

# **BAYOU CITY FELLOWSHIP BYLAWS**

Originally adopted by Resolution of the Elders  
January 1, 2015 and amended by Resolution of Elders March 6, 2023

## **1. NAME & AFFILIATION**

1.1. Name. The legal name of the Church shall be Bayou City Fellowship (hereafter the "Church").

1.2. Affiliation. The Church shall exist in affiliation with the Southern Baptist Convention, as well as working in partnership with other denominations and supportive church networks of similar purpose and theology to further the gospel of Christ.

## **2. PURPOSES**

The purposes for which the Church is organized are: (1) to engage in such religious, educational, charitable, and benevolent activities as are permitted to be carried on by a Church exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); (2) to accept donations and contributions, either in trust or otherwise, for all the foregoing purposes; and (3) to do any and all other things necessary or incident to the above and foregoing purposes and powers and including all of the rights, powers and authority incident to general not for profit corporations organized under the laws of the State of Texas.

## **3. MEMBERS AND REGULAR PARTICIPANTS**

3.1. Members. The Church will not have voting members.

3.2. Non-Voting Members. The Church will have non-voting members who will be under the care and authority of the Elder Board. Members will be added to the rolls of Membership, in the sole discretion of the Elder Board, upon the following conditions:

- (a) Public statement of faith in Jesus Christ as the incarnate son of God;
- (b) Believer's Baptism;
- (c) Written agreement to the Doctrinal Statement then in effect for the Church (current version set forth in Attachment A); and
- (d) Not involved in an unrepentant sin that would disgrace the name of Jesus

Christ or discredit the testimony of the Church.

3.3. Removal from Membership and Member Discipline. A Member should be removed from the rolls of Membership when the Church becomes aware that the Member is no longer a participant in the life of the Church. A Member of the Church may be removed for valid cause by the Elder Board in accordance with the scriptures, including but not limited to, the principles continued in Matthew 18 and 1 Corinthians 5. Removal from membership shall require a three-quarters (3/4) vote of the Elders who are present at the Elder meeting during which such removal is being considered. Members of the Church are not guaranteed confidentiality regarding issues of church discipline and understand that in submitting themselves to the authority of the church, issues of a sensitive or personal nature may become known to others. This includes, but is not limited to, notification of the authorities if a crime has been committed or if a real threat of someone being endangered exists (Romans 13:1-7), as well as other violations of scripture that may not result in physical danger. However, the Elders will handle these issues with a shepherd's heart with the goal being repentance and reconciliation, not retribution or punishment.

3.4. Suspension of Participation in Church Activities. Separate and apart from the process of church discipline, but subject to the discretion and approval of the Elder Board, a Member, non-member regular participant in church activities, or other individual, may be notified that he or she is not to be present upon church premises for such a period of time as is deemed necessary by the Elder Board. Such required absence may, but need not, be concurrent with church discipline of that person.

#### 4. **ELDER BOARD**

4.1. Definition. The Elder Board shall be the Board of Directors of the Church for purposes of the Texas Non-Profit Corporation Act.

4.2. Qualifications. All Elders of the Church must be fully committed and fully involved participants in the life of the church. Eldership is limited to those equipped by God to function in that role, as compared against the following Biblical standards: Male (1 Timothy 2:11-15; 1 Corinthians 11:3- 16), Biblically and Theologically Competent and Correct (Titus 1:9-11), Respected by God's People (1 Timothy 3:4-7), Responsible in Habit and Lifestyle (Titus 1:5-9), Gifted with Elder-like Gifts, Servant and Shepherding-Oriented (Hebrews 13:17; James 5:14; 1 Peter 5:1-4), Emotionally and Spiritually Mature, (Titus 1:5-8; 1 Timothy 3:1-3), and Relationally Pure (1 Timothy 3:4-7). While we respect the value of allowing for theological diversity within the church, we recognize the importance of maintaining the theological unity and integrity of the Church's

leadership. To that extent, all Elders must demonstrate intellectual agreement with the Church's Doctrinal Statement (see Attachment A), and any clarifying Statements of Beliefs and Distinctives, as determined by the Elder Board.

