



COOPERATIVE BAPTIST
fellowship
OF NORTH CAROLINA

Putting Our Ministry Into Motion

Overview of CBFNC's New Ministry Team Structure

FREQUENTLY ASKED QUESTIONS

1. What's happening with CBFNC's Ministry Team Structure?

CBFNC's leadership councils (Coordinating and Ministry) have been working to revise the current organizational structure to better meet the needs of how we do our ministry today and how we anticipate implementing our ministry in the coming years. Bylaw changes are necessary to create a more efficient and effective structure.

2. How long has CBFNC had the current structure?

CBFNC's current organizational structure is 15 years old. It replaced the original structure of one large Coordinating Council (utilized during the first 10 years of our history) with a smaller Coordinating Council plus three Ministry Councils. That original structure worked well for several years, but was replaced with a newer structure better suited for the times. The time has come for another structural change.

3. Why does the structure need to change?

Current and past Council leaders have expressed numerous shortcomings with the "new" structure, which is now 15 years old:

- General assignments to the ministry councils are too broad. Additional teams and committees that have been developed through the years benefit from a more focused task assignment.
- Though the present structure engages more people than the original Council, there are still many more leadership and ministry needs in CBFNC today than there are seats on the existing councils.
- While we have developed other leadership opportunities through the development of new teams and committees, they are not elected, affirmed or even known by our larger fellowship. They sometimes feel neglected and unappreciated.
- The current structure is not flexible enough to adapt to the quickly changing needs of today's ministry context.

4. What's the solution?

CBFNC leaders are proposing a new organizational structure that will be more nimble and flexible, involve and bless more people in the areas of their passion and giftedness, and enable us to better "put our ministry in motion" to address the pressing challenges of congregations and our shared mission.

5. What are the key components of the new structure?

- Coordinating Council – This group is the legal board of directors for CBFNC. **It will not change.** The Coordinating Council will authorize the establishment or disestablishment of as many ministry teams as necessary to accomplish the mission of CBFNC.
- Ministry Teams – In place of three ministry councils, the new structure will develop a much larger number of ministry teams that will focus more narrowly on a specific area of ministry.
- Nominating Team – The Coordinating Council and the Officers of each Ministry Team (Chair, Chair-elect, Past-Chair) will be recommended to the fellowship for election during the Annual Business Meeting. Each team, assisted by the Nominating Team, will be expected to enlist at least four additional at-large members, who will also be elected during the Annual Business Meeting. Ministry Teams will be free to enlist additional persons between Annual Business Meetings.
- Ad hoc teams – The council and ministry teams may form ad-hoc teams for short-term assignments. If the need becomes more long-term, the Council may establish it as a standing Ministry Team.

6. Who will ensure coordination between Ministry Teams?

Coordination will happen in two ways. CBFNC staff will serve as liaisons with the teams to facilitate communication and collaboration. Teams will also be required to provide regular reporting to the Coordinating Council and will be invited to meet together when circumstances require. As the practices of the current structure have evolved over time, so will new practices be developed to ensure that all of the parts of this structure are working well together.

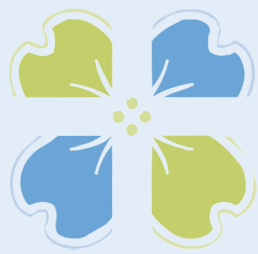
7. How will CBFNC determine when to establish a new team or dissolve an existing one?

Existing ministry teams, the Coordinating Council and CBFNC staff will undertake continuous evaluation of the team structure. Recommendations for dissolving or establishing teams may come from any of these leadership groups. The Coordinating Council will have the final authority for dissolving or establishing teams based on this collaborative discernment process.

8. How will the new structure be implemented? What is the timeline?

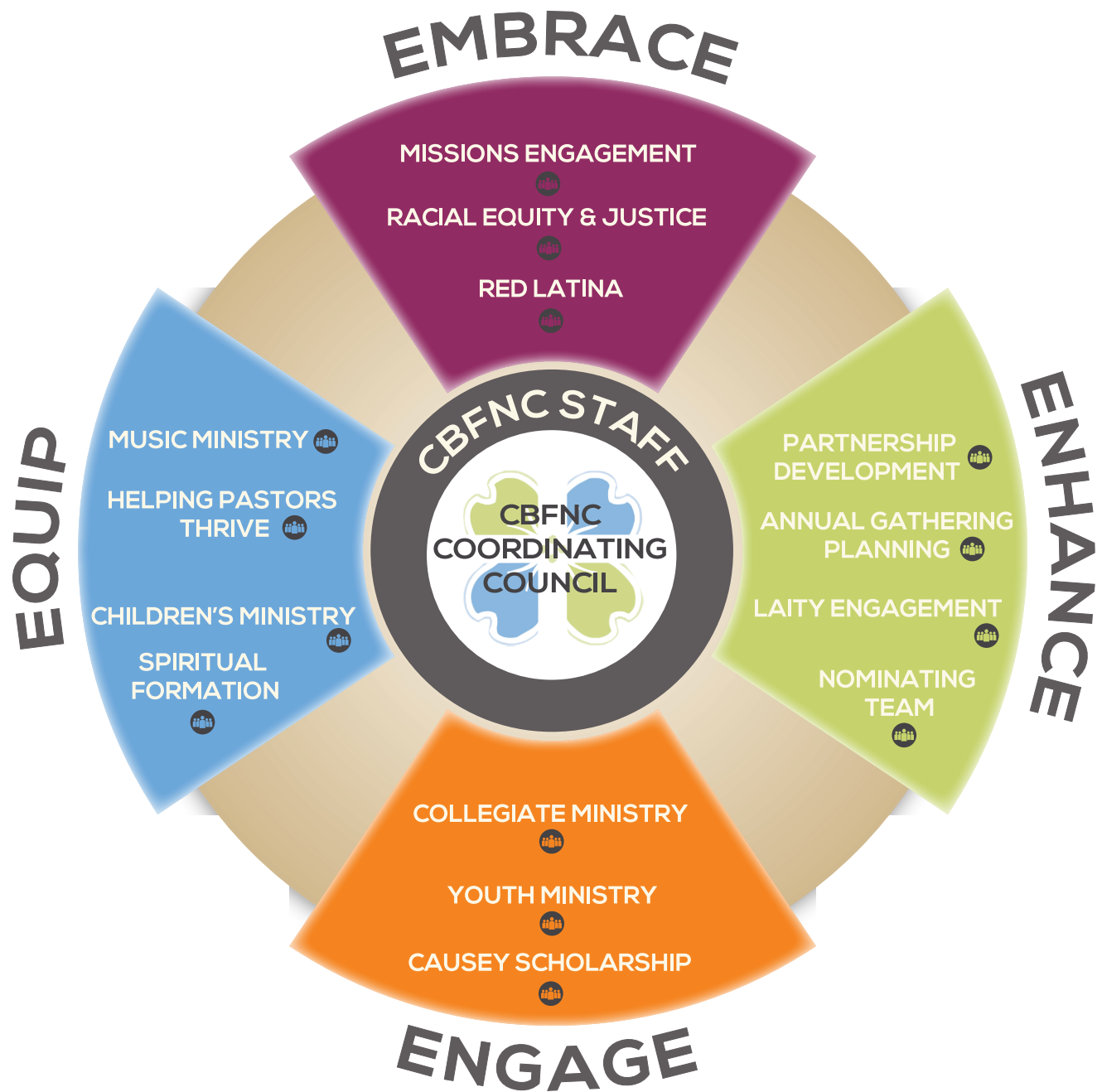
During the Annual Business Meeting of the 2020 Annual Gathering, participants will be asked to approve bylaw changes and the recommendations of the Council Development Committee for two items: new members for the Coordinating Council (according to the existing rotation schedule); and the continuation for one more year of service of all officers and members of the current Ministry Councils.

