

**BYLAWS
OF
BRANFORD EVANGELICAL FREE CHURCH
("Church")**

**ARTICLE I
Membership**

- 1. Qualifications.** Qualifications for membership are as provided in Section 5 of the Church's Constitution. The members of the Church (the "Members") must be persons "who testify to personal saving faith in the Lord Jesus Christ, who wholly agree with the Church's Statement of Faith, who seek unity with other Members in this local body of Christ, and who desire to follow and serve the Lord wholeheartedly."
- 2. Voting rights.** Members may vote at Church business meetings if they are 18 years of age or older, and have attended at least four worship services within the preceding 6 months. Members will elect Church officers and new Members, vote on Church budgets, and conduct other business of the Church as described in these Bylaws.
- 3. Entering into membership.** Application for membership shall be made to any member of the Board of Elders. After completing an application form, applicants must be interviewed in person by at least two Elders. During this meeting, the applicants and Elders will review qualifications for church membership and discuss the Church's history and statement of faith. Upon recommendation by the Board of Elders, the applicant can be elected into membership by a two-thirds majority vote of the voting Members present at a business meeting of the Church. Persons serving on the Pastoral staff and their spouses automatically become Members with full voting privileges upon acceptance of a call from the Church.
- 4. Absence, Transfer, and Resignation.** Any Member absent from Church worship services for more than 12 months may, upon the recommendation of the Board of Elders, be removed from membership by a two-thirds majority vote of the voting Members present at a Church business meeting. Any Member may request transfer of membership to another evangelical church, or may resign their membership, by a written letter to the Senior Pastor or Board of Elders.
- 5. Discipline.** A Member whose ungodly conduct or statements repeatedly contradict Scriptural teaching or the Church's qualifications for membership, and who shows no evidence of repentance, will be counseled by the Senior Pastor and members of the Board of Elders as described in Matthew 18:15-17, 1 Corinthians 6:9-13 and Galatians 6:1. Restoration of the Member will be the purpose of this counseling, which is to be motivated by love. If the Member chooses to continue unrepentant then he or she may be removed from membership upon the recommendation of the Board of Elders and by a two-thirds majority vote of the voting Members present at a business meeting of the Church.

ARTICLE II Officers and Boards

1. General qualifications of Church officers. Church officers and board members shall be Members of the Church who before the Lord practice regular personal devotions, give generously as God provides, and maintain an active role in the ministries of the Church. New believers should grow in Christian maturity before being nominated for Church office. Church officers and board members may serve as long as they meet the qualifications for their position. Additional qualifications and terms of service for specific Church offices are described below.

2. Nominating Committee. A Nominating Committee will be composed of: (i) an Elder who will be chosen annually by the Board of Elders and will act as Chairman of the Nominating Committee; (ii) three members of the Core Vision Team as chosen by the chairperson of the Core Vision Leadership Team, who are not also members of the Pastoral Staff and who each represent a different Core Vision Department; (iii) the Senior Pastor; and (iv) a Member-at-large from the congregation who will be chosen annually by the Board of Elders. With advice from the remainder of the Pastoral Staff, the Nominating Committee will identify persons who are qualified for Church office and pray about these persons. Members of the Nominating Committee will then contact candidates to discuss nomination for Church office and then they will meet with candidates to discuss the general and specific qualifications of Church officers described in these Bylaws.

3. Election of officers. Notice of nominees for Church office must be given prior to a business meeting. Officers must be elected by a two-thirds majority vote of the voting Members present at a business meeting of the Church.

4. Termination and Resignation. Any elected Church officer may be removed from office on the recommendation of the Board of Elders and by a two-thirds majority vote of the voting Members present at a business meeting of the Church. Elected Church officers may resign their positions by a written letter to the Board of Elders.