4.3. Composition of the Elder Board. The Elder Board shall be comprised of not less than five (5) Elders, but at no time shall the number of Elders who are employed by the Church on a full-time, part-time or contract basis (“Vocational Elders”) exceed the number of Elders not employed by the Church on a full-time, part-time or contract basis (“Lay Elders”).

4.4. Powers of Elders. The overall policy, control, direction and management of the affairs and finances of the Church shall be vested in the Elder Board. In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Elder Board may exercise all powers of the Church vested in it under the Texas Non-Profit Corporation Act and may do all such lawful acts and things as are not prohibited by statute, by the Articles of Incorporation or by these Bylaws.

4.5. Duties of Elders. The Elder Board has, among others, the following duties: (a) to manage, govern and direct the affairs of the Church subject to the Articles of Incorporation and these Bylaws; (b) to make such rules and regulations as shall be necessary for the protection of the property of the Church and for the preservation of good order in the conduct of its affairs; (c) to keep an official record of corporate proceedings which shall be open to inspection by all Elders; (d) to make or approve such appointments as are provided in the Articles of Incorporation and these Bylaws; and (d) to determine the doctrine of the Church, including the Doctrinal Statement and any clarifying Statements of Beliefs and Distinctives. The management and government of the church shall be vested in the Elder Board, under the Lordship of Christ and the guidance of the Holy Spirit. It shall be the duty of the Elders to exercise oversight over the church, shepherding the flock without lording it over them (1 Peter 5:2), to guard the purity of doctrine, and to establish policy consistent with the Articles and Bylaws. The Elders shall act for the church in the reception, discipline, and dismissal of Members and regular participants. They shall minister in the teaching of the Word, counseling the needy, protecting the flock, comforting the afflicted, visiting the sick, and disciplining believers. The Elders shall be organized and function together as more fully described in the then current Bayou City Fellowship Operational Guidelines (the “Operational Guidelines”), which may be amended from time to time. (The version of the Operational Guidelines in effect at the time of the adoption of these Bylaws is set forth in Attachment B.)

4.6. Nominations. The Elder Board shall nominate the number of candidates for the

position of Elder as the Elder Board deems necessary from time to time subject to the requirements for the composition of the Elder Board set forth in Section 4.3 herein. In making such nominations, the Elder Board shall consider each nominee's personal ministry experience, giftings, and abilities and shall nominate only those who in the reasonable judgment of the Elder Board meet all the qualifications set forth in Section 4.2. The Operational Guidelines shall contain a process by which Members of the Church may submit suggestions for nominations to the Elder Board as well as any comments about any nominated candidates in a form and manner as approved by the Elder Board.

4.7. Election of Lay Elders. Nominated candidates for Lay Elder shall be elected to the Elder Board upon the affirmative vote of not less than three-quarters (3/4) of the duly elected and then-serving Elders.

4.8. Lay Elder Terms. Each Lay Elder shall serve on the Elder Board for a period commencing on the day of his election and expiring on the date that is thirty-six (36) months following such election (each, an "Elder Term").

4.8.1. Lay Elder Term Limits. In accordance with Section 4.7, a Lay Elder may be re-elected to one (1) additional consecutive thirty-six (36) month Elder Term but in no event shall a Lay Elder serve more than two (2) consecutive thirty-six (36) month Elder Terms. Following the soonest to occur of: (i) the removal of a Lay Elder from the Elder Board in accordance with these Bylaws; (ii) the resignation of a Lay Elder during any Elder Term; or (iii) the completion of a Lay Elder's second consecutive three-year Elder Term, such Lay Elder shall not be eligible for re-election to the Elder Board for a period of no less than twelve (12) months.

4.9. Vocational Elders. The Church may employ Vocational Elders and other personnel as the Elder Board determines necessary for the proper function of the Church. Elder decisions regarding Vocational Elder positions, including decisions of employment or termination, shall be made by an affirmative vote of three-quarters (3/4) vote of the duly elected and then-serving Lay Elders. Vocational Elder positions may include, but are not limited to, the following:

4.9.1. Senior Pastor. The Senior Pastor shall perform such duties as are incumbent on such a position, including making certain that all orders and resolutions of the Elder Board are carried into effect and shall report to the Elder Board. The Senior Pastor shall have the power to employ such Non-Elder Staff (defined below) and shall have the necessary authority and responsibility to

operate the Church in its activities and departments in accordance with the Operational Guidelines as they may be promulgated by the Elder Board from time to time. The Senior Pastor shall, on behalf of the Elder Board, oversee the various biblical ministries of the Church and its staff, including the other Vocational Elders and Non-Elder Staff, and all other staff hired in accordance with these Bylaws and the Operational Guidelines.

