

Congregational Bylaws



Revised January, 2016

By-Laws of Judson Memorial Baptist Church

Article 1: Name

The name of this organization shall be the Judson Memorial Baptist Church of Lansing, Michigan (hereafter: JMBC).

Article 2: Mission

Inspired by the missionary spirit of our church's founders and our namesakes Adoniram and Ann Judson, we are committed to carrying out the Great Commission (Matt 28:19-20), boldly and clearly proclaiming to all the Gospel of repentance and forgiveness of sins in Jesus' name (Luke 24:46-47, Eph 6:19-20), adorning that Gospel with acts of mercy (Titus 2:1-10), faithfully delivering Christ in His Word and His ordinances (Acts 2:42), and reaching out in love to the least of these (Matt 25:40-46).

Article 3: Affiliation

As an ABC Cooperating Church, we follow the common criteria for American Baptist Churches: We have accepted the Purpose Statement of the American Baptist Churches in the USA, and are a part of the Regional Mission organization (American Baptist Churches of Michigan).

The Purpose Statement of the denomination is:

- that we bear witness to the Gospel of Jesus Christ in the world, and are seeking to lead persons to Christ,
- that we will guide, unify, and assist American Baptist Churches in their witness in the world, in preparing members for the work of ministry, and in serving both those within and outside the fellowship of Christ; and
- that we will promote closer relations among American Baptist Churches and groups, within the whole Body of Christ and will promote understanding with other religious bodies.

We will participate regularly in programs and the ministries of ABC/USA at both the national and regional levels. We will utilize ABC/USA resources appropriate to the congregation's needs.

We will support the mission of ABC/USA by contributing to American Baptist Mission Support.

We will provide reports on the forms supplied by the regional mission organization and/or the ABC/USA.

Article 4: Membership

Section 1. Membership Requirements

Membership at JMBC is reserved for those who have:

- A. Placed their faith in Jesus Christ as Lord and Savior
- B. Been baptized with water in the name of the Father, Son, and Holy Spirit
- C. Made a commitment to discipleship, including accountability, involvement in the ministries of JMBC, and regular attendance at worship
- D. Indicated their willingness to further the mission of our church

JMBC recognizes the authority of Scripture, which proclaims "one Lord, one faith, one baptism" (Ephesians 4:5). Therefore, while we practice believers' baptism by full immersion, we acknowledge the validity of other forms of baptism that have been administered by other Christian denominations and traditions. If a candidate for membership has been water-baptized in the name of the Father, Son, and Holy Spirit under the authority of a Christian Church, JMBC will consider that candidate, regardless of the mode of baptism.

Section 2. Acquiring Membership

Membership may be acquired in the following ways:

- A. By profession of faith in the Lord Jesus Christ and subsequent baptism by immersion
- B. By letter of transfer from another church
- C. By testimony of conversion and Christian baptism (by any mode) when a letter is not available

Any person who has completed any of the aforementioned methods may be considered for membership. However, there are certain duties and responsibilities to which members must commit themselves. Prospective members shall meet with the Pastor to help them understand what church membership entails and to determine whether they would benefit from attending an informative pre-membership class. Upon recommendation of the Pastor, the Board of Elders will schedule a meeting with the prospective member. At this meeting, the members of the board will inquire as to the faith, doctrine, and testimony of the candidate and answer any questions about JMBC and the benefits and duties of membership (see Article 4, Section 3 “Responsibilities of Members”). A copy of these bylaws will be given to him or her at this time.

Upon completion of one of the three methods above—with baptism or confirmation of previous Christian baptism and written agreement with the bylaws presented by the Board of Elders—a person will be received into membership at JMBC and receive the Right Hand of Fellowship.

Section 3. Responsibilities of Members

All members are encouraged and expected to participate fully in the life of the church insofar as they are able, and to become active witnesses to their faith in daily living. Among the responsibilities of JMBC members are the following:

- A. Daily prayer and reading from the Scriptures
- B. Attendance at weekly corporate worship
- C. Serving in ministry within and beyond the congregation, as able
- D. Commitment to relationships for spiritual growth

- E. Giving time, gifts, money, and other resources to God

Section 4. Active and Inactive Members

When a member has not maintained consistent contact with JMBC (i.e. attendance, regular giving, involvement in church ministries) as outlined in Article 4, Section 3, such person shall remain a member, but will be moved to the Inactive Members list until he or she has resumed involvement with the church for a period of three (3) months. Inactive members may not vote in church meetings or hold elected positions. The Board of Elders and the Clerk will review the membership lists twice yearly.

