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CONSERVATIVE BAPTIST MISSION TO THE NORTHEAST
“Planting and Growing Healthy Churches Together”

BYLAWS
Revised 10/2/2007

PREAMBLE

In obedience to God and His Word, the Conservative Baptist movement has demonstrated an historic commitment to the Great Commission. The Conservative Baptist Mission to the Northeast exists to assist churches in fulfilling the Great Commission with a Great Commandment passion as they bring the diverse peoples of our region to new life and maturity in Jesus Christ. We seek to help plant culturally-relevant churches, link churches together in ministry, assist churches in crisis, network pastoral leadership and resources for churches, and strengthen churches through prayer, biblical proclamation and growth ministries.

ARTICLE I: NAME

The name of this organization shall be “The Conservative Baptist Association of New England, Inc.,” incorporated in the Commonwealth of Massachusetts on February 28, 1984, and also known as “Conservative Baptist Mission to the Northeast,” “CB Northeast” or “Mission Northeast,” here and after referred to as the Mission.

ARTICLE II: DECLARATION OF FAITH

THE WORD OF GOD: We believe the Scriptures of the Old and New Testaments are the inspired Word of God, inerrant in the original writings, complete as the revelation of God’s will for salvation, and the supreme and final authority in all matters to which they speak.

THE TRINITY: We believe in one God, Creator and Sustainer of all things, eternally existing in three persons, Father, Son, and Holy Spirit; that these are equal in every divine perfection and that they execute distinct but harmonious offices in the work of creation, providence, and redemption.

GOD THE FATHER: We believe in God the Father, an infinite, personal Spirit, perfect in holiness, wisdom, power, and love. We believe He concerns Himself mercifully in the affairs of humanity, that He hears and answers prayer, and that He saves from sin and death all who come to Him through Jesus Christ.

JESUS CHRIST: We believe that Jesus Christ is God’s eternal Son, and has precisely the same nature, attributes and perfections as God the Father and God the Holy Spirit. We believe further that He is not only true God, but also true human, conceived by the Holy Spirit and born of the virgin Mary. We also believe in His sinless life, His substitutionary atonement, His bodily resurrection from the dead, His ascension into heaven, His priestly intercession on behalf of His people, and His personal, visible return from heaven.

HOLY SPIRIT: We believe in the Holy Spirit, His personality, and His work in regeneration, sanctification, and preservation. His ministry is to glorify the Lord Jesus Christ, and implement Christ’s work of redeeming the lost and empowering the believer for godly living and service.

HUMANITY: We believe God created humanity, male and female, in the image of God and free from sin. We further believe all people are sinners by nature and choice and are therefore spiritually dead. We also believe that those who repent of sin and trust Jesus Christ as Savior are regenerated by the Holy Spirit.

SALVATION: We believe in salvation by grace through faith in Jesus Christ. We further believe that this salvation is based upon the sovereign grace of God, and was purchased by Christ on the cross, and is received through faith, apart from any human merit, works, or ritual. We further believe salvation results in righteous living, good works, and proper social concern.

THE CHURCH: We believe that the Church is the spiritual body of which Christ is the head. We believe that the true Church is composed of all persons who through saving faith in Jesus Christ have been regenerated by the Holy Spirit.

We believe that this body expresses itself in local assemblies whose members have been immersed upon a credible confession of faith and have associated themselves for worship, for instruction, for evangelism, and for service. We believe the ordinances of the local church are believer's baptism by immersion and the Lord's Supper. We also believe in the interdependence of local churches and the mutual submission of believers to each other in love.

SEPARATION OF CHURCH AND STATE: We believe that each local church is self-governing in function, and must be free from interference by any ecclesiastical or political authority. We further believe that every human being is directly responsible to God in matters of faith and life, and that each should be free to worship God according to the dictates of his or her conscience.

CHRISTIAN CONDUCT: We believe that the supreme task of all believers is to glorify God in their lives; that their conduct should be blameless before the world; that they should be faithful stewards of their possessions; and that they should seek to realize for themselves the full stature of maturity in Christ.

LAST THINGS: We believe in the bodily resurrection of the saved and the lost, the eternal existence of both in either heaven or hell, in divine judgments, rewards, and punishments.