During CBFNC's 2020-2021 organizational year, the Council Development Committee, with support from the CBFNC staff, will work to enlist teams for the new structure. These individuals will be presented for election during the Annual Business Meeting of the 2021 Annual Gathering. They will assume their duties on April 1, 2021.



PROPOSED MINISTRY TEAMS

Putting our ministry into motion to share God's love in our state and world.



CBFNC Ministry Priorities

 EQUIP Ministers & Churches

 EMBRACE Neighbors

 ENGAGE Students & Young Adults

 ENHANCE the Fellowship

**Bylaws
of
CBF of North Carolina, Inc.
(Adopted March 19, 2005)
(Revised March 16, 2018)**

Presented for approval March 20, 2020

Article 1. Definitions

The following definitions shall apply to the following terms or words used in this document:

ABM – The Annual Business Meeting of the Members of CBFNC as more clearly defined in Article 4, Section 1, which usually takes place at the Annual Gathering.

Ad Hoc Team – Working team appointed by the Coordinating Council or a Ministry Team for a specific, short-term opportunity.

At-large member – Person elected to serve on the Council, and Ministry Teams who are not officers of CBFNC or of a team.

CBF – Cooperative Baptist Fellowship, Inc., a corporation organized under the laws of the State of Georgia.

CBFNC – Cooperative Baptist Fellowship of North Carolina, incorporated as CBF of North Carolina, Inc.

Council – Coordinating Council of CBFNC. The Council is the Board of Directors of CBFNC and is more fully defined in Article 8.

Member – Contributor to CBFNC as more fully defined in Article 3.

Ministry Teams – Leadership groups other than the Coordinating Council.

Article 2. Purpose

The purpose of CBFNC, a religious corporation, is to:

- (1) Bring Baptists of North Carolina together for Christ Centered Ministry;
- (2) Forge Baptists of North Carolina into a fellowship for those who desire to call out God's gifts in each person in order that the Gospel of Jesus Christ will be spread;
- (3) Preserve and propagate historic Baptist freedoms and distinctives, including the priesthood of each believer, the acceptance of the authority of the Bible without the aid of creeds, the autonomy of each church, and the separation of church and state in the interest of religious liberty.

Article 3. Membership

The membership of CBFNC shall be composed of individual Baptists of North Carolina who either:

- (1) Contribute directly as individuals, or
- (2) Are members of a church that contributes to the ministries and operations of CBFNC. Each Member shall be entitled to one vote on each issue at the Annual Business Meeting, subject to the registration requirements of Article 4, Section 1 of these Bylaws.

Article 4. Meetings

Section 1. Annual Business Meeting

CBFNC shall meet each year in an Annual Gathering for worship, fellowship, and a business meeting at a time and place fixed by the Council. No less than three months prior to the first day of the Annual Gathering, the Council shall give notice of the time and place of the ABM through public communication channels as the Council may determine necessary or appropriate. A Member will be considered properly registered when he/she personally submits a thoroughly completed official Annual Gathering registration form.

The Council, by a two-thirds vote, may call a special business meeting upon giving thirty (30) days' notice through the public communications channels as the Council may determine. The call for the special session must state the purpose of the meeting and only those items stated in the call may be acted upon at the meeting session.

Section 2. Council

- (1) The Council shall meet at such time and place as it shall determine necessary, but will hold a minimum of four meetings during each calendar year.
- (2) Council members must be present to vote on matters presented at meetings of the Council. Any one or more members may participate in a meeting of the Council by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear and debate each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present. Email voting must be confirmed at the next meeting of the Council.
- (3) Written notice of the meetings of the Council shall be given at least fifteen (15) days prior to the date of the meeting, provided, however, that Council members may waive, in writing, the need for such a notice for a specific meeting.
- (4) The Moderator, or Moderator-elect, in the absence of the Moderator, may call meetings of the Council. Upon failure of the Moderator and Moderator-elect to call for a meeting for any reason, a majority of the Council members may call a meeting provided they personally sign the notice for the meeting that shall state the purpose of the meeting.

Section 3. Open Meetings

All meetings of CBFNC, the Council, and Ministry Teams, with the exception of the Personnel Committee, shall be open to any member of CBFNC. Meetings of the Personnel Committee, meetings pertaining to litigation and contracts, and meetings closed at the request of an employee when personnel matters are involved shall be open only to those admitted by the Council or group that is meeting.

Section 4. Resolutions

No motion in the form of a resolution, policy statement, communication or other statement of position on issues including, but not limited to, moral, ethical, theological, doctrinal, political or public policy shall be introduced from the floor. Any Member of CBFNC may present, in writing, a motion described in this section to the Council for its consideration. If the motion is approved by a three-fourths vote of the total membership of the Council in the form received by it, or as amended by it, the motion shall be referred to the ABM. Such motion shall require a three-fourths vote of the Members present and voting to be approved. A motion described in this section must be presented to the Council upon the earlier of ninety (90) days prior to the ABM or fifteen (15) days prior to the last scheduled meeting of the Council prior to the ABM .

Article 5. Quorum

Section 1. Annual Business Meeting

Twenty-five percent of the Members registered shall constitute a quorum. Voting by proxy shall not be permitted.

Section 2. Council and Ministry Teams

A majority of the members of the Council and Ministry Teams shall constitute a quorum. Non-voting, ex-officio members will not be considered in determining a quorum.