4.9.2. Campus Pastors. Each Campus Pastor shall perform in accordance with the Operational Guidelines such duties as are incumbent on such a position and shall report to the Senior Pastor.

4.9.3 Other Pastors. The Elder Board shall determine what other pastoral roles, if any, shall be Vocational Elder roles.

4.10. Non-Elder Staff. Non-Elder Staff shall mean all paid or unpaid, full or part-time staff members of the Church, excluding Vocational Elders. All Non-Elder Staff shall be subject to the authority of the Elder Board but shall be supervised directly by one or more applicable Vocational Elders, including the Senior Pastor. Non-Elder Staff who are involved in a biblical ministry of the Church shall demonstrate intellectual agreement with the Doctrinal Statement and agree not to teach contrary to it or any clarifying Statements of Beliefs and Distinctives. Employment decisions regarding the Non-Elder Staff, and other Non-Elder Staff as the Elder Board shall determine from time to time, whether paid or unpaid, shall be made in accordance with the Operational Guidelines.

4.11. Removal of Elders. Any Elder may be removed from office by the Elder Board with or without cause. A written notice of the proposed removal of an Elder shall be given to such Elder by the Secretary at least ten (10) days prior to the meeting at which a vote regarding his removal will be taken. Such removal shall take place only upon and after the affirmative vote of three-quarters (3/4) of the duly elected and then-serving Elders. The Elder whose removal is sought shall not be entitled to vote upon such action. Notwithstanding anything in this section to the contrary, a Vocational Elder, including the Senior Pastor, shall be removed from the Elder Board only upon and after the affirmative vote of three-quarters (3/4) vote of the duly elected and then-serving Lay Elders. If a Vocational Elder is removed from the Elder Board, he shall also immediately be removed from his position of employment with the Church. If he shall resign his position of employment at the Church voluntarily, he may, in the sole discretion of the Elder Board, remain on the Elder Board as a Lay Elder subject to and in accordance with all the restrictions and authority of a Lay Elder under these Bylaws.

4.12. Meetings. The Elders shall hold meetings ad hoc. Any meeting of the Elders may

be held at the call of any Elder, subject to giving adequate notice to all Elders pursuant to Section 4.12.1. Meetings may be held at such place and/or through remote telephone or online access as may be designated from time to time by resolution of the Elder Board or by written consent of the Elders, provided that for remote telephone or online access, the communication must allow for the members not physically present to actively participate in the conversation of the meeting. An Elder who is unable to attend a meeting of the Elder Board may vote by written proxy given to any other voting member of the Elder Board who attends the meeting in question. Notwithstanding the foregoing, a vote by proxy will not be counted toward the number of members needed to be present to constitute a quorum pursuant to Section 4.12.3.

4.12.1. Notice. Unless notice is waived in writing by each Elder, meetings of the Elder Board shall be held upon not less than three (3) days' notice to be given in person, by mail, by telephone or other electronic communication. Attendance of an Elder at any meeting shall constitute a waiver of notice of such meeting except where such Elder attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, or the purposes of, any meeting of the Elder Board shall be specified in the notice or waiver of notice at such meeting.

4.12.2. Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the meeting with respect to which such notice would otherwise be required, and filed with the Chairman or the Secretary, shall be deemed equivalent to giving such notice.

4.12.3. Quorum. A quorum at all meetings of the Elder Board shall consist of three-quarters (3/4) of the duly elected and then-serving Elders who are eligible to vote on the matter. Except as expressly provided herein, including, but not limited to, Sections 3.3, 4.7, 4.11, and Article 17, any action approved by a majority of the Elders present at a meeting at which a quorum is present shall be the act of the Elder Board.

4.13. Action without Meeting. Any action required to be taken at a meeting of the Elder Board or an action that may be taken at a meeting of the Elder Board or a committee may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of Elders or committee members necessary to take that action in accordance with these Bylaws at a meeting at which all of the Elder Board or committee members are present and voting. The consent must state the date of each Elder's or committee

member's signature.