ARTICLE III: AFFILIATION

Section 1. Nature:

The affiliates of the Conservative Baptist Mission to the Northeast shall consist of the following:

- A. Autonomous churches, without regard to other affiliations, may affiliate with the Mission if they meet the following criteria:
 - 1. The church shall have by vote declared their agreement with the convictions expressed in the Preamble and Declaration of Faith of the Mission, and who agree to abide by the Bylaws of the Mission.
 - 2. The doctrinal statement of the church shall be consistent, though not necessarily identical, with the doctrinal statement of the Mission.
 - 3. The congregation shall have the final authority in legal and constitutional matters.
 - 4. The church shall practice believer's baptism by immersion as a requirement for membership.
 - 5. The church's practice is to call and ordain only biblically qualified men as elder/pastors.

These may receive provisional membership in the Mission upon application through the Procedures Committee and approval by the Executive Board. Their membership is subject to ratification by a two-thirds majority vote of the messengers present and voting at the next annual meeting.

- B. Individuals—ministers, missionaries, and lay members of non-affiliated churches—who declare their agreement with the convictions expressed in the Preamble and Declaration of Faith, and who agree to abide by the Bylaws of the Mission may be received into the membership. These persons shall make a yearly application through the Procedures Committee. The provisional approval by the Executive Board will be subject to ratification by a two-thirds majority vote of the messengers present and voting at the next annual meeting.
- C. Retired Conservative Baptist pastors and missionaries who are members of Conservative Baptist Churches are eligible for individual membership in the Mission.
- D. Fraternal Relationships. This Mission shall be in fraternal relationship with all Conservative Baptist Missions and Ministries. Such relationships shall not be construed as surrendering the autonomy of this Mission.

Section 2. Representation:

Each affiliated church shall be entitled to have two messengers for the first 25 active resident members, one messenger for each additional 25 resident members to the first 100 members; and one additional messenger for each additional 100 active resident members or fraction thereof. See ARTICLE VI, Section 1 and ARTICLE XII, Section 2.

Section 3. Withdrawal:

- A. Any church upon vote of its congregation has the privilege of withdrawing its affiliation from the Mission by sending to the Board a written request that its affiliation be dropped. The Board shall report the withdrawal to the Mission.
- B. This Mission reserves the right, by a 2/3 vote, to withdraw fellowship from any church that functions contrary to our Declaration of Faith, By-laws or policies and to terminate the church's affiliation with the Mission upon recommendation by the Board according to established discipline procedures as contained in the Mission Policy Manual.
- C. Any church or individual member of this Mission that ceases to meet the qualifications for affiliation in Article III, Section 1 shall be examined and confronted accordingly. The church or individual may, after opportunity of redress, withdraw by notifying the Procedures Committee in writing. If such church or individual member of this Mission fails to correct the offending conditions, charges in writing may be presented by the Procedures Committee to the Mission for suitable action. All cases of discipline shall be acted upon provisionally by the Board, subject to the confirmation by the Mission at an annual meeting.

Section 4. Church Relations:

This Mission shall seek to honor and maintain the autonomy of its local churches and shall not speak for, or officially represent, any church unless such representation is specifically requested.

Section 5. Area/Ethnic Fellowships:

- A. Fellowships may be defined by geographical boundaries or shared ethnic/linguistic characteristics determined by the Executive Board in consultation with the churches in the area under consideration. An Area or Ethnic Fellowship shall be established for the clustering of churches for mutual prayer, encouragement, study, vision casting, and accountability. These Fellowships shall also seek to hold (by themselves or in cooperation with other fellowships) meetings, retreats and/or seminars that would be of mutual benefit and further the work of God's Kingdom.
- B. Each Fellowship shall elect a representative called a moderator to serve on the Executive Board for the first twenty churches in a Fellowship. For each additional twenty churches or fraction thereof an additional representative may be sent. These representatives shall serve on the Executive Board for two-year terms.

Section 6. Financial Support:

The Mission derives its support primarily from affiliated churches and individuals. Therefore, each church and each individual is expected to contribute regularly.

ARTICLE IV: OFFICERS

Section 1. Elected Officers:

The elected officers of the Mission shall be President, Vice-President and Recording Secretary. They shall serve as Chairman, Vice-Chairman and Secretary of the Executive Board.