Homebound members of JMBC will not be moved to the Inactive Members list. They will be expected to continue in prayer for the church, to daily read Scripture (as they are able), and to receive the Lord's Supper from the pastor and members of the Diaconate during home visits.

Members who are students away from home shall remain on the active list.

Section 5. Removal from Membership

In the interest of ministering to active and inactive members alike, the names of individuals shall be removed from the membership list in the following ways:

- A. By death
- B. By letter of transfer to another church
- C. By letter from the member requesting to be removed from the membership list
- D. If a member has not had consistent contact with JMBC (as outlined in Article 4, Section 3) for a period of seven years
- E. By exclusion. JMBC shall pursue every reasonable measure for peace, unity, and reconciliation. In cases involving flagrant immorality or failure to comply with the clear teaching of Scripture, members may be excluded after the disciplinary process in Matthew 18:15-20 has been followed by the Board of Elders and approved by an affirmative vote of the congregation. This procedure shall be carried out as follows:

1. Disputes between church members shall first be addressed privately (first one-on-one, and then with a third party as witness if necessary).
2. Matters that are not resolved privately shall be brought to the Board of Elders, who will follow biblical principles in seeking to bring about reconciliation and, where necessary, repentance.
3. If the Board of Elders is unable to resolve the issue, it may be brought before the congregation at a closed meeting called for the purpose of determining whether or not to place the member under church discipline.
4. A member who is involved in any step of church discipline may request to withdraw his or her membership from JMBC. However, JMBC reserves the right and responsibility to disclose this status to any churches inquiring about this person's membership and status.
5. The goal of all church discipline being reconciliation, the Pastor, Board of Elders, and congregation respectively will continue to work toward resuming full communion with this member.

Article 5: Government

The government of this church is vested in the members of JMBC. The church is not subject to the control of any other ecclesiastical organization but it recognizes and maintains mutual cooperation with the American Baptist Churches, USA, and the American Baptist Churches of Michigan, as well as relationships with other organizations, religious bodies, etc.

Article 6: Elders

Section 1. Purpose and Qualifications of Elders

In keeping with our Baptist heritage, JMBC follows the biblical model of maintaining plurality of leadership and representative governance (Ex 18:21-22, Num 11:16-25, Acts 20:17). In the New Testament, this takes the form of a plurality of elders (also called overseers) in each local church, entrusted by the congregation with authority and held accountable by the congregation to oversee and coordinate the work and ministry of the church (Titus 1:5-7, Acts 20:17, 28). Elders shall meet the biblical criteria laid out in I Timothy 3:1-7 and Titus 1:7-9—namely exhibiting hearts of service, exemplary Christian lives, and sound doctrine.

Section 2. Calling and Electing Elders

- A. In order to emphasize the solemn nature of this office (I Timothy 3:1), elders shall be formally set apart by the congregation and charged with faithfully performing the duties of teaching, leading, serving, and administration. Once set apart, elders will remain elders indefinitely (either active or inactive elders) unless dismissed in accordance with Article 4, Section 5.
- B. At any given time, there shall be no fewer than seven (7) and no more than twelve (12) active elders, who will comprise the Board of Elders for that year (not counting the Pastor, who shall be an ex officio member of the board). Members of the board shall be elected by the congregation at a business meeting that takes place between the first Sunday of October and the last Sunday of December. Only those who have been set apart as elders before this meeting begins may be elected to serve on the Board of Elders.
- C. Any JMBC member, 18 years of age or older, may present himself or herself as a candidate for eldership at any time. The Board of Elders will meet with the candidate to help discern his or her calling and qualification before the candidate is brought to the congregation for a vote at the next quarterly business meeting, or at a special business meeting called for this purpose. If affirmed, he or she will be set apart by public prayer and the laying on of hands at a worship service within thirty (30) days of being voted in. He or she will then be considered an inactive elder and eligible to serve on the Board of Elders.

- D. Following the biblical principle of Sabbath rest, elders shall be elected to the board for a term of one year and may serve a maximum of six (6) consecutive terms before returning to inactive status for a minimum of one (1) year.

Section 3. Responsibilities of Elders

In keeping with the New Testament model, elders shall be responsible for overseeing the ministry and workings of the church, delegating ministry to those who are gifted to carry it out, and keeping the congregation informed and heard.