## **5. COMMITTEES OF THE ELDER BOARD**

5.1. Committees. The Elder Board may appoint, from among its own members and from among the non-voting members of the Church, such committees as the Elder Board may determine are necessary, which shall in each case consist of not less than two (2) people, at least one of whom shall be an Elder, and which shall have such powers and duties as shall from time to time be prescribed by the Elder Board.

5.2. Rules of Procedure. A majority of the members of any committee may fix its rules of procedure. All action by any committee shall be reported to the Elder Board at a meeting succeeding such action and shall be subject to revision, provided that no rights or acts of third parties shall be affected by any such revision or alteration.

## **6. OFFICERS**

6.1. Officers. The officers of the Church shall be members of the Elder Board and shall consist of a Chairman, a Vice Chairman, a Secretary, a Treasurer, and such other officers as the Elder Board may deem necessary.

6.2. Election of Officers. The officers of the Church shall be elected annually on or before April 1, and may, upon re-election, serve successive terms of one (1) year, or until their successors are duly elected and qualified.

6.3. Removal of Officers. Any officer may be removed from office by the Elder Board with or without cause. A written notice of a proposed removal of any officer shall be given to such officer by the Secretary (or in the case of removal of the Secretary, the Chairman) at least ten (10) days prior to the meeting at which a vote regarding such removal will be taken. The officer shall have the opportunity to answer the charges in the presence of his or her accusers, but shall not be present during the discussion or vote on the proposed removal.

6.4. Vacancies. Vacancies in the offices of the Church by reason of death, resignation or otherwise, shall be filled by election of the Elder Board as soon as is reasonably practical. Until such time, an Elder may be appointed to serve in an interim capacity.

6.5. Chairman. The Chairman shall perform such duties as are incumbent upon such officer, including making certain that all orders and resolutions of the Elder Board are carried into effect. The Chairman shall have oversight of the Elder meetings as defined in Section 4.12. The Chairman's duties shall include, without limitation: establishing

meetings, setting the agenda and presiding over the meetings.

6.6. Vice-Chairman. The Vice-Chairman shall, in the absence of the Chairman, or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Chairman and shall perform such other duties as the Elder Board shall from time to time prescribe.

6.7. Secretary. The Secretary shall record or cause to be recorded in a minute book of the Church, whether maintained electronically or otherwise, minutes of all meetings of the Elder Board and all votes taken at such meetings. He shall have charge of the official records and seal of the Church, and he shall perform such other duties as are incident to the office of Secretary and as may be assigned by the Elder Board or the Chairman, under whose supervision he shall be.

6.8. Treasurer. The Treasurer shall be the general custodian of all funds and other valuable effects belonging to the Church and shall deposit the same or cause the same to be deposited in the name and to the credit of the Church with such depository or depositories as the Elder Board may from time to time designate. He shall have the responsibility for the safekeeping of the funds and securities of the Church and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books of accounts and other accounting records of the Church. He shall disburse or permit to be disbursed the funds of the Church in such a manner as may be ordered or authorized generally by the Elder Board and shall render to the officers of the Church and the Elder Board whenever they may require it, an account of all his transactions as Treasurer and of the financial status and affairs of the Church. He shall have the general duties, powers and responsibilities of a treasurer of a Church and shall perform such other duties and have such other responsibilities and authority as may be assigned to him from time to time by the Elder Board.

## **7. DEACONS**

7.1. Qualifications. Deacons may be men or women, to meet the qualifications as specified in 1 Timothy 3:8-13.

7.2. Number of Deacons. The Elder Board shall appoint the number of Deacons required to meet permanent and short-term needs of the Church as determined by the Elder Board in its sole discretion.

7.3. Duties and Responsibilities of Deacons. The responsibility of the Deacons is not explicit within the biblical text. The overall responsibility of the diaconate is to assist the



Elders in their service and equipping functions, particularly mercy ministries and those that involve physical and material help.