Section 2. Election of Officers:

Nominees for elected offices and chairs of the Business Affairs and the Church Planting Committees shall be presented by the Nominating Committee. Nominations may be made from the floor provided those nominated have been contacted and have given their consent prior to being nominated. All nominees shall be in good standing in an affiliated church. Election shall be by majority vote of the messengers present and voting at the annual business meeting of the Mission. No elected officer shall be a member of a church that also has an elected Board member.

Section 3. Term of office:

The elected officers shall be elected for two-year terms. No elected officer shall serve in the same office for more than three consecutive terms. Officers shall assume their duties upon installation during the annual meetings.

Section 4. Duties of Officers:

- A. **President:** The President shall preside at all meetings of the Mission and at all Board meetings. This person shall be an ex-officio member of all committees but without the right to vote. He shall give an annual report to the affiliated churches of the activities of the Board. He shall serve a Chairman of the Executive Committee.
- B. **Vice-President:** The Vice-President shall preside at meetings of the Mission and of the Board in the absence of the President. This person shall assume the office of President in the event of the death or the resignation of the President and serve as the Vice-Chairman of the Executive Committee. The Vice-President shall coordinate and resource the work of the Area/Ethnic Fellowship Representatives.
- C. **Recording Secretary:** The Recording Secretary shall assure that complete and accurate minutes are kept for all meetings of the Mission as well as both the Executive Board and Committee. The Recording Secretary shall preside at the meetings of the Mission and of the Board in the absence of both the President and Vice-President and shall ensure that the Mission Ministry Center receives all information needed for communication to the constituency.

ARTICLE V: EXECUTIVE BOARD

Section 1. Composition of the Board:

The Executive Board shall be composed of representatives from the Area/Ethnic Fellowships, the elected officers of the Mission, and the chairs of the Business Affairs and Church Planting Committees.

Section 2. Election of Board Members:

- A. The board members should be elected at an Area/Ethnic Fellowship meeting, or at the caucus sessions of the annual meeting of the Mission. Each board member shall be in good standing with the Mission. No member shall be elected from a church that also has an elected officer serving the Mission.
- B. Each Area/Ethnic Fellowship shall elect one Board member for the first twenty churches and an additional Board member for each additional twenty churches or fraction thereof.
- C. Up to three members-at-large may be selected by the nominating committee and elected at the annual meeting of the Mission to help provide a balanced representation on the Board.

Section 3. Term of Office:

The members shall be elected for a two-year term with approximately one-third of the Board retiring each year. After serving three consecutive terms, one year must elapse before one is eligible for reelection to the Board. A member's term of office begins at the time of installation at the annual meeting.

Section 4. Quorum:

A quorum shall consist of a majority of the board members.

Section 5. Duties of Executive Board:

- A. It shall have the power to formulate policies for the operation of the Mission.
- B. It shall employ an Executive Director who shall be the Chief Executive Officer of the Mission. A three-quarters (3/4) affirmative vote of the entire board shall be required to call an Executive Director.
- C. It shall approve the Associate Directors after consultation with the Executive Committee, the local Area/Ethnic Fellowship(s) and the Executive Director.
- D. Unless otherwise specified, it shall appoint a treasurer and a corporation registered agent.
- E. It shall review applications for individual or church membership that have been recommended by the Procedures Committee, and it shall have the power to grant provisional membership until the next annual meeting of the Mission. Provisional members shall have all benefits except voting privileges.

- F. It shall review (and alter, if necessary) the proposed budget presented by the Business Affairs Committee and recommend to the affiliated churches its adoption. It shall have the authority to adjust expenditures between Mission meetings as necessary, dependent upon the income of the Mission (see the Mission Policy Manual).
- G. It shall have, as the managing agents of the Mission, authority to borrow money for the program development of the Mission provided, such loans shall not exceed 80% of real property value. The loans should be self-liquidating. Financial policies shall be written in the Mission Policy Manual.
- H. It shall have the authority to sell and purchase property for the Mission according to the guidelines in the Mission Policy Manual, provided funds are available in the budget or a mortgage that is self-liquidating at current income levels is provided for repayment.
- I. It shall receive all real and personal property in the name of the Conservative Baptist Mission to the Northeast. It shall also authorize signatories to sign any and all legal documents as necessary.
- J. It shall keep the Area/Ethnic Fellowships, affiliated churches, and individual members informed as to the actions of the Board.
- K. It shall keep a complete record of minutes and resolutions of all Board meetings and make copies available upon request.
- L. It shall serve as the Board of Directors of the corporation.
- M. It shall approve the contents of the Mission Policy Manual.

