

## **Introduction to Bylaws Faith Bible Church**

The following Bylaws are designed to help our church operate in a biblically faithful manner. Like most church bylaws, they cover basic issues related to membership, the responsibilities of church officers, and the use of church property. They also cover issues that are often overlooked in standard bylaws, such as biblical counseling, confidentiality, and conflict resolution.

At first glance, you may wonder why we have gone into such detail and addressed issues that churches have traditionally ignored. The primary answer to this question is that we believe there has been a significant change in the moral and legal climate of this country. Formerly, most Americans, whether they were Christian or not, held to a common framework of basic moral values. Honesty, fairness, respect for others, self-discipline, and accountability were generally viewed as commendable qualities. In recent years, however, a growing emphasis on individualism, a diminished respect for authority, the acceptance of relative morality, and the loss of common norms and values has undermined respect for these qualities.

Because of this change, it is no longer possible to assume that everyone holds to the same standard of common sense, fairness, and justice, even within the same church. Therefore, what seems to be appropriate to one member of a church (for example, giving three days notice of a special meeting) might seem to be outrageous to another member.

This loss of common values even within the church can cause a great deal of confusion and conflict. It can also expose a church to devastating lawsuits. Formerly, very few people would have even dreamed of suing a church. But the legal climate has changed dramatically, and today lawsuits against churches are commonplace. Part of the reason for this is that people have differing expectations as to how a church should conduct its affairs and treat its members. When these expectations are not met, a lawsuit often follows, which can ruin a church both spiritually and financially.

Proverbs 22:3 warns, “A prudent man sees danger and takes refuge, but the simple keep going and suffer for it.” Realizing the absence of common norms and values can pose a threat to the unity and well-being of our church, we developed these Bylaws as a means of establishing legally recognized, commonly accepted standards for how we would treat one another and govern ourselves as a body. In particular, these Bylaws are designed to accomplish these goals:

- To help to prevent surprises and disappointed expectations by providing potential members with a thorough explanation of how the church intends to govern itself.
- To reduce the likelihood of confusion and conflict within the church by establishing clear operational guidelines.
- To establish procedures that protect members from being disciplined or losing rights without due process.

- To give our Elders protection from being subpoenaed by a civil court to testify regarding information they receive through pastoral counseling, while at the same time giving them guidelines for reporting actual or suspected harm to others.
- To reduce the church's exposure to legal liability by satisfying legal requirements, even in areas where we deny that the state has jurisdiction, and by requiring that potential lawsuits will be resolved through biblical mediation or arbitration rather than through litigation.

Most people would agree that these are worthwhile goals, but some might still be troubled by the amount of detail found in these Bylaws. They might say, "Why can't we live with just a few general rules?" The answer to that question is quite simple: Because we live in a fallen world, we tend to interpret general rules differently and twist them to serve our own selfish ends; therefore, it is often necessary to develop detailed rules which tend to eliminate the possibility of misunderstandings and mistreatment.

This human need for detailed guidance is clearly reflected in Scripture. Instead of giving us only the two great commandments (love God and love your neighbor), God gave us the Ten Commandments. And He didn't stop there. Knowing our weakness and our sinful tendency to ignore or distort His commandments, God instructed Moses to set forth dozens of detailed laws on how we should behave (see Exodus, Leviticus, and Deuteronomy). All of these laws are summed up in the two great commandments, but even Jesus knew that until the world is renewed, we will still need the helpful guidance of the more detailed moral principles set forth throughout Scripture (see Matthew 5:17-7:6).

One of the places that we sometimes need this kind of detailed guidance is in the church. Scripture does not tell us exactly how to give notice or establish quorums for meetings, what information should remain confidential and what may be shared with others, or how to dispose of property if a church dissolves. These Bylaws are designed to answer these types of questions, and will hopefully spare us from unnecessary confusion and conflict, help us to act in consistent and respectful ways, and allow us to devote ourselves to the more important matters of God's kingdom.

As you read these Bylaws, we encourage you to look up and study the Bible passages that are cited next to particular provisions. If such study does not answer all of your questions and concerns, please do not hesitate to approach our Pastor or one of our Elders, who will be happy to talk with you about these Bylaws.