ARTICLE III Governance

1. Members. Authority not specifically reserved to the Members in these Bylaws shall be granted to the Board of Elders. The following are reserved to the Members:

- (a) Ratification of membership;
- (b) Approval of Members to serve on the Board of Elders;
- (c) Approval of Treasurer and Secretary;
- (d) Selection or removal of the Senior Pastor;
- (e) Approval or alteration of the Constitution or Bylaws;
- (f) Approval of the annual Church budget;
- (g) Approval of any purchase, sale, or encumbrance of real property; and
- (h) Dissolution.

2. Elders. Authority not specifically reserved to the Elder Board in these Bylaws shall be granted to the Senior Pastor.

2.1 The following are reserved to the Elder Board:

- (a) Presentation of prospective Members;
 - (b) Development and presentation of prospective Elders to the Nominating Committee in accordance with the process outlined in Appendix A;
 - (c) Approval of strategic goals and priorities of the Church;
 - (d) Approval of fiscal and administrative policies;
 - (e) Approval of calling or removal of the Pastoral Staff, as well as salaries and benefits;
 - (f) Determination of the Senior Pastor's salary and benefits;
 - (g) Affirmation of the selection and structure of the Core Vision Team
 - (h) Review and approval of the Annual Budget prior to its submittal to Members for approval at the annual business meeting; and
 - (i) Establishment of any policy on biblical positions to be held by the Church.
- 2.2 Elders will be men who meet the qualifications found in I Timothy 3:1-7 and Titus 1:6-9. Their selection shall follow the process outlined in Appendix A. The Elders will watch over the spiritual welfare of the Church and its Members, participate in the public services and ordinances of the Church, care for the sick and needy, and encourage godly living by word and by example. The Elders will monitor mission effectiveness and initiate, guide, and oversee the alignment of ministries of the Church. The Elders shall be the Trustees of the Church.
- 2.3 The Elders will assist, encourage, and counsel the Senior Pastor. The Board of Elders will conduct an annual review of the Senior Pastor in which prior year performance will be evaluated against measurable objectives and development plans will be established for the new Church year. A summary of the annual review will be provided by the Board of Elders at the annual business meeting.
- 2.4 The Board of Elders shall consist of four to eight lay church Members elected by the Members. The number shall be determined by need and available qualified men. Elders shall be elected to a three-year term and may serve up to two consecutive elected terms before observing at least a one-year absence from the Board of Elders. Elders may be elected to staggered terms of one or two years, to ensure that not more than one-half of the Elders will leave the Board (due to completion of their terms) in any one year.
- 2.5 In general, the Board of Elders will meet monthly. The Senior Pastor or any two Elders may call additional meetings.
- 2.6 The Board of Elders will elect a chairman (the "Church Chairman") from among its members at its first meeting of the new Church year. The Church Chairman shall preside at all business meetings of the Church and shall have such additional responsibilities as designated by the Board of Elders.
3. **Senior Pastor.** The Senior Pastor must be a mature Christian man who is known for his irreproachable conduct in public and in his home, who is a skilled teacher, and who meets the qualifications found in I Timothy 3:1-7 and Titus 1:6-9. The Senior Pastor will devote himself to prayer, study the Scripture, preach the Word of God, guard the Church from error, direct the public services of the Church, watch over the spiritual welfare of Church Members and congregants, visit the sick, administer the ordinances, and encourage godly living by word and by example.

- 3.1 Authority is reserved to the Senior Pastor in the following areas:
- (a) Propose strategic goals and priorities of the Church;
 - (b) Propose salaries and benefits for any member of the Pastoral Staff and any Administrative Staff personnel, except for immediate family members whose salaries and benefits will require the approval of the Members;
 - (c) Selection and structure of the Core Vision Team;
 - (d) Propose and oversee maintenance of fiscal and administrative policies.
- 3.2 The Senior Pastor is an Elder (Acts 20:25-31; 1 Tim. 5:17; 1 Peter 5:1-4) and therefore, will be a member of the Board of Elders. The Senior Pastor's term on the Board of Elders shall not expire for as long as he holds the office of Senior Pastor.
- 3.3 The Senior Pastor will also be a member of the Nominating Committee, and as a non-voting, ex-officio member of all other boards, committees and organizations of the Church, he is privileged to attend meetings of any such board, committee or organization as needed.
- 3.4 The Senior Pastor with the advice and consent of the Board of Elders shall have authority over the hiring and dismissal of any member of the Pastoral Staff and any Administrative Staff personnel. The Senior Pastor shall be responsible for determining the duties and supervising the performance of the members of the Pastoral Staff and any member of the Administrative Staff.