Section 6. Vacancies:

The members of the Board shall, by a two-thirds vote, declare the position of a board member vacant following resignation, removal from the Area/Ethnic Fellowship he represents, cessation of his being a member in good standing of his church, or circumstances which make it impossible for him to attend Board meetings or function as a member of the Board. In the event of a vacancy the Area/Ethnic Fellowship churches shall, if possible, vote on a new moderator or representative for the Board. If the Area/Ethnic Fellowship is not able to elect a moderator, then the Executive Board shall appoint a new member from the Area/Ethnic Fellowship for the vacant position to serve until the next business meeting of the Area/Ethnic Fellowship.

ARTICLE VI. MEETINGS

Section 1. Annual Meetings:

- A. An Annual Meeting of the Mission shall be held at a place and date determined by the Mission at its prior annual business meeting. Should such action be delayed, the place and date shall be determined by the Board.
- B. Credentialed Messengers:
 - 1. Voting messengers must possess credentials from their local churches on forms provided by the Mission giving the church name and address, the number of active members, the names of the messengers. These documents shall affirm that local church procedure was followed and shall be signed by the pastor or another church officer.
 - 2. Non-credentialed messengers: messengers without an approved signature on their credentialing form may be seated by a two-thirds (2/3) vote of the affiliated churches, and may vote on all matters except amendments to the Bylaws (See Art. IV, Sect. 2 and Art. XII, Sect. 2).

C. Caucus Sessions:

Opportunity shall be given for caucus meetings of Area/Ethnic Fellowships to elect Board members, a nominating committee and consider other Mission business. Most Area/Ethnic Fellowship business should be conducted in an annual meeting of the Fellowship so that as many local churches as possible can be involved in decisions related to the Mission.

1. Formation of the Caucus: A caucus consists of messengers duly credentialed by the churches in a given Area/Ethnic Fellowship.
2. Presiding Officer: The Area/Ethnic Moderator shall moderate the meeting. In his absence a moderator pro tem shall be elected. A clerk shall be appointed whose responsibility it is to report all elections and recommendations to the Recording Secretary of the Mission immediately upon the conclusion of the caucus business.

D. Annual Business to be conducted:

1. Roll call of messengers.
2. Election of Board Members.
3. Adoption of annual Mission budget.
4. Other matters germane to the operation of the Mission.

Section 2. Other Business:

The Mission may hold other meetings during the year for promoting the general purpose of the Mission. Such meetings shall be called by the Board. The Mission churches shall be advised of such meetings at least four weeks in advance.

Section 3. Board Meetings:

The Board shall meet at least two times each year. Other meetings may be called as needed by the Executive Committee and/or the Executive Director.

Section 4. Rules of Order:

The organization will operate by such procedural rules as may from time to time be adopted by the Executive Board. These rules are subservient to the principles of Scripture, corporate by-laws, the articles of incorporation, as well as State and Federal Law.

Section 5. Quorum:

A Quorum of the Mission shall consist of messengers from twenty-five percent (25%) of affiliated churches.

Section 6. Absentee Voting:

A church unable to send messengers to a meeting may request an absentee ballot from the Mission Resource Center. Absentee ballots must be completed by the credentialed messenger. Only absentee ballots presented to the meeting moderator prior to the vote will be counted and considered part of the quorum for the meeting.

ARTICLE VII: COMMITTEES

Section 1. Executive Committee:

- A. Composition: The Executive Committee shall be composed of the President, Vice-President, Recording Secretary and two members elected by the Executive Board from its body at its first meeting.
- B. This committee shall meet at the call of the Executive Director or the President.
- C. It shall serve in an advisory capacity to the Executive Director.
- D. It shall review and recommend sales agreements on properties prior to approval by the Board. It shall make available to the entire Executive Board the minutes of such actions.
- E. It shall review the Executive Director's salary and the associate directors' salaries and make recommendations to the Business Affairs Committee.
- F. It may designate annually an attorney to provide legal counsel for the Mission.
- G. They shall appoint the members of all Standing Committees.

