

## Bylaws Amendments

### Introduction

A committee consisting of Jill Pegram, Judyth White, Cooper Harrell, Robb Wells, and Jack Swanson was elected by the church in February to study the Bylaws and recommend changes they deem appropriate. The committee is proposing the following 12 changes. They have been presented to the Diaconate and to the Membership at their April meetings. They will be presented to the Membership for approval at the Church Conference on May 15. The changes are shown in italics.

### **1. Annual Meetings**

Current Bylaws - Article IV, Paragraph A., Sub-Paragraph b. Annual Meeting states

“A called meeting to elect the Diaconate, Finance Committee, Moderator, Clerk, Treasurer, Assistant Treasurer, Committee on Committees, and Trustee for the Endowment Trust shall be held in accordance with the provisions set forth in these Bylaws.”

Problem - Not all of the committees listed are elected at the same time. The Committee on Committees is elected in September; the other committees and officers are elected in May. Do we then have two annual meetings? North Carolina Corporate law requires that the bylaws include a reference to an annual meeting to elect the directors of the corporation. According to Article II, Paragraph C., the Diaconate constitutes the Directors of the Corporation. Therefore, it is recommended that the paragraph be changed to mention only the Deacons as being elected at the Annual Meeting.

Amendment - Modify the wording of this sub-paragraph to be

“An *annual* called meeting to elect the Diaconate shall be held in accordance with the provisions set forth in these Bylaws.”

## 2. Special Motions Made at a Business Meeting

Current Bylaws - Article IV, Paragraph A., Sub-Paragraph h. states

“Any motion duly made and seconded by the Membership to sell or purchase real property, change the name or affiliation of the Church, or approve construction of any building, shall be automatically tabled and referred to the Diaconate for their review and recommendation at their next meeting. After such meeting, whether the Diaconate makes a recommendation or not, the Membership may consider and vote on the motion.”

Problem - This will apply to all motions of the types mentioned. Such motions will automatically be tabled and sent to the Diaconate even if the Diaconate has already discussed the matter and is bringing the motion to the Membership. The previous version of the Bylaws had a phrase in this paragraph that essentially stated that such a motion would be automatically referred to the Diaconate unless the Diaconate had already considered the matter. This change is to put this phrase back into the Bylaws.

Amendment - Modify the wording to state

“Any motion duly made and seconded by the Membership to sell or purchase real property, change the name or affiliation of the Church, or approve construction of any building shall be automatically tabled and referred to the Diaconate for their review and recommendation at their next meeting, *unless it has already been considered by the Diaconate.* After such meeting, whether the Diaconate makes a recommendation or not, the Membership may consider and vote on the motion.”

## 3. Church Staff - Employment and Termination

Current Bylaws - Article V, Paragraph B., Sub-Paragraph b. states

“Except for the Pastor, members of the Pastoral Staff and Ministerial Assistants shall be elected by the Membership at a regular or called business meeting, upon the recommendation of the Pastor and the Personnel Committee, and the approval of the Diaconate. The relationship of a member of the Pastoral Staff to the Church may be terminated by action of the Membership upon written notification.”

Problem - The second sentence could be interpreted to allow a member who serves on the staff to have their membership in the church terminated by action of the Membership. The inclusion of the word “employment” is being made to clarify that this sentence refers only to termination of employment status and not membership status.

Amendment - Modify the wording to state

“Except for the Pastor, members of the Pastoral Staff and Ministerial Assistants shall be elected by the Membership at a regular or called business meeting, upon the recommendation of the Pastor and the Personnel Committee, and the approval of the Diaconate. The *employment* relationship of a member of the Pastoral Staff to the Church may be terminated by action of the Membership upon written notification.”

#### 4. Standing Committees - Membership

Current Bylaws - **Article VI, Paragraph B.** states in the second sentence

“The pastor and the Chairperson of Deacons shall be an ex-officio member of all Church committees, but shall not have the right to vote.”

Problem - Some of the committee descriptions that follow in **Article VI, Paragraph I** specify who are the ex-officio members of that committee. The additional words added to this sentence allow for that to happen in the event that what is specified for that committee does not agree with this paragraph.

Amendment - Change this sentence to state

“*Unless otherwise specified in these Bylaws*, the pastor and the Chairperson of the Diaconate shall be ex-officio members of all Church committees, but shall not have the right to vote.”