They shall:

- A. Prayerfully seek God's direction as to how the ministries and resources of the church can best be used to further the church's mission
- B. Oversee the worship, educational and evangelism programs, and other ministries of the church, including planning guest speakers and pulpit supply, special holiday programs, camp, nursery, etc.
- C. Appoint and oversee, as needed, committees for the delegation of ministry work (e.g. Sunday School Committee, Maintenance and Repair Team, Youth Outreach Taskforce), connecting members and regular attendees with opportunities to use their gifts in ministry
- D. Support the Pastor in spiritually caring for the flock (Acts 20:28), particularly in restoring those who have strayed (Luke 15:4)
- E. Anoint the sick with oil and pray over them, when requested (James 5:14)
- F. Maintain the Policies and Procedures Handbook, a copy of which will be kept in the church office, laying out specifics of proper church procedures, documents, etc.
- G. Maintain written job descriptions for all salaried and hourly employees (copies of which shall be placed in the respective personnel files and in the Policies and Procedures Handbook) and perform formal annual reviews of the Pastor and all paid personnel

- H. Set and publicize dates for business meetings, pledge Sunday, etc.
- I. Serve as trustees of the church, holding in trust all property belonging to the church, and taking all necessary measures for its protection, management, and upkeep, including reviewing and recommending insurance coverage, maintaining important legal documents, and arranging personal property inventories
- J. Approve all bills and expenditures that are not in the budget. The Board shall have power to buy, mortgage, lease, or transfer any property of up to \$2,000 (two thousand dollars) value. Amounts over this value shall require a two-thirds vote of the congregation.
- K. Consider requests from outside groups to use the church facility (i.e., for weddings, etc.) and maintain guidelines for building use, including a pay schedule, a copy of which shall be placed in the Policies and Procedures Handbook
- L. The chair of the Board of Elders shall serve as the president of the church in legal matters and have authority to sign contracts and agreements (including employment), upon an affirmative vote of the Board of Elders
- M. Hire paid personnel and determine compensation packages pursuant to the budget approved by the congregation

Section 4. Meetings of the Board of Elders

The Board of Elders shall meet regularly, as needed, and shall determine their own meeting schedule. A quorum shall consist of a majority of the active elders (not including the Pastor). The board will consider and discuss any concerns, requests, or ideas that have been brought to them concerning the ministries of the church, the Pastor, or any other items relevant to the operation of the church. Meetings of the Board of Elders shall be open to all church members, except when confidential issues are being discussed. A closed meeting shall include at least three quarters of active elders.

Section 5. Inactive Elders

Inactive elders may be called upon to serve on committees or in other ministry roles and will be expected to continue to serve the church faithfully with their gifts. The Board of Elders

may additionally choose to seek counsel and wisdom from all elders (including inactive) on a given issue if additional perspective is needed.

Section 6. Dismissal of Elders

- A. Failure of any active elder to fulfill his or her responsibility for a period of four (4) months shall be considered cause for the board, after making a reasonable effort to correct the situation, to declare that position vacant. If deemed necessary, the Board of Elders will fill the vacant position from the ranks of inactive elders.
- B. An active or inactive elder may step down at any time either due to a change in status that disqualifies him or her or from eldership or because he or she no longer believes that he or she is called to serve in that office. If an elder steps down, he or she must repeat the process outlined in Article 6, Section 2 in order to become an elder again at a later date.
- C. If an active elder is the subject of church discipline, he or she will become an inactive elder until restored to full communion.

Article 7: Committees

Section 1. Diaconate

The Diaconate shall function as a committee with the goal of assisting the elders (Acts 6:2-4) and ministering to the members of JMBC, particularly as pertains to the administration of the ordinances of the church and nurturing of the sick, needy, and distressed. Deacons shall be members of JMBC and meet the criteria set out in I Timothy 3:8-13. An individual may not serve simultaneously on the Board of Elders and the Diaconate.