Section 2. Standing Committees:

- A. **Composition:** The Executive Committee shall annually appoint at least five members to each of the standing committees. Committee members need not be members of the Board with the exception of the fact that the Executive Board shall be represented by at least one member on each committee. Whenever possible, committees shall seek to have at least one person from each Area/Ethnic Fellowship.
- B. **Term of office:** Each shall serve for a two-year term following the Annual meeting of their appointment and can serve three terms before stepping down for at least one year. Each committee shall elect a chairman and secretary at its first meeting which will be called by the Board member on the committee.
- C. **Duties of Committees:** The number, nature and duties of these committees are spelled out in the Mission Policy Manual. They may include, but are not limited to the following:
 - 1. **Church Planting Committee:** This committee shall oversee the establishment of new churches according to the guidelines in the Mission Policy Manual. It shall annually draft a church planting budget and submit it to the Executive Board.
 - 2. **Growth Committee:** This committee shall seek to promote evangelism throughout the region. This committee shall also encourage existing churches to grow by providing information and seminars. It shall also work with challenged congregations to re-contextualize churches as needed.
 - 3. **Christian Education Committee:** This committee shall be responsible for assistance in developing educational programs, retreats, men's, women's and youth ministries of the Mission.
 - 4. **Business Affairs Committee:** This committee shall develop guidelines for the financial operation of the Mission and prepare the annual operations budget for presentation to the Board with a clear understanding of the goals of the Executive Board.
 - 5. **Procedures Committee:** This committee shall handle all matters pertaining to membership in the Mission and shall maintain the Mission Policy Manual. It shall review all amendments to the bylaws before they are presented to the Board.
 - 6. **Ordination Committee:** This committee shall be available to counsel candidates for ordination or to help local committee Area/Ethnic Fellowships meet with and counsel candidates for ordination. They shall use the Mission Policy Manual as their guide.
 - 7. **Mediation Committee:** This committee shall serve as a mediation advisory committee for churches that are having internal trouble.

Section 3. Special Committees:

- A. **Annual Meeting Program Committee:** This committee shall be composed of the Association President, Executive Director, Local Host Pastor and at least two additional members selected by the Executive Committee. This committee shall prepare and arrange the program and details for the Annual Meeting of the Mission.
- B. **Nominating Committee:** This committee shall be elected at the annual meeting to prepare a slate of nominees for the succeeding year, including President, Vice-President, Recording Secretary, and a new Nominating Committee to serve the following year. The President shall call for nominations from the floor. Geographic balance shall be included in the consideration of the nominees.
- C. **Other Special Committees:** These committees may be formed and appointed by the Executive Board as deemed necessary. Their duties and tenure shall be established at the time of their appointment.

ARTICLE VIII: FINANCIAL POLICIES

Section 1. Fiscal Year:

The fiscal year shall begin on January 1 and end on December 31.

Section 2. Budget:

The budget shall be proposed to the Board by the Business Affairs Committee. The Board shall amend the budget as appropriate, present it to the affiliated churches for action prior to the Mission's Annual Business Meeting.

Section 3. Accounting Procedures:

All Mission financial contributions shall be monitored by the Mission Treasurer and be properly recorded and reported to the Executive Board and the Mission Ministry Center on a regular basis. Financial policies and procedures shall be written in the Mission Policy Manual. The Business Affairs Committee shall approve a system of accounting that will adequately provide for the handling of all funds.

Section 4. Mission Treasurer:

The Mission Treasurer shall be appointed by the Executive Board. The Treasurer's duties shall be specified in the Mission Policy Manual. This person while Treasurer shall be considered an officer of the Mission, but not necessarily a member of the Board.

ARTICLE IX: PERSONNEL

Section 1. Executive Director:

A. Calling:

1. The Executive Director shall be called for an indefinite term by a three-fourths (3/4) majority vote of the Executive Board.
2. The Executive Committee shall serve as a search committee to bring to the Board a qualified candidate for the position.
3. The Executive Director shall be governed by the terms of the working agreement approved at the time of his call, or as amended by the Board by mutual agreement of the Board and the Executive Director.

B. Qualifications:

1. The Executive Director shall be a man who fulfills the biblical requirements of an elder/overseer as set forth in 1 Timothy 3.
2. He shall demonstrate ability in the area of his primary responsibility.
3. Other qualifications may be specified by the Executive Committee and/or in the Mission Policy Manual.