#### 5. Standing Committees - Qualification for Service

Current Bylaws - **Article VI, Paragraph D.** states in the third sentence

“An individual may serve on a Standing Committee for no more than three consecutive years and may not serve on more than two Standing Committees at the same time.”

Problem - Members of the Endowment Trust Committee are elected to serve terms of five years.

Amendment - Modify this sentence to state

“*A member* may serve on a Standing Committee for no more than three consecutive years, *unless otherwise stated in these Bylaws*, and may not serve on more than two Standing Committees at the same time.”

#### 6. Standing Committees - Organization

Current Bylaws - **Article VI, Paragraph E.** states

“Standing Committees shall be organized with a chairperson, vice-chairperson, and secretary. Each such committee shall elect its own chairperson, vice-chairperson, and secretary.”

Problem - The current Bylaws do not specify who is responsible for convening the committee at the beginning of the committee’s year. Previous Bylaws included a sentence specifying that the previous chairperson had the responsibility of convening the new committee at the beginning of the new committee year for the purpose of getting the committee organized. It was also felt that not all committees need to have all three officers mentioned. This change specifies that the committee elects its new chairperson before the departing members rotate off the committee. This will provide for the continuity of leadership. If the committee decides that it needs any additional officers, they may be elected at the first meeting in the new committee year, if the committee desires, so that the newly elected committee members can participate in that election.

Amendment - Modify this paragraph to state

“*By the last scheduled meeting of each committee’s year, the committee shall elect a chairperson for the following year. Any other officers the committee deems appropriate may be elected at the first meeting of the committee in its new year.*”

## 7. Committee on Committees - Duties

Current Bylaws - Article VI, Paragraph I, Sub-Paragraph a., iv. states in part

“1. Solicit from the congregation suggestions for the nominations of Deacons, Church Officers, and Standing Committee members. The Committee shall receive a nomination for a new Trustee for the Endowment Trust of First Baptist Church of Greensboro from the Endowment Trust Committee (defined in Section I(d) below).”

Problem - Two of the standing committees, the Endowment Trust Committee and the Pastoral Discernment Council, do not have their members nominated by the Committee on Committees. The members of the Endowment Trust Committee nominate a person each year to come on the committee. Provision has already been made for this. In addition, the members of the Pastoral Discernment Council appoint the new members who come on that committee each year. This change adds a third sentence to cover this committee action. It also adds additional words at the end of the first sentence to explain why sentences two and three are needed.

Amendment - Add an additional sentence so that this section states

“1. Solicit from the congregation suggestions for the nominations of Deacons, Church Officers, and Standing Committee members *except for members of the Endowment Trust Committee and the Pastoral Discernment Council*. The Committee shall receive a nomination for a new Trustee for the Endowment Trust of First Baptist Church of Greensboro from the Endowment Trust Committee (defined in Section I(d) below). *The new members of the Pastoral Discernment Council are appointed by that Council (defined in Section I(g) below).*”

## 8. Finance Committee - Term of Office

Current Bylaws - Article VI, Paragraph I, Sub-Paragraph e. i states

“Composition. The Finance Committee shall consist of fifteen members: five members elected annually by the Membership in May for three-year terms from members who are not currently serving on the Diaconate. Ex-officio members include the Pastor, Church Administrator, Diaconate Chairperson, Treasurer, and Assistant Treasurer.”

Problem - Under the current Bylaws, the members of the Finance Committee begin serving their terms on October 1<sup>st</sup>. But this is right in the midst of the budget-preparation cycle. One third of the committee members who have started working on the budget leave the committee and are replaced by new members who may or may not be knowledgeable about the financial structure of the church. This has presented a significant difficulty to the committee. At the request of the current Finance Committee, it is proposed that the Finance Committee year be changed to begin June 1<sup>st</sup> so that there will not be a changeover of personnel on the committee in the middle of the budget preparation. This will be a change in procedure for the Finance Committee.

Amendment - Insert a sentence in **Sub-Paragraph e, sub-paragraph i** so that it will state

“Composition. The Finance Committee shall consist of fifteen members: five members elected annually by the Membership in May for three-year terms from members who are not currently serving on the Diaconate. *The newly elected members will begin to serve their term effective June 1.* Ex-officio members include the Pastor, Church Administrator, Diaconate Chairperson, Treasurer, and Assistant Treasurer.”