Article 6. Parliamentary Authority

The rules contained in the latest edition of *Robert's Rules of Order Newly Revised* shall govern CBFNC in all cases to which they are applicable and not inconsistent with these Bylaws, the Articles of Incorporation of CBFNC and any special rules of order the ABM may adopt.

Article 7. Officers

Section 1. Election.

Except as otherwise provided herein, officers of CBFNC shall be elected by a plurality vote at the ABM.

Section 2. Composition.

- (1) CBFNC shall have the following officers:
 - (a) Moderator;

- (b) Moderator-elect;
 - (c) Immediate Past Moderator;
 - (d) Recorder; and
 - (e) Treasurer.
- (2) The Nominating Team shall nominate officers in such a manner as to seek balance and diversity in leadership, and give consideration to leadership development.

Section 3. Length of Service.

- (1) The Moderator shall succeed from the office of Moderator-elect. The term of office will be for one year. The Moderator may serve one additional year, if nominated by the Nominating Team and elected at the ABM.
- (2) The Moderator-elect will be nominated by the Nominating Team for election by the ABM. The Moderator-elect will succeed to the office of Moderator.
- (3) The Immediate Past Moderator will serve until the successor completes his/her term of office as Moderator. Should the Immediate Past Moderator not be willing or able to fulfill this duty, the next most recent Past Moderator will be asked to serve out the unexpired term.
- (4) The Recorder will be nominated by the Nominating Team for election at the ABM. The term of office will be for one year but he/she may serve additional terms if nominated and elected. In no event shall the Recorder serve more than four successive years.
- (5) The Treasurer will be nominated by the Nominating Team for election at the ABM. The term of office will be for one year but he/she may serve additional terms if nominated and elected. In no event shall the Treasurer serve more than four successive years.

Section 4. Responsibilities.

- (1) The Moderator shall preside over all meetings of the Council.
- (2) The Moderator-elect shall serve in the absence of the Moderator.
- (3) The Immediate Past Moderator shall serve to provide continuity of leadership within the organization.
- (4) The Recorder shall keep the minutes of the meetings of the Coordinating Council and the ABM; see that all notices are duly given in accordance with the provisions of the laws of North Carolina and these Bylaws; see that staff members maintain the corporate records; make an annual report to the Council as to the condition of all CBFNC current and archived records; and in general perform all duties incident to the office of Recorder and such other duties as may be assigned by the Council.
- (5) The Treasurer shall be responsible for and oversee all financial administration of CBFNC. In addition, the Treasurer shall see that staff members properly receive and record the receipt of moneys due and payable to CBFNC, deposit

all such moneys in the name of CBFNC in appropriate bank accounts, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Council.

Article 8. Coordinating Council

Section 1. Election

Except as otherwise provided herein, members of the Council shall be elected by a plurality vote at the ABM.

Section 2. Composition

- (1) The Council shall consist of the officers of CBFNC and eight At-large members nominated by the Nominating Team for election at the ABM as described in Section 7 of this Article.
- (2) The Nominating Team shall nominate members in such a manner as to seek balance and diversity in leadership and give consideration to leadership development.

Section 3. Length of Service

- (1) The length of service of members of the Council who are officers of CBFNC shall be as set forth in Article 7, Section 3 of these Bylaws.
- (2) At-large members shall serve for four-year terms and may be re-elected after a one year break in service. An At-large member that is completing an unexpired term of less than two years may be elected to serve a full term without a break in service. One-fourth of the terms of At-large members expire at each annual ABM.
- (3) Any Council member may resign at any time by giving written notice to the Moderator. Such resignation shall take effect at the time specified therein and if not specified, then immediately.
- (4) The Council reserves the right to request the resignation of Council members who miss three consecutive meetings. The resulting unexpired term shall be filled as described in Section 7 of this Article.

Section 4. Responsibilities

The Council will conduct the business of CBFNC between ABMs and called special meetings of CBFNC if required. Subject to the laws of the United States and the State of North Carolina, and the limitations contained in the Articles of Incorporation and these Bylaws, the Council will:

- (1) Periodically review the mission, purpose and values of CBFNC and recommend changes to the ABM for approval.
- (2) Recommend for consideration by the Nominating Team, the names of persons to be elected as Officers and At-large members of CBFNC, and the Ministry Teams, based on the expertise needed by CBFNC. The Nominating Team will consider all recommendations and submit their nominations to the ABM for election.

- (3) Establish and enforce personnel policies including the employment and termination of personnel. The Council may delegate specific authority to designated management personnel through the personnel policies.
- (4) Establish financial policies, prepare and present a budget for approval at the ABM, and administer the finances of CBFNC including periodic audits.
- (5) Plan and coordinate the gatherings of CBFNC.
- (6) Approve contracts entered into on behalf of CBFNC. The Council may delegate some of this authority to designated management personnel.
- (7) Actively seek financial resources to accomplish and advance the CBFNC mission.
- (8) Earnestly strive to carry out the duties of the Council with integrity and moral accountability in compliance with all state and federal laws and the Articles of Incorporation and Bylaws of CBFNC.
- (9) Provide strategic planning and approve operational planning.
- (10) Seek to enhance the public image of CBFNC.
- (11) Evaluate and strive to strengthen the ministries and services of CBFNC.
- (12) Evaluate the performance of the Coordinator and Council.
- (13) Receive and evaluate information and recommended courses of action proposed by Ministry Teams to ensure that they are proceeding in accordance with the broad ministry goals set by the Council, within budget and in accordance with the directions and core values of CBFNC.
- (14) Authorize the establishment or removal of Ministry Teams based on the current needs of CBFNC.
- (15) Appoint Ad Hoc Teams for specific short-term opportunities related to the Council's responsibilities.

Section 5. Officers

The officers of the Council shall be the elected officers of CBFNC.

Section 6. Organization of the Council

- (1) The Council is hereby empowered to organize itself, as it deems appropriate, to carry out the work and witness of CBFNC. The Moderator, with the approval of the Council, shall appoint Chairpersons and members to Council Teams.
- (2) The Executive Coordinator of CBFNC shall be a non-voting ex-officio member of the Council and its Ministry Teams. The Executive Coordinator may assign other CBFNC employees to non-voting participation in the Council and its Ministry Teams as needed. The only time the Executive Coordinator should be excluded from meetings is when he/she is being evaluated.

Section 7. Nominating Team

- (1) The Nominating Team shall oversee the process to cultivate, solicit and enlist volunteer leaders for the Council and Ministry Teams.