Deacons shall:

- A. Carry out programs of home and hospital visitation, including bringing the Lord's Supper to those who cannot attend service regularly
- B. With the Pastor, prepare and administer baptism and the Lord's Supper

- C. Coordinate ministries with the Board of Elders, sending reports and, when necessary, a representative to meetings of the Board of Elders
- D. Work with the Pastor in administering the Fellowship Fund, including maintaining guidelines and keeping records of who has received assistance
- E. Assist the Board of Elders in carrying out, special holiday programs, camp, nursery, etc.
- F. Arrange for provision and care of flowers for various occasions
- G. Annually appoint a church historian to maintain an ongoing history of the church, and maintain a job description for this position (a copy of which shall be kept in the Policies and Procedures Handbook)
- H. Annually appoint a head usher to select, train, and direct the assistant ushers in carrying out the duties pertaining to that office, and maintain a job description for this position (a copy of which shall be kept in the Policies and Procedures Handbook)
- I. Arrange for social/fellowship activities and coordinate such functions as potlucks and funeral dinners
- J. Provide a program to greet, welcome, and assist participants at services, and coordinate the lay leader program to involve members and friends of the church in different aspects of public worship
- K. Work with the church organist and/or choir director in carrying out maintenance and repair of all musical instruments and equipment, including robes and PA equipment
- L. Consider and administer denominational offerings and foster interest in missions and evangelism

There shall be at least five (5) deacons. The deacons shall be elected by the congregation at a church business meeting set by the Board of Elders to occur between the first

Sunday of October and the last Sunday of December. Deacons shall be elected for a term of two years with no limit on the number of consecutive terms they may serve.

The Diaconate shall meet regularly, as needed, and shall determine their own meeting schedule. Meetings of the Diaconate shall be open to all church members, except when confidential issues are being discussed (e.g. Fellowship Fund). A closed meeting shall include at least three quarters of the deacons.

Section 2. Standing Committees

The Board of Elders may decide to appoint standing committees to help carry out ministry work, for the benefit of both those being ministered to and those using their gifts in ministry. Such committees may include, but are not limited to: building maintenance, Sunday school, youth ministry, Vacation Bible School, and missions promotion. These committees shall be chaired by a member of the Board of Elders and shall be accountable to the congregation, via the Board of Elders. Unless otherwise prohibited in another part of these bylaws, non-members may serve on standing committees. The Board of Elders will maintain descriptions of the responsibilities for such committees and file them in the Policies and Procedures Handbook.

Section 3. Special Committees

Other special committees and/or task forces may be appointed as needed for a particular task or season by the Board of Elders, the Diaconate, or a direct vote of the congregation. Unless otherwise prohibited in another part of these bylaws, non-members may serve on these special committees. Special committees shall be accountable to the body that called them, which will make regular reports to the congregation as to the progress of the committee.

Article 8: Elected Officers

Section 1. Election of Officers

In addition to the Board of Elders and the Diaconate, the congregation shall annually elect a Clerk, Treasurer, Financial Secretary, and Memorials Coordinator at a church business meeting set by the Board of Elders to occur between the first Sunday of October and the last Sunday of December. The candidates receiving a plurality of all votes cast shall be considered elected. Elected officers shall be members of the church and shall take office on January 1 of

the following year. Officers are elected to one-year terms with no limit on the number of consecutive terms they may serve.

The Board of Elders will nominate a slate of officers in advance of the election, but nominations may be made from the floor as well, and are encouraged.

Section 2. Clerk

The Clerk shall keep a complete record of all the business meetings of the congregation and present such minutes for approval at the next business meeting.

The Clerk shall:

- A. Keep a record, as able, of the names and last known addresses of all active and inactive members of JMBC
- B. Maintain records of baptisms, deaths, transfers, those dismissed, and previous members
- C. Send letters of transfer of membership upon written request
- D. Preserve on file all communications and reports of official meetings of the congregation and assist in preparing denomination reports

Section 3. Treasurer

The Treasurer shall administer the funds according to the church budget and keep full and accurate account of all receipts. The Treasurer shall be accountable to the Board of Elders and will, as able, attend meetings of the Board of Elders to give reports and answer questions.

The Treasurer shall:

- A. Present a financial report to the congregation at each business meeting and a detailed financial report for the year at the annual business meeting
- B. Keep detailed monthly financial reports on file in the church office

- C. Receive notification of deposits and pay out funds in accordance with established JMBC policies and procedures
- D. Reconcile his or her reports with the Financial Secretary's reports
- E. Record and classify all income and expenditures, balance all accounts, prepare payrolls, prepare W-2 statements, and maintain any other necessary financial reports

Section 4. Financial Secretary

The Financial Secretary shall be accountable to the Board of Elders and will, as able, attend meetings of the Board of Elders to give reports and answer questions.