4. Pastoral Staff. Pastoral Staff includes all full-time and part-time employees devoted to the ministry of the Church who meet the spiritual qualifications set forth in 1 Timothy 3:1-7 and Titus 1:6-9. The members of the Pastoral Staff will be responsible to and will be directly supervised by the Senior Pastor.

5. Core Vision Team.

- 5.1 **Core Vision Department.** The purpose of the Core Vision Team is to develop, organize, promote, coordinate and lead the ministries of the Church, which shall be conducted through the formation and operation of various departments, including but not limited to Worship, Community, Education, Equipping, Outreach, and Operations (each a "Core Vision Department"). With the advice and consent of the Board of Elders, the Senior Pastor may modify the name, structure and purpose of any Core Vision Department or establish any new Core Vision Department as he may determine appropriate to serve and accomplish the mission of the Church.
- 5.2 **Core Vision Director.** Each Core Vision Department shall have a director (a "Core Vision Director") appointed by the Senior Pastor with the advice and consent of the Board of Elders. A Core Vision Director must be a Member, but can not serve simultaneously as a member of the Board of Elders. The responsibilities of and specific strategies to be pursued by a Core Vision Department shall be defined by its Director who shall enlist with the advice and

consent of the Senior Pastor dedicated Members and congregants who ascribe to the Mission of the Church.

- 5.3 **Core Vision Leadership Team.** The leadership of and the direction to be pursued by the Core Vision Team shall be provided by the Core Vision Directors, the Senior Pastor and members of the Pastoral Staff (the “Core Vision Leadership Team”), which generally shall meet on a monthly basis. Special meetings of the Core Vision Leadership Team may be held upon request of the Senior Pastor or any three Core Vision Directors. Meetings of the Core Vision Leadership Team will be chaired by either the Senior Pastor or by one of the Core Vision Directors appointed by the Senior Pastor.

6. Treasurer. The Treasurer will be a person of mature Christian character who safeguards and disburses the Church's funds, whether general, missions or any such other funds as may be established with the approval of the Members. The Treasurer will keep an accurate record of the Church's finances, will provide monthly financial summaries to the Board of Elders, and will present detailed financial reports at annual and semi-annual Church business meetings. The Treasurer will receive reports arising from the Financial Administration process described in Article 6. The Treasurer may not assist in or otherwise be involved with the counting of monies, tithes, and gifts or the preparation of bank deposits relating to such funds. The Treasurer will be elected to a two-year term and may serve consecutive terms without limit.

7. Secretary. The Secretary will be a person of mature Christian character who keeps a full and accurate record of the proceedings of Church business meetings, gives notice of Church meetings, assists with the preparation of the Church's annual and semi-annual reports, and keeps a register of Church Members. The Secretary will be elected to a two-year term and may serve consecutive terms without limit.

Resolved, that Article III of the Bylaws of BE Free be amended by the adoption of a newly added

Section 8, which will read as follows:

8. Governance during periods of Transition; Engagement of an Interim Pastor.

8.1 Governance during periods of Transition. During a period in which the Church is without the Senior Pastor arising from his retirement, resignation or termination from his position (hereinafter, referred to as a “period of Pastoral Transition”) and without an Interim Pastor, the authority, duties and responsibilities that are accorded to the Senior Pastor as set forth under the Bylaws shall be overseen, fulfilled, and administered by the Board of Elders, or their designee, with such modifications and limitations as set forth in the following paragraphs (a)-(d).

1. (a) The pastoral duties of the Senior Pastor as set forth in Article III, Section 3 of the Bylaws that are assumed by the Elders include: devotion to prayer; the study of Scripture; preaching the Word; guarding the Church from error; directing the public services of the Church; watching over the spiritual welfare of Church Members and congregants, including visiting the sick, administering the ordinances; and, encouraging godly living by word and by example.