- (2) The Nominating Team shall be composed of three members of the Council, recommended by the Council, and six at-large members not currently serving on the Council, recommended by the Nominating Team. All members shall be elected at the ABM.
- (3) Committee members shall serve one year terms and may not serve more than three consecutive terms.
- (4) The Nominating Team shall cultivate, solicit and recommend Officers and At-large members of the Council to be elected at the ABM.
- (5) The Nominating Team shall cultivate, solicit and recommend Officers for Ministry Teams, to be elected at the ABM. The Nominating Team will source At-large Ministry Team candidates from Member, Council, and Ministry Team Officer recommendations. The Nominating Team will consider all recommendations and present nominations to the ABM for election.
- (6) The Nominating Team shall cultivate, solicit and recommend At-large members of the Nominating Team to be elected at the ABM.
- (7) The Nominating Team will recommend for approval at the next ABM, members to fill the unexpired terms of Council members, Ministry Team officers, and Nominating Team members who vacate their positions before their terms end.

Article 9. Ministry Teams

Section 1. Election

Except as otherwise provided herein, members of the Ministry Teams shall be elected by a plurality vote at the ABM. Ministry Teams may be established or disestablished per Article 8, Section 4, Item 14. Team officers may enlist additional team members between ABMs, subject to their nomination by the Nominating Team and election at the next ABM.

Section 2. Composition

- (1) The Ministry Teams shall consist of the Chair, Chair-Elect and Past-Chair and at least four At-large members. At-large members shall be selected as described in Section 7 of Article 8.
- (2) The Nominating Team shall evaluate recommendations and nominate At-large members in such a manner as to seek balance and diversity in leadership and give consideration to leadership development.

Section 3. Length of Service

- (1) The Chair shall succeed from the office of Chair-Elect. The term of office will be for one year. The Chair may serve one additional year, if recommended by the Nominating Team to be elected at the ABM.
- (2) The Chair-Elect will be recommended by the Nominating Team to be elected at the ABM. The Chair-Elect will succeed to the office of Chair.

- (3) Team members should be recommended and elected based on their sense of calling, interest, passion, and giftedness for the work of each Ministry Team. The Ministry Team officers will discuss on an annual basis each member's serving an additional year and make a recommendation annually to the Nominating Team regarding their team's membership.

Section 4. Responsibilities

The Ministry Teams shall have the following responsibilities and authority:

- (1) To envision, plan and carry out the mission and ministry objectives and priorities as may be determined or modified annually under the oversight of the Council.
- (2) To recommend for consideration by the Nominating Team the names of persons to be elected as At-large members of their Ministry Team.
- (3) To select persons to serve in the event of vacancies or the need for additional Ministry Team members between ABMs. Candidates will be provisionally approved by the Nominating Team until election at the next ABM.
- (4) To report its plans and actions to the Council and be accountable for carrying out its mission and/or ministry within budget and in accordance with the directions, identity, mission, principles, core values, overarching commitments, and ministry priorities of CBFNC.
- (5) To appoint Ad Hoc Teams for specific short-term opportunities related to the Ministry Teams responsibilities.

Section 5. Organization of the Ministry Teams

- (1) Each Ministry Team is hereby empowered to organize itself as it deems appropriate to carry out the ministry and witness of CBFNC as directed by the Council.
- (2) The Executive Coordinator of CBFNC shall be a non-voting ex-officio member of each Ministry Team. The Executive Coordinator may assign other CBFNC employees to non-voting participation on Ministry Teams as needed.

Article 10. Conflict of Interest

No employee of CBFNC shall serve as a voting member of the Council. Any member with a conflict of interest relating to any matter which is being considered by the Council shall disclose that fact to the Council prior to a vote being taken and shall not vote on such matter. A conflict of interest exists when a member has any personal or financial interest which may interfere with the member's ability to vote on a matter solely based on the best interest of CBFNC.

Article 11. General Protection

Section 1. Indemnification

CBFNC shall indemnify its officers, directors and Ministry Team members for those amounts authorized by the General Statutes of North Carolina; provided, however, indemnification shall only be made upon compliance with the requirements of such statutory provisions and only in those circumstances in which indemnification is authorized under such provisions.

Section 2. Insurance

CBFNC may purchase and maintain insurance on behalf of those persons for whom it is entitled to purchase and maintain the same against any liability asserted against such persons and incurred by such persons under the circumstances and in any capacity as described in the statutory provisions referred to under this Article 11.

Section 3. Reimbursement

CBFNC may pay for or reimburse the reasonable expenses incurred by a director, officer, employee, or agent who is a party to a proceeding provided for hereunder in advance of a final disposition of the proceeding if authorized by the Council in accordance with and in full compliance with the statutory provisions referred to in this Article 11.

Section 4. Continuing Benefit

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Article 12. IRC 501(C)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code]. This corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of CBFNC, the Coordinating Council shall, after paying or making provision for the payment of all the liabilities of CBFNC, dispose of all of the assets of CBFNC exclusively for the purposes of CBFNC, or to such organization or organizations organized and operated exclusively for religious purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as the Coordinating Council shall determine.

Article 13. Amendments

Section 1. Articles of Incorporation

Except as otherwise provided by North Carolina General Statute § 55A-10-02, an amendment to the Articles of Incorporation shall be approved by a two-thirds majority vote of the Council and by the Members entitled to vote thereon by two-thirds of the votes cast at an ABM of CBFNC.

Section 2. Bylaws

- (1) Unless otherwise stated herein, these Bylaws may be amended only by a two-thirds majority vote at an ABM of CBFNC. Any proposed change to the Bylaws requires a 15 day notice to Members prior to the ABM.
- (2) Amendments necessary to maintain tax exempt status may be adopted by a two-thirds vote at a duly called meeting of the Council. To be eligible for adoption, each proposed amendment shall have been submitted to the members of the Council at least fifteen (15) days prior to the meeting at which the amendment is to be considered.

**Bylaws
of
CBF of North Carolina, Inc.
(Adopted March 19, 2005)
(Revised March 16, 2018)**

Proposed Changes for March, 2020 (Revisions 2/26/20)

Article 1. Definitions

The following definitions shall apply to the following terms or words used in this document:

~~**Ad Hoc Committees**—Work groups created by the Assembly, Council or a Ministry Council to study specific issues and bring options to the Assembly, Council or a Ministry Council for a final decision. Ad Hoc Committees may request advice or assistance from experts in their area of responsibility.~~

~~**Session—Assembly**—General Assembly of CBFNC, the annual gathering business meeting of the Members of CBFNC as more clearly defined in Article 4, Section 1, and usually taking place at the Annual Gathering.~~

ABM – The Annual Business Meeting of the Members of CBFNC as more clearly defined in Article 4, Section 1, which usually takes place at the Annual Gathering.