C. Duties:

1. He shall be the Chief Executive Officer of the Mission. He may be referred to as "Director of Ministries" in the functioning of his work.
2. He shall be responsible for the efficient operation of the ministry center, and shall administer the total work of the Mission under the policies set by the Executive Board.
3. He shall give regular written reports to the Board and an annual written report to the Mission.
4. He shall be responsible for hiring and discharging of all office personnel.
5. He shall work with the Executive Committee and the Area/Ethnic Fellowships in recommending candidates to the Board as Associate Directors.
6. He shall represent the Mission to the national CB agencies as a Regional Executive Director.
7. He shall be an ex-officio, non-voting member of all committees.

D. Termination:

1. The services of the Executive Director may be terminated by a sixty day written notice by either party, or at a time agreed to by mutual consent.
2. The action shall require a 51% majority vote of the Executive Board.
3. Services of the Executive Director, or any other future administrative personnel, may be terminated immediately by the Board with 30 days pay when gross misconduct, such as sexual sin or criminal activity occurs.

Section 2. Associate Directors:

A. Calling:

1. The Executive Committee will serve as a search committee to bring to the Board qualified candidates. Each candidate shall be subject to approval by the Executive Director.
2. Associate Directors shall be called for an indefinite term by a three-fourths (3/4) majority vote of the Executive Board.
3. Each Associate Director shall be governed by the working agreement approved at the time of his call, or as amended by mutual consent.

B. Qualifications:

1. Associate Directors shall be men who fulfill the biblical requirements of an elder/overseer as set forth in 1 Timothy 3.
2. They shall demonstrate ability in the area of their primary responsibility.
3. They shall live within the Area assigned to them.
4. Other qualifications may be specified by the Executive Committee and/or the Mission Policy Manual.

C. Duties:

1. He shall have primary pastoral care responsibilities to those member churches within Area/Ethnic Fellowship(s) assigned to him by the Executive Board.
2. He shall facilitate the organization and effective functioning of the Area/Ethnic Fellowships assigned to him.
3. He shall represent the Mission in the churches of his Area/Ethnic Fellowship(s) in accordance with the working agreement approved by the Board.
4. He shall serve as primary liaison between the Executive Director and the churches under his care.
5. He shall recommend to the various committees any special needs or opportunities of which he is aware in his Area/Ethnic Fellowship(s), i.e., opportunities for church planting, need for training or a need for mediation.
6. He shall organize edification seminars for his Area/Ethnic Fellowship(s) and facilitate opportunities for training, outreach or discipleship as instructed by the Executive Board or the Executive Director.
7. He shall seek to make and maintain contacts with potential Mission members inviting them to apply for membership when appropriate.

D. Terms of Employment:

1. Terms of employment such as number of working hours, compensation, benefits (if any), and the manner and amount of expense reimbursement shall be specified in writing and signed by both the candidate, the Executive Director and the President of the Mission.

2. Associate Directors shall be administratively accountable to the Executive Director and serve under his guidance.
3. Associate Directors shall make written and/or verbal reports to the Executive Director and/or the Board as they may require.

E. Termination:

1. The services of an Associate Director may be terminated by a thirty-day written notice by either party or a lesser time upon mutual agreement.
2. Termination shall require 51% majority of the Executive Board.
3. Services of an Associate Director may be terminated immediately by the Board with 30 days pay when gross misconduct occurs, such as sexual sin or criminal activity.

Section 3. Other Administrative Personnel:

Other administrative personnel shall serve in accordance with the working agreement for their positions included in the Mission Policy Manual and as approved by the Board.

ARTICLE X: AUXILIARY ORGANIZATIONS

Section 1. Recognition:

Any organization desiring formal status as an auxiliary organization of the Mission shall make written application to the Board. The status of all auxiliary organizations shall be reviewed annually by the Board.

Section 2. Policies:

Auxiliary organizations shall not adopt Bylaws or policies that are in conflict with the Articles of Incorporation, the Bylaws or the purpose of the Conservative Baptist Mission to the Northeast. All specific policies and procedures shall be written and kept in the Mission Policy Manual.

ARTICLE XI: MISSION POLICY MANUAL

Section 1. Authorization:

The Executive Board, in conjunction with personnel in the Mission Ministry Center, shall make and maintain a “Policy Manual” which will include all matters concerning the organization and functions of the Mission.

