

**Part I**  
**ADMINISTRATIVE GUIDELINES:**

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**Alabama Baptist State Board of Missions**

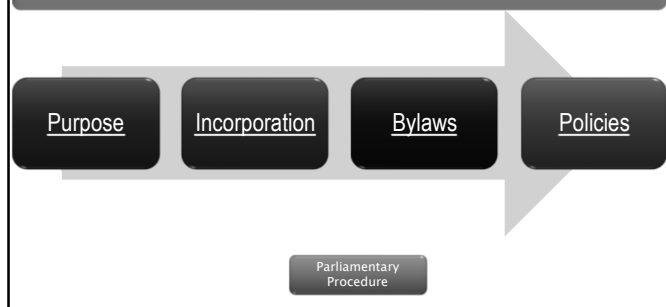
**Conference Notes and Workbooks**  
www.CooperativeProgramResources.org/conference

• **Jim Swedenburg** — 334-613-2283 —  
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• **Lee Wright** — 334-613-2241 -  
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**Administrative Guidelines: Church Policy Documents**



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*But when you pray, do not use vain repetitions, as the heathen do: for they think that they shall be heard for their much speaking. Matthew 6:7 NKJV*

■ Declaration of Independence	1,300 words
■ Gettysburg Address	285 words
■ 10 Commandments	179 words
■ Archimedes' Principle	67 words
■ Pythagorean Theorem	24 words
■ The Lord's Prayer	66 words
■ U.S. Government regulations on the sale of cabbage	<b>26,911 words</b>

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**Administrative Guidelines:  
Church Policies**

June 2020

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**Today's Mission Statement**

To help churches establish and maintain the appropriate documents.

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## Today's Goal and Objectives

To provide the following:

- Why documents are needed.
- How documents are developed.
- Which topics your documents should address.
- Examples of effective documents.
- Legal guidance for proper incorporation.
- Answers to **your** questions.

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## Why Policies and Procedures?

The need for written policies and procedures  
The benefits of written policies and procedures for our church

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“These people honor me with their words,  
but I am not really important to them.

Their worship of me is worthless.

The things they teach are only human rules.”

(Matthew 15: 8-9 ERV).

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## The Need for Policies:

- To set purpose for the church.
- To map out the church's plan of action.
- To reach planned goals and objectives.
- To help members see ministry needs.
- To involve all members in ministering.
- To guide in recruiting & organization of staff.

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## Today's Society

- We live in a society of people who are **permissive** about their own behavior and **demanding** of others' behavior.
- Administrative Guidelines can help you work through this.

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## The Need for Policies (continued):

- To delegate & allocate authority & responsibility.
- To coordinate all church activities.
- To provide clarity by guiding decisions.
- To stimulate paid and volunteer staff.
- To evaluate outcome versus purpose.
- To focus ministry organization aims.

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### The Benefits of Written Policies and Procedures

- Policies save time.

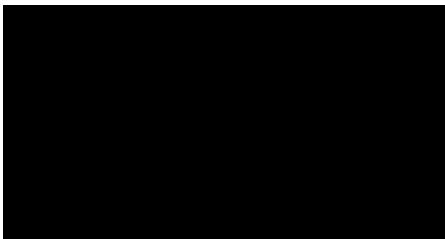
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### You may be surprised to learn:

- The two most important documents are:  
Mission Statement  
Articles of Incorporation

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### The Benefits of Written Policies and Procedures



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**Do we exist for  
man or God?**

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### The Benefits of Written Policies and Procedures

- Policies save time.
- Policies reduce misunderstanding.
- Policies give personal freedom.
- Policies are fair.
- The Bible calls for It .

“Let all things be done  
decently and in order”.

I Corinthians 14:40

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### What Documents are Needed?

- Mission Statement.
- Articles of Incorporation.
- ~~Constitution~~: **Not needed**  
(Replace with Articles of Incorporation).
- Bylaws.
- Policy Manuals.
- Job Descriptions.
- Organization Chart

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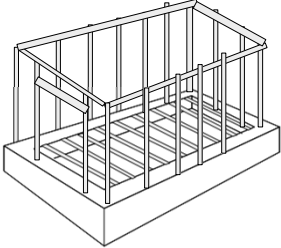
One way of looking at policies