Ad Hoc Team – Working team appointed by the Coordinating Council or a Ministry Team for a specific, short-term opportunity.

At-large ~~**Member**~~ **member** – Persons elected to serve on the Council, ~~Ministry Councils, Committee and Ministry Teams~~ who are not officers of CBFNC or of a team. ~~any council or committee.~~

CBF – Cooperative Baptist Fellowship, Inc., a corporation organized under the laws of the State of Georgia.

CBFNC – Cooperative Baptist Fellowship of North Carolina, incorporated as CBF of North Carolina, Inc.

Council – Coordinating Council of CBFNC. The Council is the Board of Directors of CBFNC and is more fully defined in Article 8.

Member – Contributor to CBFNC as more fully defined in Article 3.

Ministry Teams – Leadership groups other than the Coordinating Council.

~~**Ministry Councils**—Councils authorized and elected by the Assembly to carry out broad ministry goals of the Assembly as more fully defined in Article 9.~~

~~**Standing Committees**—Work group created by the Council or a Ministry Council to deal with ongoing and essential business related to advancing the organization and its mission. The Standing Committee may request advice or assistance from experts in their area of responsibility.~~

~~**Task Forces**—Temporary work groups created as needed to carry out a specific task within a definite time period. No further action of the Council or Ministry Council is anticipated unless the task force needs clarification or encounters problems in carrying out the task. The Council, Ministry Councils and Committees may and are encouraged to create as many Task Forces as they need to carry out their work effectively.~~

Article 2. Purpose

The purpose of CBFNC, a religious corporation, is to:

- (1) Bring Baptists of North Carolina together for Christ Centered Ministry;
- (2) Forge Baptists of North Carolina into a fellowship for those who desire to call out God's gifts in each person in order that the Gospel of Jesus Christ will be spread;
- (3) Preserve and propagate historic Baptist freedoms and distinctives, including the priesthood of each believer, the acceptance of the authority of the Bible without the aid of creeds, the autonomy of each church, and the separation of church and state in the interest of religious liberty.

Article 3. Membership

The membership of CBFNC shall be composed of individual Baptists of North Carolina who either:

- (1) Contribute directly as individuals, or
- (2) Are members of a church that contributes to the ministries and operations of CBFNC. Each Member shall be entitled to one vote on each issue at the ~~Assembly~~ Annual Business ~~Meeting~~ Session, subject to the registration requirements of Article 4, Section 1 of these Bylaws.

Article 4. Meetings

Section 1. ~~General Assembly Annual Business Session~~ Annual Business Meeting

CBFNC shall meet each year ~~in a General Assembly (the "Assembly")~~ in an Annual Gathering for worship, fellowship, and a business meeting ~~session~~ at a time and place fixed by the ~~Coordinating Council (the "Council")~~. No less than three months prior to the first day of the Annual Gathering, Assembly, business session the Council shall give notice of the time and place of the ~~session-ABM~~ through ~~the public press~~ public communication channels ~~and by such other means~~ as the Council may determine necessary or appropriate. ~~Prior to each Assembly, the Moderator shall appoint a Registration Committee to provide for the proper registration of Members at the Assembly.~~ A Member will be considered properly registered when he/she personally submits a thoroughly completed official Annual Gathering registration form ~~to the officials at the Assembly Annual Gathering registration desk.~~

~~The Council, by a two-thirds vote, may call a special business meeting of the Assembly Fellowship upon giving thirty (30) days notice through the public press communications channels and by such other means as the Council may determine. The call for the special session must state the purpose of the meeting session and only those items stated in the call may be acted upon at the meeting session.~~

Section 2. Council

- (1) The Council shall meet at such time and place as it shall determine necessary, but will hold a minimum of four meetings during each calendar year.
- (2) Council members must be present to vote on matters presented at meetings of the Council. Any one or more members may participate in a meeting of the Council by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear and debate each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present. ~~Voting by proxy shall not be permitted. Email voting must be confirmed at the next meeting of the Council.~~
- (3) Written notice of the meetings of the Council shall be given at least fifteen (15) days prior to the date of the meeting, provided, however, that Council members may waive, in writing, the need for such a notice for a specific meeting.
- (4) The Moderator, or ~~Moderator-Elect~~ Moderator-elect, in the absence of the Moderator, may call meetings of the Council. Upon failure of the Moderator and ~~Moderator-Elect~~ Moderator-elect to

call for a meeting for any reason, a majority of the Council members may call a meeting provided they personally sign the notice for the meeting that shall state the purpose of the meeting.

Section 3. Open Meetings

All meetings of CBFNC, the Council, ~~Ministry Councils, Standing Committees, Ad Hoc Committees and Task Forces and Ministry Teams~~, with the exception of the Personnel Committee, shall be open to any member of CBFNC. Meetings of the Personnel Committee, meetings pertaining to litigation and contracts, and meetings closed at the request of an employee when personnel matters are involved shall be open only to those admitted by the Council, ~~committee~~ or group that is meeting.

Section 4. Resolutions

No motion in the form of a resolution, policy statement, communication or other statement of position on issues including, but not limited to, moral, ethical, theological, doctrinal, political or public policy shall be introduced from the floor. Any ~~M~~member of CBFNC may present, in writing, a motion described in this section to the Council for its consideration. If the motion is approved by a three-fourths vote of the total membership of the Council in the form received by it, or as amended by it, the motion shall be referred to the ~~Assembly~~ ABM. Such motion shall require a three-fourths vote of the ~~M~~members ~~of the Assembly~~ present and voting to be approved. A motion described in this section must be presented to the Council upon the earlier of ninety (90) days prior to the ~~ABM meeting of the Assembly~~ or fifteen (15) days prior to the last scheduled meeting of the Council prior to the ~~Assembly~~ ABM.

Article 5. Quorum

Section 1. ~~Assembly~~ Annual Business Meeting

Twenty-five percent of the Members registered ~~at a meeting of the Assembly~~ shall constitute a quorum. Voting by proxy shall not be permitted.

Section 2. Council ~~and~~, Ministry Teams ~~Councils, Standing Committees, Ad Hoc Committees and Task Forces~~

A majority of the members of the Council, ~~and~~ Ministry Teams ~~Council, Standing Committee, Ad Hoc Committee or Task Force~~ shall constitute a quorum. Non-voting, ex-officio members will not be considered in determining a quorum.