Section 2. Content:

The Policy Manual’s content shall include a brief history of the Mission, organizational chart, all personnel job descriptions, duties of the Executive Board and all committees, all policies, procedures and important resolutions of the Mission.

Section 3. Changes:

Any committee or individual may recommend changes to the Board. The Board may authorize changes at any Board meeting within the parameters of Section 6.

Section 4. Editing:

The editorial supervision will be the responsibility of the Procedures Committee. The Executive Director will keep a current updated version of this document at the Mission ministry center.

Section 5. Name:

The formal name shall be the Conservative Baptist Mission to the Northeast Policy Manual.

Section 6. Its Power:

This policy manual will be a guide for the Mission ministries, but shall not negate the corporate bylaws that shall always prevail.

ARTICLE XII: AMENDMENTS

Section 1. Procedures:

The Declaration of Faith and the Bylaws may be amended at any meeting of the Mission, provided such amendment:

- A. Has been presented by the Board at the previous annual meeting in printed form, or
- B. Has been approved by the Executive Board and a copy of the proposed amendment has been mailed to the member churches sixty days before said meeting.

Section 2. Voting Credentials:

- A. Because of the vital importance of any amendment to the Bylaws messengers voting must possess written credentials from their local churches on forms provided by the Mission giving the church name and address, the number of active members, the names of the messengers. These documents shall affirm that the messengers were appointed by the governing board of the church or as otherwise specified in the church's bylaws and shall be signed by the pastor or another church officer (see Article III, Section 2 and Article VI. Section 1).
- B. A three-fourths (3/4) affirmative vote of credentialed messengers present and voting shall be required to approve a proposed change to the Bylaws.
- C. Amendments will become effective upon their adoption. All previously dated By-laws shall then be null and void.

ARTICLE XIII: LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1. Limitation of Personal Liability:

A director of the Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless:

- A. The director has breached or failed to perform the duties of his office as defined in Section 2 below; and
- B. The breach of failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of the Section shall not apply to (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 2. Standard of Care and Justifiable Reliance:

- A. A director of the Corporation shall stand in a fiduciary relationship to the Corporation, and shall perform his duties as a director, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interest of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstance. In performing his duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
 - 1. One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
 - 2. Counsel, public accountants or other persons as to matters that the director reasonably believes to be within the professional or expert competence of such person;

3. A committee of the Board upon which he does not serve, duly designated in accordance with law, as to matters which its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

- B. In discharging the duties of their respective positions, the Board, committees of the board and individual director may, in considering the best interest of the Corporation, consider the effects of any action upon employees, upon persons with whom the Corporation has business and other relations and upon communities which the offices or other establishments of related to the Corporation are located, and all other pertinent factors. The considerations of those factors shall not constitute a violation of subsection (A) of this Section.

Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the Corporation,

Section 3. Mandatory Indemnification of Directors and Officers in Third-Party Actions:

The Corporation shall indemnify each director or officer (including each former director or officer) who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding or investigation, whether civil, criminal, administrative or investigative and whether external or internal to the Corporation (other than judicial action or suit brought by or in the right of the Corporation), by reason of the fact that he is or was an authorized representative of the Corporation, against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, or any appeal therein, if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit, or proceeding -- whether by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent-- shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

Section 4. Mandatory Indemnification of Directors and Officers in Derivative Actions:

The Corporation shall indemnify each director or officer (including each former director or officer) who was or is a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed judicial action or suit brought by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was an authorized representative of the Corporation against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense, settlement or appeal of such action or suit if he acted in good faith, and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court of common pleas or other court shall deem proper.

Section 5. Determination of Right of Mandatory Indemnification:

Any indemnification under Section 6 or 4 shall be made by the Corporation unless a determination is reasonably and promptly made (i) by the board by a majority vote or a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel is a written opinion, that such person acted in bad faith and in a manner that such person did not believe to be in or not opposed to the best proceeding, that such person believed or had reasonable cause to believe that his conduct was unlawful.