## **Church Bylaws**

- 1. Name**
- 2. Constitution**
- 3. Organization and Incorporation**
- 4. Purpose and Limitations**
- 5. Location of Office**
- 6. Membership**
- 7. Elders and Deacons**
- 8. Pastor**
- 9. Elder Council (Board of Directors)**
- 10. Deacons**
- 11. Congregational Meetings**
- 12. Biblical Counseling**
- 13. Confidentiality**
- 14. Conflict Resolution**
- 15. Church Discipline**
- 16. Distribution of Property**
- 17. Indemnification of Directors**
- 18. Rules of Order**
- 19. Amendment of Bylaws**

## **1. Name**

- 1.1. The name by which this organization shall Inc.,” referred to herein as “the church.” be known in law shall be “Faith Bible Church.”

## **2. Constitution**

- 2.1. The Constitution of the church, which is subordinate to the Scriptures of the Old and New Testaments, consists of the Statement of Faith. Whenever possible, these Bylaws shall be interpreted so as to be consistent with the Constitution. Should any bylaw be found to contradict a provision of the Constitution, the Constitution controls.

## **3. Organization and Incorporation**

- 3.1. The organization is organized as a nonprofit corporation under the laws of the State of Georgia.

## **4. Purpose and Limitations**

- 4.1. The purposes of the church are:
  - 4.1.1. To bring glory and honor to the triune God by promoting true exaltation, mutual edification, and gospel evangelism.
  - 4.1.2. To operate exclusively for religious, charitable, and educational purposes within the classification of legal charities; and no part of the net earnings of the organization shall inure to the benefit of any private stockholder or individual; and no substantial part of the activities of the organization, or any receipt of its funds, shall be utilized for any other purpose except those purposes mentioned above.
  - 4.1.3. To handle affairs pertaining to property and other temporal matters as required by the civil authorities.
- 4.2. The church does not have or issue shares of stock, and no dividends are paid. No part of the income or assets of the church is distributed to any member or officer without full consideration. The church is prohibited from lending money to guarantee the obligation of a member or officer of the church. No member or officer of the church has any vested right, interest or privilege in or to the assets, property, functions, or activities of the church. The church may contract in due course, for reasonable consideration, with its members or officers without violating this provision.

## **5. Location of Office**

- 5.1. The registered office of the church shall be located within Georgia at the address of the church's registered Agent. The Elder Council may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the Secretary of State.

## **6. Membership**

- 6.1. The membership consists of all who have the privilege of pastoral oversight, instruction, and government by the church, have made a credible profession of faith in Christ, have been baptized, and have been received into membership as provided in section 6.1.1.
  - 6.1.1. In order to be received into membership, a person must submit a Membership Application and be accepted by the Elder Council. This acceptance is contingent upon hearing a biblical salvation testimony in a meeting with a designated group appointed by the Elder Council.
  - 6.1.2. Grounds for refusal of membership — lack of clear testimony, serious disagreement with the bylaws, membership in a Masonic lodge or other secret society, inconsistent lifestyle.
- 6.2. Members may be removed from membership at their own request by informing the Elder Council of their intention to withdraw and the reasons therefore. If a member requests to withdraw because of specific problems or disappointments with the church, the Elder Council attempts to resolve those matters so that the member may remain in the church and enjoy greater fruitfulness and personal spiritual growth. If the Elder Council is unable to resolve those matters, it offers to assist the member in locating a church of like faith and practice that can respond more effectively to his gifts and needs. If it appears to the Elder Council that a member has requested removal to avoid church discipline, that request may not be given effect until the disciplinary process has been properly concluded (see Matthew 18:15-20; Bylaw §16; Guidelines on Church Discipline).
- 6.3. Members may also be removed from membership by the Elder Council when they: persistently, over an extended period of time, and without adequate reason absent themselves from the stated services of the church, unite with another church; cannot be found for a period greater than one year; or are removed by excommunication for persistent impenitence or factiousness (see Bylaw § 16; Guidelines on Church Discipline).

