

BYLAWS
FIRST BAPTIST CHURCH OF FORT LAUDERDALE, INC.
A Not-for-Profit Corporation

ARTICLE 1 | NAME

The name of the corporation shall be: FIRST BAPTIST CHURCH OF FORT LAUDERDALE, INC.
The church is located at 301 East Broward Boulevard, Fort Lauderdale, Broward County, Florida.

ARTICLE 2 | STATEMENT OF FAITH AND PRACTICE

SECTION 2.1 | STATEMENT OF FAITH

The articles of faith of the First Baptist Church of Fort Lauderdale shall be the BAPTIST FAITH AND MESSAGE as adopted by the 2000 SOUTHERN BAPTIST CONVENTION. The ordinances of the church are Baptism by immersion and the Lord's Supper.

SECTION 2.2 | PRACTICE

The practice of First Baptist Church of Fort Lauderdale shall be to teach the Word of God and advance the Christian faith throughout Fort Lauderdale, Broward County, the State of Florida, and the world. The government of the church is vested in the body of believers who are members of the church. The church is subject to the control of no ecclesiastical body other than itself, but may voluntarily cooperate in ministry with other churches of like faith and practice.

SECTION 2.3 | FAITH AND PRACTICE FOR MARRIAGE AND FAMILY

We believe that God has established marriage as a lifelong, exclusive relationship between one biological man and one biological woman and that all intimate sexual activity outside of the marriage relationship, whether heterosexual, homosexual, or otherwise is a violation of God's plan as set forth in the Holy Bible (Gen. 2:24-25; Ex. 20:14, 17; Lev. 18:22-23; Matt. 19:4-6; Rom. 1:18-31; 1 Cor. 6:9-10, 15-20; 1Tim. 1:8-11; Jude 7). We believe that God created the human race male and female and that all conduct with the intent to adopt a gender other than one's birth gender is a violation of God's plan as set forth in the Holy Bible (Gen. 1:27; Deut. 22:5).

ARTICLE 3 | MEMBERSHIP

SECTION 3.1 | MEMBERSHIP

The membership of First Baptist Church of Fort Lauderdale shall consist of persons who have made a public profession of faith in Jesus Christ as Savior and Lord and have been baptized by immersion. Members shall also accept and believe the Holy Scriptures to be the inspired and inerrant Word of God and shall, by practice and testimony, live the Christian faith according to the precepts of God's Word.

SECTION 3.2 | ATTAINING MEMBERSHIP

Membership in the First Baptist Church of Fort Lauderdale shall be initiated by public profession of faith in Jesus Christ and baptism by immersion, presentation of a letter of membership from another church of like faith and practice or statement of a previous public profession of faith in Christ and baptism by immersion.

SECTION 3.3 | CANDIDATES FOR MEMBERSHIP

Prospective members shall receive church training as established by the Pastoral Team and administered by the Trustee Board. After affirming their acceptance of the faith and practices of the church, new members shall be received as members of the First Baptist Church of Fort Lauderdale congregation and voted into membership at a regular business meeting.

SECTION 3.4 | TERMINATION OF MEMBERSHIP

Membership in the First Baptist Church of Fort Lauderdale may be terminated by a letter of transfer or dismissal, or by the demise of the church member. Provided further, the Church is a body of Christian believers who hold certain beliefs and standards in common. On occasion, members of the church body may conduct themselves in a manner contrary to biblical standards and the church's Statement of Faith and Practice. In such event, church discipline may be administered by the Trustee Board pursuant to guidelines established by the Pastoral Team. If biblical discipline is necessary, the Trustee Board shall have the authority to place individual(s) under church discipline, including termination of membership. However, it shall be a high priority for the church to restore such persons to fellowship as set forth in Matthew 18:15-17. In addition, the Trustee Board shall have administrative authority to cease sending regular mail and email communications to church members after three years of total inactivity, provided notice of such intention has been sent and no response to the contrary has been received from the member. Provided further, said names may be removed from the membership roll after three more years of inactivity.

SECTION 3.5 | DISPUTE RESOLUTION

We believe differences or conflicts should bring receptivity to change and growth, not litigation. Therefore, in order to avoid litigation, we have adopted the following conciliatory plan to manage unresolved disputes with the church and between members. By ratifying and approving these Bylaws or by hereafter accepting membership in First Baptist Church of Fort Lauderdale under the Bylaws, each member acknowledges that the Bible commands us to live at peace with one another as set forth in Matt. 18:15-20 and 1 Cor. 6:1-8, and we hereby agree to resolve any and all disputes by mediation or arbitration, or both. In accordance with this biblical principle, we hereby consent to mediation and binding arbitration, if necessary, instead of litigation in the law courts. Any and all disputes shall be administered under the procedures hereafter set forth.

