recommendation from the interview committee, the local BFC church and the BFC will recognize the man's ordination for the length of his ministry within the BFC.

#### C. Licensure

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

## D. Revocation

1. Ordination credentials or licensure may be revoked or declared unrecognized for cause, as determined by the elders of the local BFC church in conjunction with the Regional Fellowship and BFC Leadership. Revocations will be reported to the BFC Corporate Secretary. This process may also be initiated by the leadership of the BFC or Regional Fellowship, but the decision to revoke credentials will remain with the local church elders.

## V. Church Property

A. Titles: Titles to all church property, real or personal, will be held by the established local church.

B. Dissolution: In the event of closure of a church, ownership of all properties real and personal will be transferred to the BFC.

C. Division: In the case of an organizational division of the church, the group of members that abides by their local church bylaws and this Constitution will retain all church property. Should controversy arise as to which group that is, the question will be submitted to the BFC Board of Directors or its successor, and their decision will be final.

D. Disaffiliation: If a church disaffiliates from the BFC, as provided in Article III, B, the church may leave the BFC with the continued ownership of its church property, real and personal.

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

## VII. Rules of Order

- A. General Powers: This organization will receive gifts, bequests and legacies; acquire, buy, hold, improve, rent, lease, mortgage, sell and convey, and otherwise deal in real and personal property as may be necessary to conduct the business of the BFC and fulfill its stated mission.
- B. Fiscal Year: The fiscal year of the BFC will be June 1 through May 31.
- C. Quorum: For all groups and meetings within the BFC, a quorum will be 50% of the members of said group or meeting, unless otherwise defined in these Bylaws.
- D. Decisions will be by the majority vote of members participating in the meeting, unless alternatively defined in these Bylaws or previously stipulated. Each member has one vote.
- E. Parliamentary Guide: Robert's Rules of Order, Newly Revised (the most recent edition) will be followed in all cases to which they are applicable, and in which they are not inconsistent with the BFC Articles of Incorporation or Bylaws.

- F. “Ex officio” members/delegates, meaning “by virtue of office,” will function in accordance with Robert’s Rules of Order, Newly Revised, except that they will have no vote.
- G. Policies: Each department, committee and auxiliary organization of the BFC will formulate and maintain its own policies and procedures as needed. Policies and procedures will be approved by the Board of Directors and be in harmony with these Bylaws. A current copy of these policies and procedures will be made available to the Board of Directors upon request for inspection or reference.
- H. Financial Management: Finances necessary for supporting the BFC and its mission will be obtained through voluntary gifts from individuals, affiliated churches, foundations or other organizations.

### **VIII. Limitation of Liability**

- A. No member of the General Council or the Board of Directors will be personally liable for the debts, liabilities, or other obligations of the BFC.
- B. To the extent that a person who is, or was an officer, employee or other agent of this organization has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the BFC, or has been successful in defense of any claim, issue or matter, therein, such person will be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.
- C. If such person settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings will be provided by this organization but only to the extent allowed by and in accordance with state law.
- D. The Board of Directors may adopt a policy authorizing the purchase and maintenance of insurance on behalf of any agent of the organization against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the BFC would have the power to indemnify the agent against such liability under the provisions of state law.

### **IX. Interpretation**

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

## **X. Amendments**

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

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

THE UNDERSIGNED CERTIFY that the General Council of the Berean Fellowship of Churches has approved the above Bylaws at a duly called meeting of the General Council on July 20, 2021, and are adopted for the corporation.

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President of the Corporation

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Chairman of the Board of Directors

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Corporation Secretary