## **7. Elders and Deacons**

- 7.1. Elders and Deacons must meet the biblical qualifications of 1 Timothy 3 and Titus I. In order to be eligible for appointment, a man must be a member in good standing in the church, must have received appropriate training under the direction of or with the approval of the Elder Council, and must have served the church in functions requiring responsible leadership.
- 7.2. Elders, individually and jointly with the Pastor(s), are to lead the church in the service of Christ. They are to watch diligently over the people committed to their charge to prevent corruption of doctrine or morals. They should visit the people, especially the sick, instruct the ignorant, comfort the mourning, and nourish and guard the body of Christ and the children of the church. They should pray with and for the people. They should have particular concern for the doctrine and conduct of the Pastor and help him in his labors.
- 7.3. Deacons show forth the compassion of Christ in a manifold ministry of mercy toward the saints and strangers on behalf of the church. As delegated and directed by the Elder Council, they minister to the temporal needs of members and friends and see to the care and maintenance of church property.
- 7.4. Any member may propose to the Elder Council nominations for the offices of Elders and Deacons. The Elder Council shall certify those nominees whom, upon examination, it judges to possess the necessary qualifications for office.
- 7.5. Elders and Deacons are appointed for indefinite terms of service.
- 7.6. An Elder or Deacon may be divested of his office via church discipline for an offense in doctrine or life that is biblically disqualifying, even if repentant if he is no longer above reproach.

## **8. Pastor(s)**

- 8.1. It is the charge of the Pastors to feed and tend the flock as Christ's ministers and with the other Elders to lead them in all the service of Christ.
- 8.2. It is their task to conduct the public worship of God; to pray for and with Christ's flock; to feed the flock by the public reading and preaching of the Word of God, according to which they are to teach, convince, reprove, exhort, comfort, and evangelize, expounding and applying the truth of Scripture with ministerial authority, as diligent workmen approved by God; to administer the ordinances; to shepherd the flock and minister the Word according to the particular needs of groups, families, and individuals in the congregation, teaching plainly the principles of God to those who are yet babes in Christ, visiting in the homes of people, instructing and counseling individuals, and training them to be faithful servants of Christ; to minister to the poor, the sick, the afflicted, and the dying; and to make known the gospel to the lost.

## **9. Elder Council (Board of Directors)**

- 9.1. The Elder Council is the governing body (Board of Directors) of the church and consists of the Pastor(s) and other Elders. The Elder Council has the power and authority to make rules and regulations not inconsistent with the laws of the State of Georgia, the Constitution, these Bylaws, and Scripture. The Elder Council manages the business affairs of the corporation, oversees all matters concerning the conduct of public worship, an concerts he best measures for promoting the spiritual growth and evangelistic witness of the congregation dismisses, and exercises discipline over the members of the church, supervises the activities of the Deacons and all other organizations of the congregation, and has final authority over the use of church property.
- 9.2. The Elder Council chooses its own moderator (Chairman) and clerk (Secretary) annually from among its members. The Elder Council may also choose a vice-moderator from among its members. The Elder Council may appoint a church treasurer from among the members of the church, ordinarily a Deacon.
- 9.3. The Elder Council has final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Elder Council is responsible for the acquisition and disposition of church property, which includes the management of its financial resources. The Elder Council or its delegates has the power to buy, sell, mortgage, pledge, or in any manner encumber any church property. The Elder Council may delegate to the Deacons or to other members such of these responsibilities as it deems appropriate on a temporary basis.
- 9.4. The Elder Council acts only upon unanimity of attending Elders and Pastors after prayerful consideration, in a spirit of humility, each regarding one another before himself.

- 9.5. The Moderator serves as the Chairman of the Elder Council and the Principal Executive Officer (president) of the corporation. The Moderator is subject to the control of the Elder Council, and shall in general supervise and control, in good faith, all of the business and affairs of the church. The Moderator may sign, with the Secretary or any other proper officer of the church that the Elder Council has authorized, corporation deeds, mortgages, bonds, contracts, or other Elder Council authorized instruments.
- 9.6. The duties of the Church Treasurer include.
  - 9.6.1. Having charge and custody of and responsibility for all funds and securities of the church;
  - 9.6.2. Receiving and giving receipts for moneys due and payable to the church from any source, and depositing all moneys in the church's name in banks, trust companies, or other depositories that the Elder Council selects;
  - 9.6.3. Submitting the books and records to a Certified Public Accountant or other accountant as directed by the Elder Council; and
  - 9.6.4. Performing, in general, all of the duties incident to the office of Treasurer and any other duties that the Moderator or Elder Council may assign.
  - 9.6.5. If required by the Elder Council, the Treasurer gives a bond for the faithful performance of the Treasurer's duties and as insurance against the misappropriation of funds. If a bond is required, it is in a sum and with the surety or sureties that the Elder Council shall determine.
- 9.7. The Elder Council establishes such committees as it deems necessary for the work of the church.