Section 6. Mandatory Advancement of Expenses to Directors and Officers:

The Corporation shall pay all expenses (including attorney's fees and costs) incurred by a director or officer (including a former director) in defending or appearing as a witness in any action or proceeding upon receipt of an undertaking by on behalf of disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such person to

repay all amounts advanced if it is ultimately determined that he is not entitled to indemnification. Notwithstanding the foregoing, no advance shall be made by the Corporation if a determination is reasonable and promptly made (i) by the board of directors by a majority vote of a quorum of disinterested directors, or (ii) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel at the time such determination is made such person acted in bad faith and in a manner that such person did not believe to be in or not opposed to the best interest of the Corporation, or, with respect to any criminal proceeding, that such person believed or had reasonable cause to believe his conduct was unlawful. In no event shall an advance be made in instance where the board or independent legal counsel reasonably determines that such person deliberately breached his duty to the Corporation.

Section 7. Permissive Indemnification and Advancement of Expenses:

The Corporation may, as determined by the directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person (other than an officer or director) who was or is made a party to or a witness in or is threatened to be made a party to or a witness in, or was or is otherwise involved in, any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the Corporation, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, against all expense (including attorney's fees), judgments, fines, and such person in connection with such action or proceeding. The Corporation may, as determined by the directors from time to time, pay expenses incurred by any such person by reason of his participation in an action or proceeding referred to in this Section in advance of the final disposition of such action or proceeding upon receipt of any undertaking by or on behalf of such person to repay such amount it shall ultimately be determined that he is not entitled to indemnification.

Section 8. Insurance:

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was an authorized representative of the Corporation, against any liability asserted against or incurred by such person in any such capacity, or arising out of the status of such person as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of the Article.

Section 9. Funding to Meet Indemnification Obligations:

The directors shall have the power to borrow money on behalf of the Corporation, including the power to pledge the assets of the Corporation, from time to time to discharge the Corporation's obligations with respect to indemnification, the advancement and reimbursement of expenses, and the purchase and maintenance of insurance referred to in this Article. The Corporation may, in lieu of or in addition to the purchase and maintenance of insurance referred to in Section 8 of this Article, establish and maintain a fund of any nature or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to the Article or otherwise.

Section 10. Other Rights and Remedies:

Each director or officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by the Article (whether mandatory or permissive) shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue at to a person who has ceased to be a director, officer or other authorized representative of the Corporation and shall inure to the benefit of the heirs and personal representative of such person. All right to indemnification under this Article shall be deemed to be provided by a contract between the Corporation and the officer or director who serves in such capacity at any time while these bylaws and other relevant provisions of the Nonprofit Corporation Law of 1988, 15 P.S. Sec. 5101 *et seq.*, and other applicable law, if any are in effect. Any repeal or modification thereof shall not affect any rights or obligation then existing.

Section 11. Definition of Authorized Representative:

For the purpose of this Article, the term "authorized representative" shall mean an employee or agent of the Corporation or a director, officer, employee or agent of any subsidiary of the Corporation, or a trustee, custodian, administrator, committeeman or fiduciary or any employee benefit plan established and maintained by the Corporation or by any subsidiary of the Corporation.

Section 12. Savings Clause:

If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, the Corporation shall nevertheless indemnify each officer or director as to expenses (including attorney's fees), expenses, judgments, fines and amounts paid in settlement with respect to any action, suit, appeal, proceeding or investigation, whether civil, criminal or administrative, and whether internal or external, including a grand jury proceeding and an action or suit brought by or in the right of the Corporation, to the full extent permitted by any applicable portion of the Article that shall not have been invalidated, or by any other applicable law.

ARTICLE XIV: MISCELLANEOUS

Section 1. Corporate Seal:

The Corporation shall have a corporate seal in the form of a circle containing the name of the corporation, the year of the incorporation and such other details as may be approved by the Executive Board.

Section 2. Checks:

All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Executive Board may from time to time designate.

Section 3. Contracts:

Except as otherwise provided by these bylaws, the Executive Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 4. Deposits:

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Executive Board may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the Board shall from time to time determine.

ARTICLE XV: DISSOLUTION

Upon dissolution of the corporation, the assets will be distributed only to other charitable and religious corporations that enjoy an exempt status for tax purpose under the then-current provisions of the Internal Revenue Code of the United States. If the dissolution takes place while any or all three of the following organizations are in existence, all assets will be distributed equally among them. The organizations are:

Conservative Baptist Association (CBAmerica)
P.O. Box 66, Wheaton, IL 60189

Conservative Baptist Foreign Mission Society (CBInternational)
P.O. Box 5, Wheaton, IL 60189

Conservative Baptist Home Mission Society (Mission to the Americas)
P.O. Box 828, Wheaton, IL 60189