2. (b) The Board of Elders shall assume authority reserved for the Senior Pastor as set forth in Article III, Section 3.1, including proposing strategic goals and priorities of the Church, proposing salaries and benefits for members of the Pastoral and Administrative Staffs, overseeing the selection and structure of the Core Vision Team in support of its purpose to develop, organize, promote, coordinate and lead the ministries of the Church, and proposing and overseeing maintenance of fiscal and administrative policies.
3. (c) The Board of Elders shall oversee the Pastoral and Administrative Staffs, directing and engaging them in support of the pastoral duties and responsibilities assumed by the Elders as set forth in the immediately preceding paragraphs (a) and (b).
4. (d) The Board of Elders shall exercise authority over the dismissal of any member of the Pastoral Staff or Administrative Staff subject to the approval of the Members, except for a termination for cause arising from such member's misconduct for which Member approval is not require
5. **Amendment of Article III: addition of Section (e)** The Board of Elders shall refrain from hiring any member of the Pastoral Staff or Administrative Staff, except in the instance of filling a staff vacancy that arises during the period of Pastoral Transition. In this instance, the Members must approve any increase in budgetary expenses related to the new hire.

8.2 Engagement of an Interim Pastor. During a period of Pastoral Transition, the Board of Elders may initiate a search for an Interim Pastor prior to the appointment of a Pastoral Search Committee. The Board of Elders may hire the candidate of their choice to fill the role of Interim Pastor, subject to the Members approving any budgetary expenses related to hiring the Interim Pastor.

1. (a) The Interim Pastor must satisfy all qualification requirements for the position of a Senior Pastor as set forth in Article III, Section 3 of the Bylaws.
2. (b) Upon being hired, the Interim Pastor shall assume, fulfill, and administer the authority, duties and responsibilities that are accorded to the Senior Pastor under these Bylaws and as specifically set forth in Article III, Sections 3 through 3.4 of the Bylaws.
3. (c) Upon such hiring of an Interim Pastor, the governing pastoral oversight provided by the Board of Elders pursuant to Article III, Section 8.1 shall terminate.
4. (d) The Interim Pastor serves at the good pleasure of the Board of Elders and his engagement at the Church can be terminated, for reason, or for no reason, by the unanimous vote of the Board of Elders.

ARTICLE IV Organizations, Groups and Committees

1. Organizations; Groups. An organization or group will be considered a ministry of the Church when its sponsor(s) receive approval from a Core Vision Director. An approved

organization or group shall be led or directed by one or more Members, be accountable to a Core Vision Director, and be integrated into the work of that Director's Core Vision Department. Approval of a request for ministry status by an organization or group, whose stated purpose and objectives are reasonably related to or connected with the mission of the Church, shall not be unreasonably withheld or delayed. All funds received by a Church organization or group must pass through the Financial Secretary and any disbursement of funds must be made only by the Treasurer.

2. Committees. Temporary or standing committees of the Church deemed necessary by the Board of Elders may be established from time to time by the Board of Elders at any of its meetings, for such duration as the Board of Elders will determine. The Board of Elders or its designees may appoint committee members without election.

ARTICLE V

Meetings

1. Annual business meeting. The annual business meeting of the Church will be held during April of each year, on a date decided by the Board of Elders. At this meeting, applicants for membership will be voted on; minutes of the previous meeting will be approved; annual reports will be received from Church boards and ministries; officers will be elected; a Church budget for the following year will be discussed and voted on; and other necessary business transacted. The annual business meeting will begin with the reading of God's Word and prayer and will also close with prayer.

2. Semi-annual business meeting. The semi-annual business meeting of the Church will be held to review financial statements and general missions, as well as any other business that needs to be transacted. The semi-annual business meeting will begin with the reading of God's Word and prayer and will also close with prayer.