## **10. Deacons**

- 10.1 The Deacons oversee the ministry of mercy in the church and can collect and disperse funds for the relief of the needy in accordance with applicable laws regarding benevolence.

## **11. Congregational Meetings**

- 11.1 The Elder Council holds an annual meeting of the church each year at a date, time, and place determined by the Elder Council, for the purpose of hearing reports from the Elder Council, Deacons, and others as deemed appropriate.
- 11.2 Special meetings of the church may be called at a date and location to be determined by the Elder Council when it deems it to be in the best interests of the church.
- 11.3 The date, time, and location of all congregational meetings are announced orally or in the church bulletin at least two (2) Sundays prior to the time set for the meeting.
- 11.4 The purpose of a meeting should be announced in advance.

## **12. Biblical Counseling**

- 12.1 All Christians struggle with sin and the effect it has on our lives and our relationships (see Rom. 3:23; 7:7-25). Whenever a Christian is unable to overcome sinful attitudes or behaviors through private efforts, God commands that he/she should seek assistance from other members, and especially from the Pastor and other Elders, who have the responsibility of providing pastoral counseling and oversight (see Rom. 15:14; Gal. 6:1-2; Col. 3:16; 2 Tim. 3:16-4:2; Heb. 10:24-25; 13:17; James 5:16). Therefore, this church encourages and enjoins its members to make confession to and seek counsel from each other and especially from our pastors.
- 12.2 We believe that the Bible provides thorough guidance and instruction for faith and life. Therefore, our counseling is based upon scriptural principles rather than those of secular psychology or psychiatry. Neither the pastoral nor the lay counselors of this church are trained or licensed as psychotherapists or mental health professionals, nor should they be expected to follow the methods of such.
- 12.3 Although some members of the church work in professional fields outside the church, when serving as pastoral or lay counselors within the church they do not provide the same kind of professional advice and services that they do when they are hired in their professional capacities. Therefore, members who have significant legal, financial, medical, or other technical questions should seek advice from independent professionals. Our pastoral and lay counselors are available to cooperate with such advisors and help members to consider their advice in the light of relevant scriptural principles.

### 13. Confidentiality

- 13.1 The Bible teaches that Christians should carefully guard any personal and private information that others reveal to them. Protecting confidences is a sign of Christian love and respect (see Matt. 7:12). It also discourages harmful gossip (Prov. 16:28; 26:20), invites confession (see Prov. 11:13; 28:13; James 5:16), and encourages people to seek needed counseling (see Prov. 20:19; Rom. 15:14). Since these goals are essential to the ministry of the gospel and the work of this church, all members are expected to refrain from gossip and to respect the confidences of others. In particular, our Pastor and Elders carefully protect all information that they receive through pastoral counseling, subject to the following guidelines.
- 13.2. Although confidentiality is to be respected as much as possible, there are times when it is appropriate to reveal certain information to others. In particular, when the Pastors and Elders of this church believe it is biblically necessary, they may disclose confidential information to appropriate people in the following circumstances:
- 13.2.1. When a Pastor or Elder is uncertain of how to counsel a person about a particular problem and needs to seek advice from other Pastors or Elders or, if the person attends another church, from the Pastors or Elders of that church (see Prov. 11:14; 13:10; 15:22; 19:20; 20:18; Matt. 18:15-17);
- 13.2.2. When the person who disclosed the information or any other person is in imminent danger of serious harm unless others intervene (see Prov. 24:11-12),
- 13.2.3. When a person refuses to repent of sin and it becomes necessary to institute disciplinary proceedings (see Matt. 18:15-20 and Bylaw §15) or seek the assistance of individuals or agencies outside this church (see, e.g., Rom 13:1-5); or
- 13.2.4. If required by law.
- 13.3. Scripture commands that confidential information be shared with others only when a problem cannot be resolved through the efforts of a small group of people within the church (Matt. 18:15-17). Therefore, except as provided in §13.2, a Pastor or Elder may not disclose confidential information to anyone outside this church without the approval of the Elder Council or the consent of the person who originally disclosed the information. The Elder Council may approve such disclosure only when it finds that all internal efforts to resolve a problem have been exhausted (see, e.g., 1 Cor. 6:1-8) and the problem cannot be satisfactorily resolved without the assistance of individuals or agencies outside this church (see, e.g., Rom. 13:1-5). This limitation applies to but is not limited to the giving of testimony in a court of law and the reporting of abuse.