SECTION 3.6 | DISPUTE RESOLUTION PROCEDURE

It is agreed that any claim or dispute arising from or related to the church body or these Bylaws, or both, shall be resolved by biblically-based mediation or legally binding arbitration in accordance with the Rules of Procedure for Christian Conciliation for the Institute for Christian Conciliation, a division of Peacemaker Ministries as said Rules are set forth. Venue will be in Fort Lauderdale and jurisdiction will be under Florida law. Judgment upon an arbitration decision may be entered in the appropriate court having jurisdiction under the Laws of the State of Florida. We understand and agree that these methods shall be the sole

remedy for any controversy or claim arising as heretofore set forth. Furthermore, pursuant to these Bylaws, we hereby expressly waive the right to file a lawsuit in any civil court against First Baptist Church of Fort Lauderdale, Inc. or against another member of the church, except to enforce an arbitration decision as herein set forth. Provided further, since we maintain liability insurance to protect the church from various liabilities, it is understood that this dispute resolution provision is intended to insure consistency with all agreements with our insurers and that this provision, and the process it establishes, will not diminish any insurance coverage maintained by the church. Provided further, the parties may utilize the services of such other mutually agreeable mediation and/or arbitration arrangement that is acceptable to all sides of the disagreement.

ARTICLE 4 | MEETINGS AND REPORTS

SECTION 4.1 | MEETINGS

The meetings of the church shall be as follows:

- (a) Worship to exalt and magnify the Lord on Sundays and other days as determined by the Pastoral Team.
- (b) Bible study to equip and edify the church body on Sundays and other days as determined by the Pastoral Team.
- (c) Observance of the Lord's Supper at least once a quarter and additionally as determined by the Pastoral Team.
- (d) Church business meetings for the purpose of receiving and acting on reports, recommendations, and other matters shall be held at least three times a year.
- (e) The annual meeting shall be held in March of each year on a date to be announced at a regular church service as hereafter set forth.
- (f) At least two interim business meetings shall be held on two additional occasions during each year; the first shall be in the fall during October, and the second shall be in January to be announced as hereafter set forth.
- (g) Notice of the annual meeting and each interim meeting shall be published on media otherwise used to communicate important information to the church body. Notice of such meetings shall also be announced during Sunday services at least two weeks prior to each meeting. The specific time and room of the interim meetings shall be determined by the Trustee Board.
- (h) Special meetings may be called by the Lead Pastor, or the Chairman of Deacons, or at least three of the Trustees elected at large, or by written request of seventy-five church members, provided the time and purpose of the special meeting is announced at a regular church service at least three days prior to the meeting. Any special meeting shall be held following a regular church service. A quorum at any church business meeting shall be at least one hundred members.
- (i) Church business meetings shall be held for the purpose of receiving and approving reports, recommendations, and proposals. (1) The annual business meeting shall be held in March prior to the beginning of the new church year on April 1 of each year. (2) Quarterly business meetings shall be held in July, October, and January. (3) Special business meetings may be called as hereafter set forth.
- (j) Notice of annual and interim business meetings shall be given two successive Sundays prior to the meeting by announcement in each Sunday service and publication as set forth in subsection (g). Provided

however, the time and purpose of the special business meeting shall have been announced at a regular church service at least three days prior to the special meeting. Special business meetings shall be held following a regular church service. The quorum at any and all church business meetings shall be at least one hundred members.

SECTION 4.2 | REPORTS

Financial reports, including Balance Sheet data, receipts and disbursement information, and a narrative summary of the church's financial condition shall be produced monthly and made available to the Deacon Body, the Trustee Board, and the Budget/Audit Team. The narrative summary shall also be available to the general membership at the annual and interim business meetings.