7.4. Appointment of Deacons. The Elder Board shall have the exclusive authority to appoint Deacons and confirmation of Deacons will be at the sole discretion of the Elder Board. Each Deacon shall hold office for a term of three (3) years (each, a “Deacon Term”) and must be reappointed by the Elder Board for each subsequent Deacon Term. The Elder Board may, but is not required to, appoint successor or replacement Deacons if at any time a Deacon ceases to serve.

7.5. Removal of Deacons. Any Deacon may be removed from office by the Elder Board for valid cause. A written notice of the proposed removal of a Deacon shall be given to such Deacon at least ten (10) days prior to the Elder Board meeting at which a vote regarding such removal will be taken. The Deacon shall have the opportunity to answer the charges in the presence of his or her accusers, but shall not be present during the discussion of such removal.

## **8. PERSONNEL AND OFFICES**

8.1. Employment of Personnel. Subject only to the policies adopted and the orders issued by the Elder Board, all personnel employed by the Church shall report to and be subject to the supervision of the Senior Pastor, or such individuals and supervisors as the Senior Pastor deems appropriate to the proper and effective organization of the Church, such supervisors ultimately being under the care and authority of the Senior Pastor.

8.2. Offices. The offices of the Church shall be located at such place or places as the Elder Board may from time to time determine.

## **9. VALID CAUSE FOR REMOVAL**

Any Elder, Officer, Member or Deacon of the Church may be removed or terminated using the procedures stated above. Where applicable, determinations of what constitutes valid cause shall be left to the full discretion of the Elder Board. The following are examples of valid cause: teaching or propagating theological beliefs that are contradictory to the doctrine and practices of the Church as established by the Elders; engaging in persistent conduct or a lifestyle that is inconsistent with Biblical morality as determined by the Elders (e.g., sexual acts that are outside of the confines of the marriage relationship between one man and one woman, substance abuse, gossiping, slandering, etc.) without any repentance when confronted with God’s word; failure to submit to the authority of the Elder Board or other authorities within the Church; failure to perform the required tasks of the office or position; etc. This list is not to be considered exhaustive, and may be

added to at the discretion of the Elder Board. Failure to terminate or remove an individual in one instance shall not constitute a waiver of the ability to terminate or remove them in the future.

**10. BASIS FOR THEOLOGICAL BELIEFS**

The Elder Board will look to the Holy Scriptures (both the Old and New Testament) as the recorded word of God and the only authoritative text upon which to base the Church's theological beliefs.

**11. INDEMNIFICATION OF ELDERS, OFFICERS AND DEACONS**

**EACH ELDER, OFFICER, DEACON OR FORMER ELDER, OFFICER OR DEACON OF THE CHURCH AND HIS OR HER LEGAL REPRESENTATIVE (COLLECTIVELY THE “INDEMNIFIED PARTIES”) SHALL BE INDEMNIFIED BY THE CHURCH AGAINST LIABILITIES, EXPENSES, COUNSEL FEES AND COSTS REASONABLY INCURRED BY THE INDEMNIFIED PARTIES OR THEIR ESTATES IN CONNECTION WITH, OR ARISING OUT OF, ANY ACTION, SUIT, PROCEEDING OR CLAIM IN WHICH AN INDEMNIFIED PARTY IS MADE A PART BY REASON OF SUCH PARTY BEING, OR HAVING BEEN, AN ELDER, OFFICER OR DEACON OF THE CHURCH; PROVIDED THAT IN NO CASE SHALL THE CHURCH INDEMNIFY SUCH INDEMNIFIED PARTY TO THE EXTENT SUCH INDEMNIFIED PARTY IS FINALLY ADJUDGED IN ANY SUCH ACTION, SUIT OR PROCEEDING TO HAVE ENGAGED IN FRAUD, WILLFUL MISCONDUCT, CRIMINAL ACTIVITY OR GROSS NEGLIGENCE (“MISCONDUCT”) IN THE PERFORMANCE OF SUCH INDEMNIFIED PARTIES’ DUTIES AS AN ELDER, OFFICER OR DEACON. THE INDEMNIFICATION HEREIN PROVIDED FOR, HOWEVER, SHALL APPLY ALSO IN RESPECT OF ANY AMOUNT PAID IN COMPROMISE OF ANY ACTION, SUIT, PROCEEDING OR CLAIM ASSERTED AGAINST AN INDEMNIFIED PARTY (INCLUDING THE EXPENSES, COUNSEL FEES AND COSTS REASONABLY INCURRED IN CONNECTION THEREWITH), PROVIDED THE ELDER BOARD SHALL HAVE FIRST APPROVED SUCH PROPOSED COMPROMISE SETTLEMENT; BUT, IN TAKING SUCH ACTION, ANY ELDER FOUND BY THE ELDER BOARD TO HAVE ENGAGED IN MISCONDUCT WITH RESPECT TO THE ACTION, SUIT OR PROCEEDING BEING SETTLED SHALL NOT BE QUALIFIED TO VOTE THEREON. IN DETERMINING WHETHER OR NOT AN INDEMNIFIED PARTY ENGAGED IN MISCONDUCT IN RELATION TO ANY SUCH MATTERS, THE ELDER BOARD MAY RELY CONCLUSIVELY UPON AN OPINION OF INDEPENDENT LEGAL COUNSEL SELECTED BY THE ELDER BOARD. THE RIGHT TO**