Article 6. Parliamentary Authority

The rules contained in the latest edition of *Robert's Rules of Order Newly Revised* shall govern CBFNC in all cases to which they are applicable and not inconsistent with these Bylaws, the Articles of Incorporation of CBFNC and any special rules of order the ~~Assembly~~ ABM may adopt.

Article 7. Officers

Section 1. Election.

Except as otherwise provided herein, officers of CBFNC shall be elected by a plurality vote at the ~~ABM annual session of the Assembly~~.

Section 2. Composition.

- (1) CBFNC shall have the following officers:
 - (a) Moderator;

- (b) ~~Moderator-elect~~Moderator-elect;
 - (c) Immediate Past Moderator;
 - (d) Recorder; and
 - (e) Treasurer.
- (2) The Nominating Team ~~Council Development Committee~~ shall nominate officers in such a manner as to seek balance and diversity in leadership, and give consideration to leadership development.

Section 3. Length of Service.

- (1) The Moderator shall succeed from the office of ~~Moderator-Elect~~Moderator-elect. The term of office will be for one ~~(1)~~ year. The Moderator may serve one additional year, if nominated by the ~~Council Development Committee~~ Nominating Team and elected ~~by at~~ the ~~ABM~~ Assembly.
- (2) The ~~Moderator-Elect~~Moderator-elect will be nominated by the ~~Council Development Committee~~ Nominating Team for election by the ~~Assembly~~ ABM. The ~~Moderator-Elect~~Moderator-elect will succeed to the office of Moderator.
- (3) The Immediate Past Moderator will serve until the successor completes his/her term of office as Moderator. Should the Immediate Past Moderator not be willing or able to fulfill this duty, the next most recent Past Moderator will be asked to serve out the unexpired term.
- (4) The Recorder will be nominated by the ~~Council Development Committee~~ Nominating Team for election ~~by at~~ the ~~Assembly~~ ABM. The term of office will be for one ~~(1)~~ year but he/she may serve additional terms if nominated and elected. In no event shall the Recorder serve more than four ~~(4)~~ successive years.
- (5) The Treasurer will be nominated by the ~~Council Development Committee~~ Nominating Team for election ~~by at~~ the ~~Assembly~~ ABM. The term of office will be for one ~~(1)~~ year but he/she may serve additional terms if nominated and elected. In no event shall the Treasurer serve more than four ~~(4)~~ successive years.

Section 4. Responsibilities.

- (1) The Moderator shall preside over all meetings of the Council.
- (2) The ~~Moderator-Elect~~Moderator-elect shall serve in the absence of the Moderator.
- (3) The Immediate Past Moderator shall serve to provide continuity of leadership within the organization.
- (4) The Recorder shall keep the minutes of the meetings of the Coordinating Council and ~~Assembly~~ the ABM; see that all notices are duly given in accordance with the provisions of the laws of North Carolina and these Bylaws, see that staff members maintain the corporate records; make an annual report to the Council as to the condition of all CBFNC current and archived records, and in general perform all duties incident to the office of Recorder and such other duties as may be assigned by the ~~Coordinating~~ Council.
- (5) The Treasurer shall be responsible for and oversee all financial administration of CBFNC. In addition, the Treasurer shall see that staff members properly receive and record the receipt of moneys due and payable to CBFNC, deposit all such moneys in the name of CBFNC in appropriate bank accounts, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Council.

Article 8. Coordinating Council

Section 1. Election

Except as otherwise provided herein, members of the Council shall be elected by a plurality vote at the ~~annual session of the Assembly~~ ABM.

Section 2. Composition

- (1) The Council shall consist of the officers of CBFNC and eight ~~(8)~~ At-large ~~m~~Members nominated by the ~~Council Development Committee~~ Nominating Team for election ~~by at~~ the ~~Assembly~~ ABM as described in Section 7 of this Article.
- ~~(2) Current members of the Coordinating Council of CBF that were nominated by CBFNC are invited to serve as non-voting, ex-officio members of the Council or Ministry Council of CBFNC that most closely matches their current area of service on the Coordinating Council of CBF.~~
- ~~(3)~~ (2) The ~~Council Development Committee~~ Nominating Team shall nominate members in such a manner as to seek balance and diversity in leadership and give consideration to leadership development.

Section 3. Length of Service

- (1) The length of service of members of the Council who are officers of CBFNC shall be as set forth in Article 7, Section 3 of these Bylaws.
- (2) At-large ~~m~~Members shall serve for four-year terms and may be re-elected after a one ~~(1)~~ year break in service. An At-large ~~m~~Member that is completing an un-expired term of less than two ~~(2)~~ years may be elected to serve a full term without a break in service. One-fourth of the terms of At-large members expire at each annual ~~Assembly~~ ABM.
- (3) Any Council member may resign at any time by giving written notice to the Moderator. Such resignation shall take effect at the time specified therein and if not specified, then immediately.
- (4) The Council reserves the right to ~~replace~~ request the resignation of Council members who miss three ~~(3)~~ consecutive meetings. The resulting unexpired term shall be filled as described in Section 7 of this Article.

Section 4. Responsibilities

The Council will conduct the business of CBFNC ~~on behalf of the Assembly~~ between ~~annual meetings of the Assembly~~ ABMs and called special meetings of ~~the Assembly~~ CBFNC if required. Subject to the laws of the United States and the State of North Carolina, and the limitations contained in the Articles of Incorporation and these Bylaws, the Council will:

- (1) Periodically review the mission, purpose and values of CBFNC and recommend changes to the ~~Assembly~~ ABM for approval.
- (2) Recommend for consideration by the ~~Council Development Committee~~ Nominating Team, the names of persons to be elected as ~~O~~officers and At-large ~~m~~Members of CBFNC, ~~the Council or and the Ministry Councils~~ teams Teams, based on the expertise needed by CBFNC. The Nominating Team ~~Council Development Committee~~ will consider all recommendations and submit their nominations to the ~~Assembly~~ ABM for election.
- (3) Establish and enforce personnel policies including the employment and termination of personnel. The Council may delegate specific authority to designated management personnel through the personnel policies.
- (4) Establish financial policies, prepare and present a budget for approval at the ABM annual session of the Assembly, and administer the finances of CBFNC including periodic audits.