The Financial Secretary shall:

- A. Keep accurate and confidential records of pledges made and monies received from individuals and groups, and render an annual statement to each giver or organization of their contributions (and additional statements as requested)
- B. Keep an accurate account of all monies received, deposit the same in the proper bank account(s), and render a deposit slip to the respective treasurer each week
- C. Present a summary of year-to-date giving to the congregation at each business meeting
- D. Provide offering envelopes and a copy of the current annual budget to each new member (and non-members, as requested)
- E. Retain all offering envelopes for a minimum of three (3) years and all individual financial ledgers for a period of eight (8) years

Section 5. Memorials Coordinator

The Memorials Coordinator shall encourage, receive, and administer special gifts in the best interest of the ministry of the church. The coordinator must authorize all expenditures of these funds.

The Memorials Coordinator shall:

- A. Maintain an accurate record of all money received and disbursed and prepare financial reports for the church records
- B. Keep a record of each donor for each memorial
- C. Enter each monetary and tangible gift in the Book of Remembrance, noting the name of the one remembered
- D. Decline any gift considered to be inappropriate or not in the best interest of the church
- E. Provide an annual report to the congregation

Section 6. Employed Officers.

If for any reason the church chooses to make any of the Officer positions a paid position, said position would no longer be part of the election process. In lieu of election, the position would be offered in an employment contract by the Board of Elders in accordance with Article 6, Section 3N, after an affirmative vote of the congregation.

Section 7. Removal of an Elected Officer, Deacon, or Committee Member

Failure of any elected person to fulfill his or her responsibility for a period of four (4) months shall be considered cause for the Board of Elders, after making a reasonable effort to correct the situation, to declare that office or position vacant. The Board of Elders will fill the vacant position in such an event.

Article 9: Auxiliary Organizations

Any number of auxiliary organizations may operate under their own bylaws as long as those bylaws do not conflict with the bylaws of JMBC. They may elect their own officers as approved by denomination standards or by Baptist affiliation. Their president will make monthly reports to the Board of Elders and give updates to the congregation at quarterly

business meetings.

Article 10: Pastorate

Section 1. Duties and Qualifications of the Pastor

The Pastor is called to be a spiritual leader of the congregation. He or she shall be a permanent ex officio member of the Board of Elders and shall meet the criteria laid out in Article 6, Section 1. In addition, he or she will be an ordained minister of the Gospel whose ordination is recognized by the American Baptist Churches of Michigan and American Baptist Churches, USA.

The Pastor shall:

- A. Fulfill his or her job description (as maintained by the Board of Elders) in such a way as to enable each member of JMBC to fulfill his or her calling as a minister of the Gospel
- B. Strive to minister to regular attendees and equip them for ministry
- C. Supervise the day-to-day operation of the church
- D. Actively participate as an elder of the church, prayerfully seeking God's direction in carrying out the church's mission
- E. Make himself or herself available to all committees of the church as well as task forces, organizations, etc.

Section 2. Calling a Pastor

When the pastorate is to be vacated, the Board of Elders will work with the Diaconate to nominate a Pastoral Search Committee of six (6) members that is representative of the congregation at large (one member representing youth and one representing ABW). At a specially called meeting, additional nominations may be made from the floor, after which the

congregation will vote. All Search Committee members must be members of the church and shall be elected to serve until a pastor is secured. They shall work with the American Baptist Churches of Michigan representatives to fill the position with a candidate who meets the ordination and educational standards (or who will meet the standards if he or she is called) of the denomination.

The call of a pastor shall come before the congregation at a business meeting called for that purpose. Notice of such a meeting and its purpose shall be read from the pulpit on two successive Sundays prior to the day of the vote, and a written notice mailed to all members at least two weeks before the vote is taken. A vote of eighty percent (80%) of the total votes taken shall be necessary to extend a call. Absentee ballots will be made available to any member who cannot attend in person and must be returned to the church before the vote. A minimum of fifty (50) active members of the church must be present for the meeting to vote. The vote will be taken by secret ballot. A copy of the written call with terms of employment shall be presented to the membership prior to the vote.

Only one candidate at a time will be considered for the position and be presented to the membership by the Pastoral Search Committee. JMBC will be responsible for all reasonable expenses incurred by the Pastoral Search Committee while seeking a new pastor.

Section 3. Termination of Pastoral Employment

Pastoral employment may be terminated with sixty (60) days written notice on the part of the Pastor to the church or on the part of the church to the Pastor. Such notice must first be submitted in writing to the Board of Elders for approval.

Termination of pastoral employment shall be voted upon at a business meeting called for that purpose. Notice of such a meeting and its purpose shall be read from the pulpit on two successive Sundays prior to the day of the vote, and a written notice mailed to all members at least two (2) weeks prior to the vote. A minimum of fifty (50) members must be present to vote. A vote of eighty percent (80%) of the total votes taken shall be necessary to terminate pastoral employment.