- 13.4. The Pastors and Elders may, but need not, provide counselees with written notice of these confidentiality provisions, but these provisions shall be in effect regardless of whether such notice is given.

## **14. Conflict Resolution**

- 14.1. Conflicts involving doctrine or church discipline are resolved according to the procedures set forth in the Bylaws on Church Discipline, §15.
- 14.2. This church is committed to resolving in a biblical manner all disputes that may arise within our body. This commitment is based upon God's command that Christians should strive earnestly to live at peace with one another (see Matt. 5:9; John 17:20-23; Rom. 12:18; and Eph. 4:1-3) and that when disputes arise, Christians should resolve them according to the principles set forth in Holy Scripture (see Prov. 19:11; Matt. 5:23-25; 18:15-20; 1 Cor. 6:1-8; Gal. 6:1). We believe that these commands and principles are obligatory on all Christians and absolutely essential for the well-being and work of the church. Therefore, any and all disputes in this church shall be resolved according to biblical principles, as provided in this bylaw.
- 14.3. When a member of this church has a conflict with another member, he should attempt to resolve the matter as follows:
  - 14.3.1. The offended person should prayerfully examine himself and take responsibility for his contribution to a problem (Matt. 7:3-5.)
  - 14.3.2. The offended person should go, repeatedly if necessary, and talk to the offender in an effort to resolve the matter personally and privately, having first confessed his own wrongdoing (Matt. 18:15; 7:5).
  - 14.3.3. If the offender will not listen the offended or concerned person should return with one or two other people who will attempt to help the parties resolve their differences (Matt. 18:16); these other people may be members or officers of the church, other respected Christians in the community, or trained mediators or arbitrators (conciliators) from a Christian conciliation ministry approved by the Elder Council. At the request of either party to the dispute, the church shall make every effort to assist the parties in resolving their differences and being reconciled.
- 14.4. If a dispute arises within the church or between a member and the church and cannot be resolved through the internal procedures described above, the following resolution efforts may be attempted:
  - 14.4.1. The Elders may submit a dispute to arbitration. The arbitrators must uphold the decisions of the Elder Council on matters of doctrine and church discipline.

- 14.4.2. This section covers the church as a corporate entity and its agents, including its Pastors, officers, staff, and volunteers with regard to any actions they may take in their official capacities.
- 14.4.3. This section covers any and all disputes or claims arising from or related to church membership, doctrine, policy, practice, counseling, discipline, decisions, actions, or failures to act, including claims based upon civil statute or for personal injury.
- 14.4.4. By joining this church, all members agree that these methods provide the sole remedy for any dispute arising against the church and its agents, and they waive their right to file any legal action against the church in a civil court or agency, except to enforce an arbitration decision.
- 14.4.5. If a dispute or claim involves an alleged injury or damage to which the church's insurance applies, and if the church's insurer refuses to submit to mediation or arbitration as described in this section, either the church or the member alleging the injury or damage may declare that this section is no longer binding with regard to that part of the dispute or claim to which the church's insurance applies.

## **15. Church Discipline**

- 15.1. Church discipline must be carried out according to Matt. 18:15-20 and other verses concerning discipline within the church. The threefold purpose of church discipline is (1) to glorify God by maintaining purity in the local church (1 Corinthians 5:6), (2) to edify believers by deterring sin (1 Timothy 5:20), and (3) to promote the spiritual welfare of the offending believer by calling him or her to return to a biblical standard of doctrine and conduct (Galatians 6:1).