SECTION 4.3 | OUTREACH TO THIRD PARTIES

The mission of the First Baptist Church of Fort Lauderdale is to provide for the edification and spiritual growth of its members, to provide a spiritual outreach to non-members, and to build goodwill with the larger community. In furtherance of its biblical mission and as a bridge to the outside community, the church may, from time to time, make its facilities available for use by non-member individuals or groups. Occupancy by third parties may be with or without compensation to the church for the use of the space; it may also be with or without payment of expenses in connection with said use. Outside use of the church property is consistent with the Great Commission of Matthew 28:19-20 wherein Jesus commanded his followers to spread His message to the whole world. Administratively, all such agreements shall be approved by the Pastoral Team under general guidelines established by the Trustee Board. It is understood, however, that the use of the church facility by an outside third party shall not be deemed as the church's endorsement of the vision or values of said third party.

ARTICLE 5 | PASTORAL LEADERSHIP AND CHURCH GOVERNANCE

The church seeks (1) visionary leadership from the Lead Pastor and his Pastoral Team, (2) pastoral accountability to the Trustee Board, and (3) the Trustee Board's accountability to the Deacons and congregation. Pursuant to 2 Peter: 5:1-8, the Pastors, Trustees, Deacons and other leaders shall "shepherd the flock of God among you, not under compulsion, but voluntarily... clothe yourselves with humility toward one another, for God is opposed to the proud, but gives grace to the humble." In church governance, the Trustee Board and the Deacon Body shall practice co-governance rather than one being subordinate to the other.

SECTION 5.1 | LEAD PASTOR AND PASTORAL TEAM

(a) The Lead Pastor shall be selected as set forth in Article 6.1 of these Bylaws. He shall be the spiritual and administrative leader of the church pursuant to 1 Tim. 3:1-7. He shall also serve as the Lead Trustee on the Trustee Board, and participate in the other activities of the church as he deems appropriate.

(b) The Lead Pastor shall designate the members of his Pastoral Team. They shall serve as an extension of his ministry and act for and on his behalf and as he directs. He shall have authority to choose the members of the Pastoral Team as well as the clerical staff. However, in order to encourage openness and good communications as Lead Pastor/Trustee, he shall confer with the Trustee Board for purposes of missional alignment and budgetary resources. Also, in order to encourage openness and good communications,

each new member of the Pastoral Team shall be formally introduced to the congregation as soon as possible and shall give his resume, job description and a brief testimony to the Deacon Body at the next regular Deacons' meeting. The Lead Pastor shall also have the authority to remove members of the Pastoral Team and clerical staff.

(c) The Pastoral Team and staff shall prepare the annual operating budget in cooperation with the Trustee Board, subject to the approval of the Deacon Body and the church congregation as set forth in these Bylaws.

SECTION 5.2 | TRUSTEES

The Trustee Board shall provide business and administrative governance for all the ministries of the church, subject to the oversight accountability vested in the Deacon Body and the church congregation. The Board shall constitute a church council consisting of the following ten (10) church members:

(a) Two (2) Pastoral Team Trustees: The Lead Pastor and the Executive Pastor shall serve as continuing Trustees. However, the Lead Pastor may designate another member of the Pastoral Team to serve as a temporary Trustee in his absence; he may also appoint a different pastor to serve as a fellow Trustee in place of the Executive Pastor. The Lead Pastor shall serve as the Lead Trustee.

(b) Four (4) Deacon Trustees: (1) The newly elected Chairman of the Deacons for the current year shall be a new Trustee. (2) The deacon chair from the prior year shall serve an additional year as a holdover Trustee in order to give the Board continuity from year to year. (3) The newly elected Chairman of the Budget/Audit team for the current year shall be a new Trustee. (4) The Budget/Audit chair from the prior year shall serve an additional year as a holdover Trustee in order to give the Board financial continuity from year to year. The Trustees from the Deacon Body and Budget/Audit Team shall serve by virtue of having been nominated by the Church Nominating Committee and elected by the church body to serve on the Deacon Body and Budget/Audit Team at the annual meeting. Each group shall elect its chair at its first meeting of the new church year.

(c) Four (4) Trustees-at-Large: At-large Trustees shall be elected by the church congregation each year at the annual meeting. (1) Two new Trustees-at-Large shall be elected each year, and two Trustees-at-Large from the prior year shall serve an additional year as holdover Trustees in order to give the Board continuity from year to year. Provided further, they shall serve on alternating even and odd years to insure that the Board has fresh eyes each year as well as holdover experience.