3. Other meetings. Special business meetings may be called at the discretion of the Board of Elders, or by a written petition stating the purpose of the meeting that is signed by 25% of the voting membership and filed with the Secretary of the Church. All business meetings will begin with the reading of God's Word and prayer and will also close with prayer.

4. Notice. Notice of Church business meetings must be given by oral or written announcement at regular Sunday worship services of the Church at least 10 days prior to the meeting, or by written notice mailed in time to reach all resident Members at least 10 days prior to the meeting. The purpose of special business meetings must be stated when they are announced.

5. Quorum, Votes, and Rules of Order. 25% of the voting membership will be considered a quorum for the transaction of business at business meetings. All matters will be determined by a simple majority vote of the Members present (more than one-half of all votes cast), except when otherwise specified by these Bylaws. A written ballot must be taken for election of new Members and Church officers, and may be taken for any matter at the discretion of the meeting chairman. Robert's Rules of Order (revised) will govern business meetings when not inconsistent with the Church's Constitution or Bylaws.

For meetings of the Board of Elders, a quorum of 50% of board members (excluding ex-officio members) must be present to transact business.

ARTICLE VI

Finances

1. Fiscal Year. The Fiscal Year of the Church will begin on the first day of April and end on the last day of March in each year.

2. Church Income. The Church shall teach Scriptural principles of tithing and giving. The principle means of support of the Church shall be through free will offerings. Other means of support will be permitted only with the consent of the Board of Elders. Ministries or organizations may collect donations only if they have prior approval of the Board of Elders and they must inform the Financial Secretary.

3. Disbursements. Budgeted disbursements in excess of \$500 will not be made without the prior approval of the Treasurer. Disbursements not included in the Church's annual budget and exceeding \$2,500 may not be made without approval of the Members at a business meeting.

4. Audit. The financial records of the Church will be reviewed yearly by an Audit Committee appointed by the Board of Elders and composed of at least three Church Members (only one of whom may be a member of the Board of Elders), or by an independent accountant engaged by the Church. The Treasurer and the Financial Secretary will assist the Audit Committee but may not serve as members of the Audit Committee. The report of the Audit Committee or the independent accountant will be presented at the annual business meeting of the Church.

5. Financial Administration.

5.1 Process.

(a) The Operations Department will responsible for receiving, counting and making deposits in Church accounts of all monies, tithes, and gifts received by the Church. Subject to Article 5.1(b), the Operations Department will institute such controls and procedures, subject to the review annually by independent auditors, so as to ensure the financial integrity and accountability of such process.

(b) The process of counting should always be handled with no less than two Financial Administrators, as defined below in Article 5.2. In no case should an individual handle any aspect of the counting process alone.

5.2. Financial Administrators. The Director of Operations annually shall nominate Members of the Church who are willing to serve as administrators of the counting process, who are known for their trustworthiness, having served in positions of leadership or responsibility in the Church. The nominees are subject to the approval of the Senior Pastor. The Financial Administrators will be appointed to a one-year term, and may serve consecutive terms without limit.

5.3 Financial Secretary. The Financial Secretary will be a person of mature Christian character who makes record of all the monies, tithes, and gifts received by the

Church. The Financial Secretary will be appointed by the Director of Operations with the approval of the Senior Pastor to a two-year term, and may serve consecutive terms without limit.

6. **Receipts.** The Financial Secretary will keep a record of individual contributions that complies with applicable Internal Revenue Service regulations. Each January the Financial Secretary will give donors a record of contributions made by them during the previous calendar year, which the donor may use for tax purposes. Records of amounts given by individual donors may be examined (if necessary) by the Audit Committee, but should not be made known to the Pastor(s), Elders, or other Church Members.

ARTICLE VII

Calling and Termination of the Senior Pastor

1. **Pastoral Search Committee.** The Board of Elders shall appoint a Pastoral Search Committee to initiate a search to fill the position of Senior Pastor. The Pastoral Search Committee must include an Elder, three members of the Core Vision Team, who are not also members of the Pastoral Staff and who each represent a different Core Vision Department, and a Member-at-large from the congregation who will be chosen by the Board of Elders. The Committee is empowered to seek out candidates, review their curriculum vitae and doctrinal statements, interview candidates, and identify a leading candidate.