- (5) Plan and coordinate the gatherings of ~~the Assembly~~ CBFNC.
- (6) Approve contracts entered into on behalf of CBFNC. The Council may delegate some of this authority to designated management personnel.
- (7) Actively seek financial resources to accomplish and advance the CBFNC mission.
- (8) Earnestly strive to carry out the duties of the Council with integrity and moral accountability in compliance with all state and federal laws and the Articles of Incorporation and Bylaws of CBFNC.
- (9) Provide strategic planning and approve operational planning.
- (10) Seek to enhance the public image of CBFNC.
- (11) Evaluate and strive to strengthen the ministries and services of CBFNC.
- (12) Evaluate the performance of the Coordinator and Council.
- (13) Receive and evaluate information and recommended courses of action proposed by Ministry ~~Teams Councils teams~~ to ensure that they are proceeding in accordance with the broad ministry goals set by the ~~Assembly~~ Council, within budget and in accordance with the directions and core values of CBFNC.
- ~~(14) Recommend to the Assembly, Authorize the establishment or removal of Ministry Councils~~
~~Authorize the establishment or removal of Ministry~~ Teams based on the current needs of CBFNC.
- ~~(15) Appoint Ad Hoc Teams for specific short-term opportunities related to the Council's responsibilities.~~

~~(14)~~

Section 5. Officers

The officers of the Council shall be the elected officers of CBFNC.

Section 6. Organization of the Council

- (1) The Council is hereby empowered to organize itself, as it deems appropriate, to carry out the work and witness of CBFNC. The Moderator, with the approval of the Council, shall appoint Chairpersons and ~~members members~~ to ~~Standing Committees, Ad Hoc Committees and Task Forces authorized by the~~ Council ~~Teams~~.
- (2) The ~~Executive~~ Coordinator of CBFNC shall be a non-voting ex-officio member of the Council and its ~~Committees and Task Forces~~ ~~Ministry Teams~~. The ~~Executive~~ Coordinator may assign other CBFNC employees to non-voting participation in the Council and its ~~Committees and Task Forces~~ ~~Ministry Teams~~ as needed. The only time the ~~Executive~~ Coordinator should be excluded from meetings is when he/she is being evaluated.

Section 7. ~~Council Development Committee~~ Nominating Team

- ~~(1) The Nominating Team shall oversee the process to cultivate, solicit and enlist volunteer leaders for the Council and Ministry Teams.~~
- ~~(2) The Nominating Team shall be composed of three members of the Council, recommended by the Council, and six at-large members not currently serving on the Council, recommended by the Nominating Team. All members shall be elected at the ABM.~~
- ~~(3) Committee members shall serve one year terms and may not serve more than three consecutive terms.~~
- ~~(4) The Nominating Team shall cultivate, solicit and recommend Officers and At-large members of the Council to be elected at the ABM.~~

- (5) The Nominating Team shall cultivate, solicit and recommend Officers for Ministry Teams, to be elected at the ABM. The Nominating Team will source At-large Ministry Team candidates from Member, Council, and Ministry Team Officer recommendations. The Nominating Team will consider all recommendations and present nominations to the ABM for election.
 - (6) The Nominating Team shall cultivate, solicit and recommend At-large members of the Nominating Team to be elected at the ABM.
 - (7) The Nominating Team will recommend for approval at the next ABM, members to fill the unexpired terms of Council members, Ministry Team officers, and Nominating Team members who vacate their positions before their terms end.
-
- ~~(1) The Council Development Committee shall be a Standing Committee of the Council. The officers and members shall be recommended by the Moderator and elected by the Council. This Committee's task will be to enlist, cultivate, train and encourage Members who will be presented to the Council for information purposes and to the Assembly for election as officers of CBFNC; At large Members of the Council; and as officers and At large Members of the Ministry Councils.~~
 - ~~(2) The Council Development Committee, in consultation with the CBF coordinating council members from North Carolina, shall recommend the names of Members to be approved by the Assembly to be placed in nomination by CBFNC as CBF coordinating council members from North Carolina. These CBF coordinating council members from North Carolina are encouraged to keep the lines of communication open between CBF and CBFNC.~~
 - ~~(3) The Council Development Committee shall be composed of three (3) members of the Council, one (1) member from each Ministry Council and three (3) At large Members of CBFNC not currently serving on the Council nor any Ministry Council. The Moderator, in making recommendations for this committee, shall seek balance and diversity in leadership.~~
 - ~~(4) Committee members shall serve one (1) year terms and may not serve more than three (3) consecutive terms.~~
 - ~~(5) The Council Development Committee will recommend for approval, Members to fill the unexpired terms of officers or At large Members who resign or who are being replaced on the Council, Ministry Councils and as North Carolina representatives on the Coordinating Council of CBF.~~

Section 8. Advisory Group

- ~~(1) The Advisory Group shall be comprised of

 - ~~(a) Former officers and Council members of CBFNC;~~
 - ~~(b) Former officers and Coordinating Council members of CBF who are also members of CBFNC; and~~
 - ~~(c) Other interested individual members of CBFNC who apply for membership on the Advisory Group under the guidelines established by the Council.~~~~
- ~~(2) The Moderator shall appoint the Chairperson.~~
- ~~(3) The Advisory Group shall meet at least annually.~~
- ~~(4) Meetings of the Advisory Group shall be called by the chairperson of the Advisory Group in consultation with the Moderator and Coordinator of CBFNC. The Moderator shall call meetings in the absence of the chairperson.~~

- (5) ~~The purpose of the Advisory Group shall be to hear updates on the work and ministry of CBFNC and to offer advice to the officers, Council, and staff of CBFNC.~~

~~Any resolutions, policy statements, communications or other statements of position by the Advisory Group shall be forwarded by the chairperson to the Coordinating Council but shall not have any binding effect on the officers, Council, or staff of CBFNC.~~

Article 9. Ministry Teams ~~Councils~~

Section 1. Election

Except as otherwise provided herein, members of the Ministry Teams ~~Councils~~ shall be elected by a plurality vote at the ABM annual session of the Assembly. Ministry ~~Councils may~~ Teams may be established or disestablished per Article 8, Section 4, Item 14. Team officers may enlist additional team members between ABMs, subject to their nomination by the Nominating Team and election at the next ABM.

Section 2. Composition

- (1) The Ministry ~~Councils-Teams~~ shall consist of the Chair, Chair-Elect and Past-Chair and ~~eight (8) at least four~~ At-large mMembers. At-large members shall be selected as described in Section 7 of Article 8, recommended by the Ministry Council to the Council Development Committee for consideration. The Council Development Committee will consider all recommendations and present their nominations to the Assembly for election.
- (2) ~~Current members of the Coordinating Council of CBF that were nominated by CBFNC are invited to serve as non-voting, ex-officio members of the Council or Ministry Council of CBFNC that most closely matches their current area of service on the Coordinating Council of CBF.~~
- (3)(2) The ~~Ministry Councils- Nominating Team~~ shall ~~recommendevaluate recommendations and~~ nominate At-large mMembers in such a manner as to seek balance and diversity in leadership and give consideration to leadership development.