(d) The Trustee Board shall have the authority to carry out the will of the church body as set forth in its annual budget or as otherwise established by a resolution approved by the church congregation. Pursuant thereto, the Board may approve or disapprove the execution of contracts and other legal documents on behalf of the church. Board decisions and commitments shall be memorialized in the minutes of that Board meeting, however, decisions and commitments that are permanent or commit the church for over one year, or have monetary implications of over \$10,000 shall be set forth in writing as separate resolutions and maintained in the Board's records. The aforesaid authority shall include the power to buy, sell, or lease real or personal property, to execute deeds of conveyance for real or personal property, as well as mortgages and other security instrument that encumber real or personal property, as well as bonds, negotiable instruments, and other instruments of conveyance, indebtedness, or any other legal commitments of the church.

(e) However, all commitments and documents pertaining to real estate shall be executed only after obtaining the approval of the Deacon Body as well as the congregation at a duly called church business

meeting as set forth in these Bylaws. All documents pertaining to the financial interests of the church shall be administered by the Trustee Board as set forth in the church's annual budget. However, any cumulative modification of the annual budget or shifting of funds between line items in the said budget of more than \$75,000 shall require the joint approval of both the Trustee Board and the Deacon Body. Provided further, any financial decision or combination of decisions that exceeds five (5) percent of the annual budget shall require congregational approval as a budget modification.

(f) Either the Chairman of Deacons, as the corporate president or the Deacon Vice Chair, as corporate vice president, shall be authorized to sign documents pertaining to real estate, provided there is a written resolution confirming the approval of the church congregation. Either the Deacon Chair or Vice chair may sign other church documents if authorized by the Trustee Board as set forth in these Bylaws.

SECTION 5.3 | DEACONS

Deacons shall be men who are the spiritual leaders of the church, as set forth in 1 Tim. 3:8-13, who provide oversight and co-governance with the Trustee Board.

(a) They shall be servant leaders who have been active members of the church for at least two years and must meet the qualifications for Deacons found in 1 Timothy 3:8-13. A Deacon shall be required to be faithful in worship, Bible study, prayer, evangelism, missions, and in the stewardship of his life and possessions. It shall be a Deacon's responsibility to serve the church and support the pastoral staff in matters concerning the welfare and unity of the church.

(b) The Deacon Body shall be elected by the church at the annual meeting. They shall meet monthly and have the responsibility to determine the general policies of the church. They shall function on behalf of the congregation between regular church business meetings.

They shall provide oversight for and receive administrative and financial reports from the Trustee Board.

(c) The number of Deacons in service shall consist of twenty-four or more men.

Approximately one-third of the Deacons shall be elected annually for a three-year term so that the rotation will create continuity within the Deacon Body. The Deacons shall elect their own officers, including but not limited to a Chairman, Vice Chairman and Secretary.

(d) New Deacons: The Deacon chair, with the approval of the Deacon Body, shall have the responsibility to select an independent Church Nominating Committee on or before December 1st of each year. The Church Nominating Committee shall nominate faithful and committed church members to serve as Deacons, Trustees, and Budget/Audit Team members as each of their qualifications and time periods of service are set forth in these Bylaws. The nominating committee of at least seven (7) and not more than nine (9) shall interview potential nominees to determine their qualifications and willingness to serve prior to further consideration, and the nominating committee Chairman shall make regular reports to the Deacon body. The nominees shall be submitted to the Deacon Body and Trustee Board for approval at least thirty days prior to their presentation to the congregation for election at the annual meeting.

(e) Church Committees: Standing committees and special committees shall be established by and administered under the Trustee Board as hereafter set forth in these Bylaws.

(f) It shall be the responsibility of the outgoing Chairman of Deacons to provide an official copy of these church Bylaws to the incoming Deacon Chair, the incoming Budget/Audit Chair, and each new member of the Trustee Board.

SECTION 5.4 | CORPORATE OFFICERS

The following corporate officers shall oversee the temporal affairs of the corporation:

- (a) The President shall be the Chairman of Deacons. He shall be elected by the Deacon Body at its first meeting of the new church year and shall also serve as a member of the Trustee Board. The Deacon Chair may authorize the Vice Chair to serve as his designee on the Trustee Board if he is unable to attend a Board meeting.
- (b) The Vice President shall be the duly elected Vice Chairman of Deacons. He shall be elected by the Deacon Body at its first meeting of the new church year.
- (c) The Treasurer shall be the duly elected Chairman of the Budget/Audit Team. He shall be elected by the members of the church at the annual meeting.
- (d) The Secretary shall be the duly elected Church Clerk. The Church Clerk shall be elected by the members of the church at the annual meeting.