**INDEMNIFICATION HEREIN PROVIDED SHALL NOT BE EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH SUCH INDEMNIFIED PARTY MAY BE LAWFULLY ENTITLED.**

**12. COMPLIANCE**

No part of the net earnings of the Church shall inure to the benefit of, or be distributable to its Members, Elders, Officers, Deacons or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Church shall not carry on any other activities not permitted to be carried on (a) by a Church exempt from Federal Income Tax under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, or (b) by a Church, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code.

**13. FISCAL YEAR**

The fiscal year of the Church shall be a year beginning on January 1 and ending on December 31 of the following year.

**14. CONTRACTS, LOANS, CHECKS AND BANK ACCOUNTS**

14.1. Contracts. Only to the extent the Elder Board may specifically or generally authorize, any Non-Elder Staff may, on behalf of the Church, prepare and execute proposals for contracts, grants, government or privately funded programs and similar undertakings with any person, firm or other entity and to execute such bonds and undertakings required for the faithful performance of such contracts, and deliver vouchers and receipts in connection therewith.

14.2. Loans. Only to the extent the Elder Board may specifically authorize, any two (2) designated Elders or Non-Elder Staff, acting together, may effect loans and advances for the Church from any bank, trust company or other institution or from any person, firm or other entity, and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness of the Church. No such person shall, however, for the purpose of giving security for any such loan or advance, mortgage,

pledge, hypothecate or transfer any property whatsoever owned or held by the Church except when specifically authorized by the Elder Board.

14.3. Checks, Drafts, Etc. All checks, drafts, orders for payment of money, obligations, bills or exchange and insurance certificates shall be signed or endorsed by such staff or agents of the Church and as in such manner shall be determined by the Elder Board from time to time.

14.4. Deposits and Accounts. All funds of the Church, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Elder Board may select, or as may be selected by any person to whom such power may from time to time be delegated by the Elder Board. For the purpose of deposit and for the purpose of collection from the account of the Church, checks, drafts and other orders for the payment of money which are payable to the order of the Church may be endorsed, assigned and delivered to the depository by any agent of the Church.

## **15. DISSOLUTION**

15.1. Procedure. The Church shall be dissolved by a unanimous vote of the duly elected and then-serving Elder Board.

15.2. Dissolution. Upon the dissolution of the corporation, the assets shall pass as set out in the Articles of Incorporation of the Church.

## **16. MISCELLANEOUS**

16.1. Organizations Within the Church. No organization shall be formed within or considered to be a part of the Church activities before the sponsors have submitted their plans to the Elder Board for their approval and sanction. The various organizations and ministries within the Church are to remain in close contact with the Elder Board, or a chosen representative. All matters of importance which affect the Church in general shall be submitted to the Elder Board for approval in advance. No organization shall be permitted to function under the name of the Church whose chairman or supervisor is not an active participant of the Church.

16.2. Fundraising. Methods of fundraising by any and all organizations operating as part of the Church shall be subject to the approval of the Elder Board in advance.

16.3. Property. In case of a division of the church (from which we pray God by His

mercy to preserve us), the property of the church shall belong to those who abide by its Bylaws. If the opposing groups or divisions cannot bring resolution to the divisive issue(s), Peacemaker Ministries, or its successor organization, will act as arbitrator to make final determination which group retains the rights to the property of the church and such decision of the arbitrator shall be final and binding on all parties to the dispute.