## 9. Finance Committee - Duties

Current Bylaws - **Article VI, Paragraph I, sub-paragraph e, ii, 2** states

“Prepare an annual budget that is vision-driven and that shows how we as a congregation are living out in practical ways our vision in accordance with subparagraph e., herein;”

Problem - The reference to “subparagraph e., herein” is not clear. The wording of this subparagraph has been changed to clarify this.

Amendment - Modify this section to state

“Prepare an annual budget that is vision-driven and that shows how we as a congregation are living out in practical ways our *Christian* vision;”

## 10. Pastoral Discernment Council - Date Inconsistency

Current Bylaws - **Article VI, Paragraph I, Sub-Paragraph a., iv., 3** states

“In September, the Committee on Committees shall present nominations for the election of all other Standing Committees and announce the newly appointed members of the Pastoral Discernment Council.”

But **Paragraph I, Sub-Paragraph g., i.** states that the Pastoral Discernment Council

“shall notify the Committee on Committees of the newly appointed members before October 1<sup>st</sup> of each year.”

Problem - The Committee on Committees is directed to announce the names of the new members of the Pastoral Discernment Council to the membership during September. Typically, this would be at the monthly Church Conference, which occurs near the middle of the month. But the Council is not required to notify the Committee on Committees who those new members are until the end of September. The suggested solution is to move the date by which the Council is to notify the Committee on Committees forward to September 1<sup>st</sup> to be sure that the committee has the information in time to make its report to the membership. This will be a change in procedure for the Pastoral Discernment Council.

Amendment - Modify **Paragraph I, Sub-Paragraph g., i.** to state

“The Council shall notify the Committee on Committees of the newly appointed members before *September* 1<sup>st</sup> of each year.”

## 11. Personnel Committee - Election

Current Bylaws - Article VI, Paragraph I, sub-paragraph h. states in item i.

“i. Composition. The Personnel Committee shall consist of six members: two elected each year to serve for three years. The Diaconate Chairperson shall be an ex-officio member.”

Problem - Some committees have new members elected in May; other committees have new members elected in September. The Personnel Committee is the only standing committee whose members are elected by the membership that does not have the month of election specified in the Bylaws. The proposed change is to specify that the election is to be in September, which conforms to current practice.

Amendment - Add a phrase in this section so that it will state

“i. Composition. The Personnel Committee shall consist of six members: two members elected *annually in September* to serve for three years. The Diaconate Chairperson shall be an ex-officio member.”

## 12. Ministerial Ordination

Current Bylaws - Article VII, Paragraph A Ministerial Ordination states

“When the Membership wishes to ordain a member to the full Gospel Ministry, it shall, upon recommendation of the Pastor and the Diaconate who have satisfied themselves as to the candidate’s fitness, call an examining council according to accepted Baptist procedure to examine the candidate’s Christian experience, call to the Ministry and views of Biblical doctrine. Upon recommendation of the candidate’s ordination and approval by three-fourths of the members present and voting at any regular Church meeting the candidate shall be properly set apart and ordained, with prayer and the laying on of hands.”

Problem - This paragraph is difficult to understand, so much so that there is a difference of opinion regarding whether the Membership is to vote on establishing the examining council. This is partially due to the length of the first sentence plus the fact that the events that are part of this process are not totally listed in the sequential order in which they physically occur. In the course of discussing this, the Bylaws Committee agreed that Membership should vote only one time in this process. That vote would come after the examining council submits its recommendation for ordination. While most of the wording of this paragraph in the present Bylaws is contained in the proposed wording, the words have been rearranged to (a) present the events in their sequential order, (b) reduce the length of the first sentence, and (c) not require that the Membership vote to convene an ordination council but do require that the Pastor and the Diaconate notify the Membership when they are going to convene such a council. This last item represents a change in procedure from the current Bylaws.

Amendment - Modify **Article VII, Paragraph A** to state

*“When the Pastor and the Diaconate have satisfied themselves as to a candidate’s fitness to be considered for ordination to the Gospel ministry, they shall notify the Membership that an ordination examining council will be appointed. The council shall be convened according to accepted Baptist procedure to examine the candidate’s Christian experience, call to the Ministry, and views of Biblical doctrine. Upon recommendation by the examining council that the candidate qualifies for ordination and upon approval by three-fourths of the members present and voting at any regular Church meeting, the candidate shall be properly set apart and ordained with prayer and the laying on of hands.”*