SECTION 5.5 | OTHER OFFICERS AND COMMITTEES

- (a) The Budget/Audit Team, as heretofore set forth, shall meet as often as they deem necessary but at least quarterly before church business meetings. The team shall review all church financial records, including, but not limited to, receipts and disbursements and shall utilize the services of an independent certified public accountant to conduct an annual audit of the church's financial records and procedures. The team shall compile the annual budget in cooperation with the Pastoral Team and the Trustee Board. The budget shall be finalized by the Trustee Board and submitted to the Deacon Body for approval at least thirty days prior to submission to the church at the annual meeting.
- (b) Church Clerk: The Church Clerk shall be nominated by the Church Nominating Committee and elected at the annual meeting. The Clerk shall be a faithful church member and shall be responsible for maintaining the official records of the church, including the minutes of all quarterly and annual business meetings, as well as any specially called church business meetings.
- (c) Church Historian: The Church Historian shall be nominated by the Church Nominating Committee and elected at the annual meeting. The historian shall be a faithful church member and shall record and maintain an accurate history of First Baptist Church of Fort Lauderdale.
- (d) Miscellaneous Committees: First Baptist is a Bible-based fellowship that utilizes various committees to carry out its local ministry and global outreach. These committees may include, but shall not be limited to: Church ordinances of Baptism and the Lord's Supper, Benevolence, Missions and such other standing and special committees as the Trustee Board shall deem necessary.

ARTICLE 6 | OFFICERS AND COMMITTEE VACANCIES

SECTION 6.1 | LEAD PASTORAL VACANCIES

- (a) Should the office of Lead Pastor be vacated, the Deacon Body shall appoint a Lead Pastor Search Team consisting of at least nine (9), but not more than twelve (12) faithful and committed church members who shall be representative of the membership at large. This committee shall conduct a search for a Lead Pastor who, by his life and testimony, professes his faith in Jesus Christ as Savior and Lord and who meets the qualifications for pastor found in 1 Timothy 3:1-7 and Titus 1:6-9.
- (b) The Lead Pastor Search Team shall present its recommendation to call a Lead Pastor to a joint meeting of the Deacon Body and Trustee Board, and then to the church congregation for its acceptance.

(c) Acceptance of the recommendation to call a Lead Pastor shall require a vote of the members present at a duly called church business meeting. The vote to call a Lead Pastor shall be taken by voice vote, and, if approved by the majority, shall be deemed unanimous acclamation.

(d) Removal of the Lead Pastor shall be initiated by a majority vote of the non-pastoral Trustees at a regular or specially called meeting of the Trustee Board where at least ten (10) days notice has been provided to the full Trustee Board as to the issue of removal. If affirmed, the removal shall further require approval of the Deacon Body as well as a majority vote of a quorum of the church members present at a regular or specially called church business meeting. The vote to remove a Lead Pastor shall be taken by voice vote, and if approved by the majority, shall be deemed unanimous acclamation.

SECTION 6.2 | OTHER VACANCIES

Vacancies regarding other officers and committee members shall be filled at the next regular business meeting. However, if there is an immediate need to fill the vacancy, then the officer or committee member shall be elected by the Trustee Board.

ARTICLE 7 | INDEMNIFICATION OF CHURCH OFFICERS

SECTION 7.1 | INDEMNIFICATIONS

The church shall indemnify church officers and committee members in connection with any threatened, pending, or completed action, suit, or any other legal proceeding if such person or persons acted in good faith in the reasonable belief that such action was authorized and in the best interest of the church, which determination shall be made by the Deacon Body. The indemnification may include attorney's fees, court costs, and other expenses.

SECTION 7.2 | PROFESSIONAL DISCLAIMERS

In addition to the indemnification set forth above, the church agrees to release and disclaim any claims, causes or actions it may have against any Deacon, Trustee, other officer or committee member who has professional or occupational expertise, including but not limited to engineers, accountants, attorneys and doctors, for failure to meet the applicable standards of care required of members of that profession or occupation which would otherwise be actionable at law, unless such Deacon, Trustee, other officer or committee member accepts the duty of providing professional or occupational services for compensation.

ARTICLE 8 | ADMENDMENTS

The Bylaws of the church may be amended by a majority vote of a quorum of the members present at an annual, quarterly or duly called special business meeting provided copies of the proposed amendment(s) and notice of intent to amend were available at a regular church service at least four weeks prior to the vote and that a copy of the said amendment(s) and notice of intent to amend were mailed to each membership household at the last known address at least two weeks prior to the vote.