**17. AMENDMENTS**

The Elder Board shall make any amendments to the Bylaws. Amendments may be made at any meeting of the Elder Board provided that each amendment shall have been presented at a previous regular or scheduled meeting, and copies of the proposed amendment shall be furnished to each person present. The proposed amendment to be adopted must pass by an affirmative vote of at least three-quarters (3/4) of the duly elected and then-serving Elders.

**18. CONSTRUCTION**

Unless the context otherwise requires, all words used in the singular include the plural, all words used in the plural include the singular and words used in any gender include all genders.

## BCF Operational Document

### 1. Purpose

The purpose of this document is to establish the structure of the Elder Board, including roles and responsibilities, and the decision-making authority for the Church and other operational matters. This document may be amended by a simple majority vote of the Full Elder Board. In the event of conflict between this document and Bayou City Fellowship Bylaws, the Bayou City Fellowship Bylaws shall prevail.

Originally adopted by Resolution of the Elder Board March 6, 2023.

### 2.0 Elder Team Structure and Operational Leadership Team

The overall policy, control, direction and management of the affairs and finances of the Church are vested in the Elder Board. The Full Elder Board will retain certain decision-making authority while delegating the remaining decision-making authority to separate teams: the Central Elder Team, the various Campus Elder Teams and the Operational Leadership Team. The relevant provisions of the Bayou City Fellowship Bylaws addressing Elder meetings shall apply to the Full Elder Board, the Central Elder Team and each of the Campus Elder teams.

#### **Full Elder Board:**

The Full Elder Board will consist of all Elders, both Vocational Elders and Lay Elders.

#### **Central Elder Team:**

The Central Elder Team will consist of the Senior Pastor, approved global Vocational Elders (those who work across campuses) and one (1) Lay Elder from each of the campuses. The Chairman of the Elders shall be the Lay Elder representative on the Central Elder Team from his own campus and shall be Chairman of the Central Elder Team. The global Vocational Elders on the team will be approved by the Full Elder board based on the need in specific areas of ministry. The total number of Vocational Elders shall not exceed the total number of Lay Elders. The Lay Elder from each campus for the Central Elder Team will be chosen by a majority decision of the Campus Elders (except for the Chairman of the Elders who will automatically represent his campus).

#### **Campus Elder Team:**

The Campus Elder Team will consist of the Campus Pastor and the other Elders who are designated to such campus. The total number of Vocational Elders shall not exceed the total number of Lay Elders.

**Operational Leadership Team:** The Operational Leadership Team will consist of the Senior Pastor, the Campus Pastors, ministry leaders who report to the Senior Pastor and other ministry leaders as necessary, determined by the Senior Pastor.

### 3.0 Roles of the Teams

The primary role of the **Full Elder Board** is to make decisions on major matters affecting the Church as specifically detailed in the Decision-Making Matrix (as defined in Section 6). Below is a sample list of such decisions:

- New Elders
- Major Doctrinal Positions
- Changes to By-Laws
- Hiring of Campus Pastor, Sr. Pastor, Global Pastors (excluding Vocational Elders from votes on these decisions)
- Major Church-Wide Initiatives, i.e. Deacons
- Budget
- Acquisitions

The primary role of the **Central Elder Team** is to guide and oversee the overall direction of the church. Specific tasks include (see Decision-Making Matrix for details on approvals and responsibilities):

- Prioritize prayer
- Generate and articulate the vision the Church
- Provide strategic direction, messaging and church-wide goals for ministries
- Propose budgets
- Decide on property Acquisition and Divestiture
- Ensure governance in accordance with the Bylaws
- Approve hiring of Global Staff (including any indirect reports) and Campus Pastors (Vocational Elders should be excluded from these decisions with the exception of Sr. Pastor)
- Oversee church planting initiatives
- Provide supervisory oversight of the Senior Pastor (Vocational Elders should not participate in this oversight)

FINAL

The primary role of the **Campus Elder Team** is to guide the shepherding and administrative functions at the campus level. Specific tasks include (see Decision-Making Matrix for details on approvals and responsibilities):