2. **Call of the Senior Pastor.** The Pastoral Search Committee will present its leading candidate to the Board of Elders and the Core Vision Leadership Team at joint or separate meetings of those boards, provided notice of such meeting(s) and its purpose is given. If the candidate receives the affirmative vote of at least three-quarters of the board members present, the candidate will then be presented to the congregation by the Pastoral Search Committee at an annual or special business meeting, provided notice of the meeting and its purpose is given. If the candidate receives the affirmative vote of at least three-quarters of the voting Members present, the candidate will be called to fill the position of Senior Pastor.

3. **Resignation.** The Senior Pastor must give two months notice of resignation to the Board of Elders, unless the Senior Pastor and the Board of Elders agree to a shorter notice period.

4. **Termination.** The employment of the Senior Pastor may be ended at a special or annual business meeting of the Church, provided notice of the meeting and its purpose is given. The employment of the Senior Pastor will be ended by the affirmative vote of at least three-quarters of the voting Members present at the business meeting. The Senior Pastor will have two months notice of termination, beginning from the date of the vote, unless the Board of Elders and the Senior Pastor agree to a shorter notice period.

ARTICLE VIII

Amendments

An amendment to these Bylaws may be initiated by the Board of Elders, provided that notice of such meeting is given and the substance of the proposed amendment is included in the call for

such meeting. An amendment may also be initiated by a written petition setting forth the proposed amendment. The petition must be filed with the Secretary of the Church and signed by at least 25% of the Members of the Church. Notice and substance of the proposed amendment shall be given together with the notice of an annual or special business meeting. The proposed amendment shall be read at the business meeting, and if such amendment receives the affirmative vote of at least two-thirds of the voting Members present at the meeting, it shall become part of these Bylaws.

Appendix A – Elder Selection

Process for Elder Selection

At least four months prior to the annual business meeting, current Elders shall determine the number of positions, if any, to be filled that year on the Board of Elders. To fill those positions, the Nominating Committee will choose from candidates who have completed the process of nomination and acceptance described below.

1. With biblical qualifications in mind, identification of potential Elders will take place each year within two groups: (a) the Pastoral Staff and current Elders and (b) the Members.
 - a. The Pastoral Staff and current Elders will identify candidates with whom they have had contact in other ministries.
 - b. Members will be given 30 days to prayerfully submit to the Board of Elders the names of Members to consider for Elder Training. Those submitting a name should receive permission from the proposed candidate before his name is submitted to the Board of Elders. Any candidate may withdraw his name or participation at any time.
2. Upon completion of the identification process, the Board of Elders will approve which candidates will be asked to take the next step in the Elder Training process as laid out in the Church Elder Training manual.
3. Following completion of the Elder Training process, candidates for service as Elder will be interviewed by the Nominating Committee. The committee will ask questions regarding spiritual growth, personal experiences, family life, past experiences in ministry, agreement with BEFC Mission and Vision statements and present Church philosophy.
4. Upon completion of the interviews and unanimous recommendation from the Nominating Committee, a candidate's name will be presented to the Members, along with any present Elders being elected to a second term. Their names will be presented to the Church at least 30 days before the business meeting. If for any reason a Member feels that any of the candidates does not meet the biblical qualifications listed in 1 Timothy 3:1-7 or Titus 1:6-9, that Member should bring his concern to the Board of Elders. After consultation with the candidate in question, the Board of Elders will decide whether to retain the candidate for consideration.
5. The Nominating Committee will then present the candidate(s) to the Members for election during a business meeting. Elders will begin serving their respective terms upon election.
6. All Elders, including those newly elected, will later be presented to the congregation at a Sunday morning service for the purposes of affirmation and dedication.
7. In the event of an unanticipated vacancy or special need, the Board of Elders may refer to the previous candidates, or they may re-initiate all or part of the selection process, as they deem necessary, to fill the position.