Those who fellowship with this church who err in doctrine, or who engage in conduct that violates Scripture as determined by the Council of Elders, shall be subject to church discipline, including dismissal, according to Matthew 18:15-18.

Before such dismissal, however,

(1) it shall be the duty of any member of this church who has knowledge of the erring individual's heresy or misconduct to warn and correct such erring individual in private, seeking his or her repentance and restoration. If the erring individual does not heed this warning, then

(2) the warning member shall again go to the erring individual, seeking his or her repentance, but accompanied by one or two individuals who shall confirm that the sin has occurred or is continuing to occur, and/or that the erring individual has been appropriately confronted and has refused to repent. If the erring individual still refuses to heed this warning, then

(3) it shall be brought to the attention of the Council of Elders (or a duly appointed Committee of the Council of Elders, at the sole discretion of the Council of Elders). If the Council of Elders (or a duly appointed Committee of the Council of Elders, at the sole discretion of the Council of Elders) determines after thorough investigation in accord with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18, 1 Timothy 5:19, and Titus 3:10 that there is corroborating evidence that the erring individual has sinned or is continuing to sin, that he or she has been appropriately confronted, and that he or she has refused to repent, then the Elders shall inform the church and the congregation thereof at a regularly-scheduled worship service in order that the church may call the erring individual to repentance. If the erring individual demonstrates repentance, then notice to that effect may be given at a regularly scheduled worship service. If, however, the erring individual does not repent in response to the church in its collective call to repentance, then

(4) he or she shall be publicly dismissed from the fellowship and/or membership of the church and the congregation thereof at a regularly scheduled worship service. If the erring individual, after such dismissal, heeds the warning, demonstrates repentance, and requests reinstatement before the Council of Elders (or a duly appointed Committee of the Council of Elders, at the sole discretion of the Council of Elders), then he or she shall be publicly restored to all the rights, duties, privileges, and responsibilities of fellowship and/or membership.

The members of this church, and all other professing Christians who regularly attend or fellowship with this church, agree that there shall be no appeal to any court because of the dismissal or because of public statements to the congregation at the third or fourth stages of church discipline. Members who are under discipline by the church, as defined in the previous paragraph, forfeit and waive the right to resign from this church. Resignations from membership are possible only by members who are in good standing and who are not under any disciplinary action.

## **16. Ownership and Distribution of Property**

- 16.1. The church can hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.
- 16.2. “Dissolution” means the complete disbanding of the church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the church, its property shall be applied and distributed as follows:
  - 16.2.1. All liabilities and obligations of the church shall be paid and discharged or adequate provision shall be made therefore;
  - 16.2.2. Assets held by the church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

16.2.3. Assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the corporation; this distribution shall be done pursuant to a plan adopted by the Elder Council, provided that no assets are distributed to any organization governed by a member of the Elder Council; and

16.2.4. Any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are of like doctrine and practices.

## **17. Indemnification of Officers**

17.1. The Elder Council may choose to indemnify and advance the church-related expenses of any officer, employee, or agent of the church.

17.2. Subject to paragraph 18.2.3, the church may indemnify any Elder or Deacon or former Elder or Deacon of the church against claims, liabilities, expenses, and costs necessarily incurred by him in connection with the defense, compromise, or settlement of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been an Elder or Deacon, to the extent not otherwise compensated, indemnified or reimbursed by insurance, if:

17.2.1. The conduct of the Elder or Deacon was in good faith;

17.2.2. The Elder or Deacon reasonably believed that his conduct was in the best interests of the church, or at least not opposed to its best interests; and

17.2.3. In the case of any criminal proceeding, the Elder or Deacon had no reasonable cause to believe that his conduct was unlawful.

17.3. The church may not indemnify an Elder or Deacon in connection with a proceeding brought against him by or in the right of the church, in which he was adjudged liable to the church, or where the Elder or Deacon is charged with receiving an improper personal benefit and he is adjudged liable on that basis.

**18. Rules of Order**

- 18.1. Common sense prevails in meetings of all committees, the Elder Council, the Deacons, and the congregation. The moderator of any meeting may exercise due judgement in adjourning the meeting in order to preclude further sinful behavior from anyone.

**19. Amendment of Bylaws**

- 19.1. These Bylaws may be amended or repealed only by the unanimous consent of the Elder Council.