- Shepherding & Teaching
- Prioritize prayer
- Exercise teaching gifts
- Implement Missions & Discipleship (*global*) initiatives
- Connect with Members
- Support campus pastor in shepherding/discipline issues in the congregation
- Be present at corporate gatherings
- Administration
- Select and Recommend Elders
- Oversee campus property priorities
- Approve campus ministry staff

The major role of the **Operational Leadership Team** is to manage the staff and resources in the operation of the ministries within the church. Specific tasks include (see Decision-Making Matrix for details on approvals and responsibilities):

- Prioritize prayer
- Provide input to the creation & implementation of policies and procedures
- Highlight barriers to ministry and help create solutions
- Be the voice of staff at the leadership level
- Consider the staff-wide / church-wide implications of operational decisions
- Reinforce the “one-church” through collaboration across campuses and ministries
- Ensure that BCF resources are stewarded well

#### **4.0 Role & Responsibilities of the Senior Pastor and other Church Staff**

BCF is an elder-led church. Therefore, the primary role of the Senior Pastor is to represent the Elder Board in the spiritual and organizational leadership of church staff and the congregation. The elder and operational team structures and the decision-making processes are intended to enable the Senior Pastor to represent the Elder Board in leading the church staff and the congregation.

The Senior Pastor leads as he partners with the Elder Board and staff to carry out the Church’s overall vision of being Jesus-focused communities in different locations in Houston and surrounding areas. This will be accomplished through consistent proclamation/teaching & application of God’s Word, shepherding and managing of the staff and providing direction for ministries.



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As the representative of the Elder Board, the Senior Pastor will lead the staff, and all staff will directly or indirectly report to him. The Senior Pastor will be accountable to the Chairman of the Elders as the representative of the Elder Board. The Campus Pastors, the Global Ministry Leaders and Global Operational Leaders will report directly to the Senior Pastor. The Campus Staff will report directly or indirectly to the Campus Pastors.

## **5.0 Employment Process for Church Staff (other than Vocational Elders)**

Employment decisions regarding the following church-wide staff positions (other than Vocational Elders), whether paid or unpaid, shall be made by a three-quarters vote of the Central Elder Team:

- Church-wide Ministry Leaders
- Teaching Pastors
- Business Administrators.

Employment decisions for any campus Ministry staff positions (other than Vocational Elders), whether paid or unpaid, shall be made by a three-quarters vote of the relevant Campus Elder Team.

Employment decisions for any church positions other than those listed above shall be made in accordance with the HR policy and Decision-Making Matrix so long as such position is in accordance with the annual budget approved by the Full Elder Board.

## **6.0 Decision–Making Matrix**

Being an elder-led church, there is plurality in decision-making. Decisions are not made unilaterally. This principle is illustrated in the following Decision-Making Matrix (accessed through the Google link) in which the level of participation and responsibilities of different groups of people are identified as we consider some of the important decisions that require process clarity.

[https://docs.google.com/spreadsheets/d/1WV4nHvYnln24LNuFv8xv0LCh\\_CFEll\\_7gxnWtwjacBg/edit#gid=0](https://docs.google.com/spreadsheets/d/1WV4nHvYnln24LNuFv8xv0LCh_CFEll_7gxnWtwjacBg/edit#gid=0)

## **7.0 Involvement of the Congregation**

Though the congregation of the Church may not have a vote on matters, they do have a voice. The Elders will seek as much input as possible from the members of the Church in order to make wise decisions that are affirmed by the congregation. Below are specific ways in which the Elders will seek input:

- At the beginning of a cycle for Elder candidates, the congregation of each campus will be asked to submit nominations for consideration by the Elders. The Elders at each campus will consider such nominations in addition to those nominated by the Elders. Once a

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candidate has been recommended by a Campus Elder Team, a notice of such nomination will be sent to the members of the Church with a two-week period for anyone to communicate reasons that would disqualify the candidate. After the two-week period, and time for the Full Elder Board to meet the candidates, the Full Elder Board will meet and make a decision on the candidate.

- Each Campus Elder team will organize at least three (3) meetings per year to give general information to the campus congregations on church-wide issues, including a financial update, and allow for the congregation to make comments and ask questions.