Section 3. Length of Service

- (1) The Chair shall succeed from the office of Chair-Elect. The term of office will be for one ~~(1)~~ year. The Chair may serve one ~~(1)~~ additional year, if recommended by ~~the Ministry Council to the Council Development Committee, nominated by the Council Development Committee and the Nominating Team to be~~ electd by at the Assembly ABM.
- (2) The Chair-Elect will be recommended by the Nominating Team to be elected at the ABM. ~~Ministry Council to the Council Development Committee and nominated by the Council Development Committee for election by the General Assembly.~~ The Chair-Elect will succeed to the office of Chair.
- (3) ~~At large Members shall be nominated by the Council Development Committee for election by the General Assembly to serve four year terms and may be re-elected after a one (1) year break in service. An At large Member that is completing an un-expired term of less than two (2) years may be elected to serve a full term without a break in service. One fourth of the terms of At large Members expire at each annual Assembly.~~
- (3) Team members should be recommended and elected based on their sense of calling, interest, passion, and giftedness for the work of each Ministry team. The Ministry Team officers will discuss on an annual basis each member's serving an additional year and make a recommendation annually to the Nominating Team regarding their team's membership. ~~The~~

Ministry Councils reserve the right to remove any member who misses three (3) consecutive meetings.

(4)

Section 4. Responsibilities

The Ministry ~~Councils~~ Teams shall have the following responsibilities and authority:

- (1) To envision, plan and carry out the mission and ministry objectives and priorities as may be determined or modified annually ~~of CBFNC~~ under the oversight of the Council.
- (2) To recommend for consideration by the Nominating Team the names of persons to be elected as ~~officers and~~ At-large mMembers of their Ministry ~~Council Team~~ to the Council Development Committee.
- (3) To select persons to serve in the event of vacancies or the need for additional Ministry Team members between until the next ABMs. Assembly, the unexpired term of Members who leave their Ministry Council between the annual sessions of the Assembly. Candidates will be provisionally approved by the Nominating Team until election at the next ABM.
- (4) To report its plans and actions to the Council and be accountable for carrying out its mission and/or ministry within budget and in accordance with the directions, identity, mission, principles, and core values, overarching commitments, and ministry priorities of CBFNC.
- (5) To appoint Ad Hoc Teams for specific short-term opportunities related to the Ministry Teams responsibilities.
- ~~(3) To carry out the directives of CBFNC as adopted and authorized by action of the Assembly.~~
- ~~(4) Provide information and proposed recommended courses of action to the Council to ensure that they are in accordance with the broad ministry goals set by the Assembly, are within budget and are in accordance with the directions and core values of CBFNC.~~

Section 5. Officers

- ~~(1) The officers and At-large Members of each Ministry Council shall be elected by the Assembly.~~
- ~~(2) The Chair shall preside over all meetings of the Ministry Council.~~
- ~~(3) The Chair Elect shall serve in the absence of the Chair.~~

Section 56. Organization of the Ministry ~~Council~~ Teams

- (1) Each Ministry ~~Council Team~~ is hereby empowered to organize itself as it deems appropriate to carry out the ministry and witness of CBFNC as directed by the ~~Assembly Council in establishing that Ministry Council. The Ministry Council Chair, in consultation with the Ministry Council, shall appoint committee and Task Force Chairpersons and Members to committees and task forces authorized by the Ministry Council.~~
- (2) The Executive Coordinator of CBFNC shall be a non-voting ex-officio ~~member~~ member of the each Ministry ~~Council Team and its Committees and Task Forces.~~ The Executive Coordinator may assign other CBFNC employees to non-voting participation ~~in on~~ Ministry ~~Councils Teams and its Committees and Task Forces~~ Councils Teams as needed.

Article ~~10~~1. Conflict of Interest

No employee of CBFNC shall serve as a voting member of the Council. Any member with a conflict of interest relating to any matter which is being considered by the Council shall disclose that fact to the Council prior to a vote being taken and shall not vote on such matter. A conflict of interest exists when a member has any personal or financial interest which may interfere with the member's ability to vote on a matter solely based on the best interest of CBFNC.

Article ~~12~~11. General Protection

Section 1. Indemnification

CBFNC shall indemnify its officers, directors and Ministry ~~Council officers and team~~ Team members for those amounts authorized by the General Statutes of North Carolina; provided, however, indemnification shall only be made upon compliance with the requirements of such statutory provisions and only in those circumstances in which indemnification is authorized under such provisions.

Section 2. Insurance

CBFNC may purchase and maintain insurance on behalf of those persons for whom it is entitled to purchase and maintain the same against any liability asserted against such persons and incurred by such persons under the circumstances and in any capacity as described in the statutory provisions referred to under this Article ~~12~~11.

Section 3. Reimbursement

CBFNC may pay for or reimburse the reasonable expenses incurred by a director, officer, employee, or agent who is a party to a proceeding provided for hereunder in advance of a final disposition of the proceeding if authorized by the Council in accordance with and in full compliance with the statutory provisions referred to in this Article ~~12~~11.

Section 4. Continuing Benefit

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Article ~~12~~13. IRC 501(C)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code]. This corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized

and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of CBFNC, the Coordinating Council shall, after paying or making provision for the payment of all the liabilities of CBFNC, dispose of all of the assets of CBFNC exclusively for the purposes of CBFNC, or to such organization or organizations organized and operated exclusively for religious purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as the Coordinating Council shall determine.

Article ~~14~~13. Amendments

Section 1. Articles of Incorporation.

Except as otherwise provided by North Carolina General Statute § 55A-10-02, an amendment to the Articles of Incorporation shall be approved by a two-thirds majority vote of the Council and by the Members entitled to vote thereon by two-thirds of the votes cast at an ~~Assembly~~ ABM of CBFNC.

Section 2. Bylaws.

- (1) ~~Unless otherwise stated herein, these Bylaws may be amended only by a two-thirds majority vote at an ~~Assembly~~ ABM of CBFNC. Any proposed change to the Bylaws requires a 15 day notice to Members prior to the ABM.~~
- (2) Amendments necessary to maintain tax exempt status may be adopted by a two-thirds vote at a duly called meeting of the Council. To be eligible for adoption, each proposed amendment shall have been submitted to the members of the Council at least fifteen (15) days prior to the meeting at which the amendment is to be considered.