The relationship may be terminated either by a shorter or longer period than sixty (60) days by mutual consent of both parties.

Article 11: Congregational Meetings

Section 1. Timing and Protocol

Business meetings shall be a time of accountability for the Pastor and other elders to answer any questions or concerns about their activities or the direction of the church. To that end:

- A. The chair of the Board of Elders shall preside at all business meetings of the congregation and, in the temporary absence of the chair, the Pastor or another active elder shall preside.
- B. A quorum for the transaction of business shall be thirty (30) active members, unless otherwise stated in these bylaws.
- C. All matters pertaining to passing the church budget or the purchase, sale, or mortgaging of church property shall be voted on by any member who is at least 18 years of age, in addition to any other limitations placed by local, state, and federal age laws for voting on such matters.
- D. Robert's Rules of Order shall govern when not in conflict with these bylaws.

Section 2. Quarterly Business Meetings

Quarterly business meetings shall be held after the end of the quarter on a date to be determined by the Board of Elders. The purpose of these meetings shall be to receive the required reports from the Pastor, Board of Elders, Diaconate, committees, and officers as well as reports of the activities of the church, financial statements, and the transaction of other relevant business

Section 3. Annual Business Meetings

The Annual Meeting of JMBC shall be held no later than the last Sunday in January to receive the written reports of the Pastor, Board of Elders, Diaconate, committees, Treasurer, and other officers, and other required reports, as well as the transaction of any necessary JMBC business.

Section 4. Special Business Meetings

- A. A business meeting shall be called between the first Sunday of October and last Sunday of December of each year to present a budget for the upcoming year and a slate of elected persons for office, to be voted on by the congregation. This date shall be set by the Board of Elders and may or may not coincide with a quarterly business meeting.
- B. Special business meetings may be called by the Board of Elders with two weeks' notice from the pulpit or a mailing to the congregation. Emergency meetings may be called by the Board of Elders without two weeks' notice.

Article 12: The Church Year

The church year shall coincide with the calendar year.

Article 13: Financial Policy

Section 1. Source of Funds

Funds shall be obtained primarily from personal voluntary giving. However, this provision does not exclude requesting a reasonable donation or fee, receiving a freewill offering, or raising money to assist the ministries of JMBC.

Section 2. Annual Budget

The Board of Elders, working with the Treasurer and Financial Secretary, shall prepare the annual church budget, which must be affirmed by a vote of the congregation. The Board of Elders, Treasurer, and Financial Secretary shall continually monitor the state of the church's finances and keep the congregation informed.

Section 3. Annual Audit

The Board of Elders will annually appoint a three-person Audit Committee. The Audit Committee shall meet as soon after January 1 as possible.

The Audit Committee shall:

- A. Conduct a detailed annual audit of all church financial records from the previous year
- B. Confirm that insurance is in effect to protect the church from fortuitous loss
- C. Provide an annual report for the congregation.

Article 14: Disposition of Property

Upon dissolution of the Church, all real and personal property of the Church shall be donated and/or sold after congregational approval at a special business meeting called for such purpose with the proceeds going to the American Baptist Churches of Michigan or any constituent member of the American Baptist Churches, USA, as directed by JMBC.

Article 15: Volunteer Directors

To the extent provided by law, a volunteer director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for a breach of the director's fiduciary duty. However, the provision shall not eliminate or limit the liability of a director for any of the following:

- A. A breach of the director's duty of loyalty to the Corporation or its members
- B. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law
- C. A violation of Section 561 (1)
- D. A transaction from which the director derived an improper personal benefit

- E. An act or omission occurring before this document was filed
- F. An act or omission that is grossly negligent

To the extent provided by law, the Corporation assumes all liability to any person other than the Corporation or its members for all acts or omissions of a volunteer director which are incurred in the good and faithful performance of the volunteer director's duties.

Article 16: Amendments

The Board of Elders shall appoint a special Bylaws Committee every five years to review these bylaws in order that they be reaffirmed or revised by the congregation.

These bylaws may be amended at any regular or specially called meeting of JMBC by a two-thirds vote of those present and voting, provided that a quorum is present and voting. Notice of the vote must be given during the worship service on two successive Sundays (not including the day of the vote). In addition, copies of the proposed changes shall be provided to all active members.

These by-laws were approved and adopted at the business meeting held January 19, 2014.