**A rigid structure**

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Framing

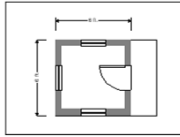
**Bylaws**



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Plan


**Statement of Purpose**



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Finishing

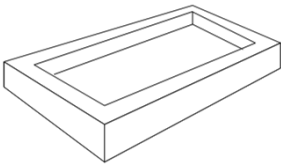
**Policies**



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Foundation

**Articles of Incorporation**

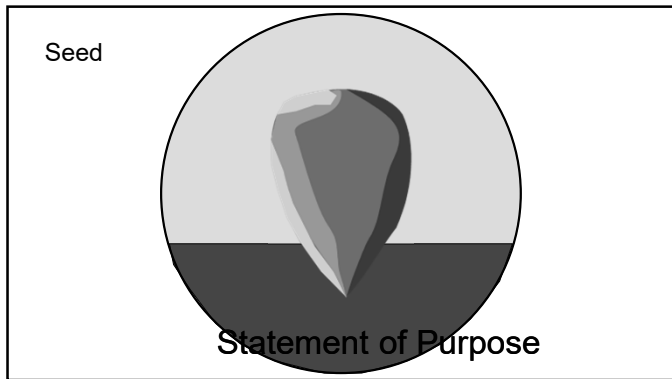


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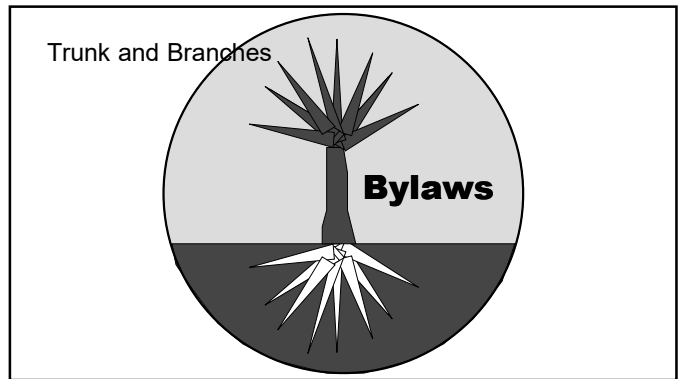
A better way of looking at policies

**A flexible growing organism**

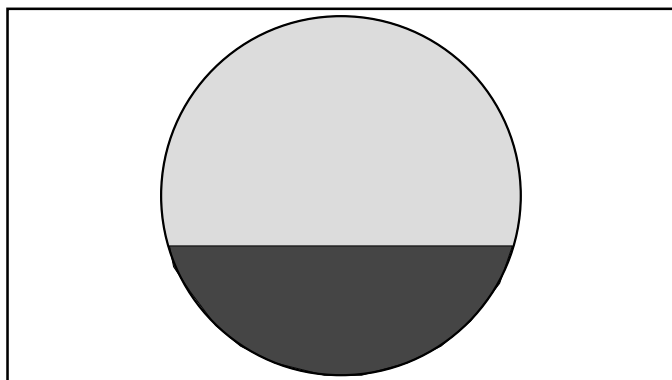
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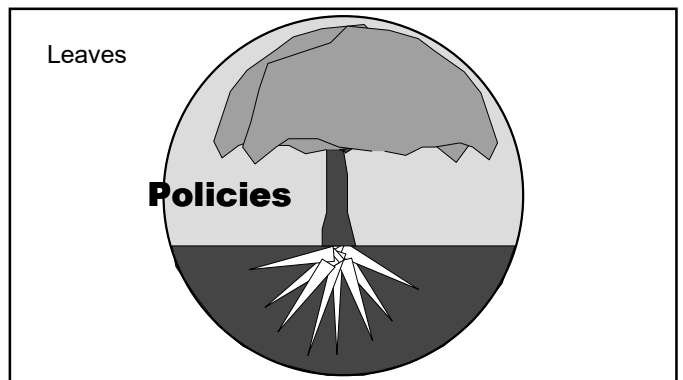
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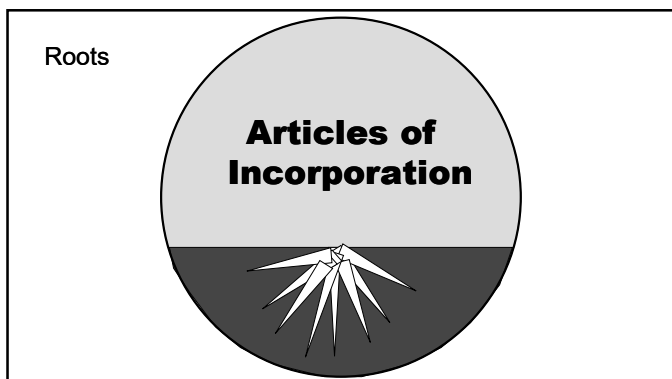
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Document:	Controlled by:	Governs:	How to Change:
Mission Statement/ Purpose Statement	The Bible & the church.	Every Document	Church vote
Articles of Incorporation	Purpose statement. Church.	Church as it relates to legal issues.	(2/3) of votes cast. 2 consecutive business meetings.
<small>(You do not need this document. Only Articles of Incorporation are needed.)</small> Constitution	Purpose statement and Articles of Incorporation (if incorporated).	Church as it relates to the community and those outside the membership.	Two Thirds (2/3) Must pass at two consecutive business meetings.
Bylaws	Articles of Incorporation	Policies & Procedures.	Two-week notice. Simple majority two consecutive meetings.
Policies	Operating Policies	Bylaws	Simple majority vote
	Office Policies	Bylaws	Administrator decision.
Job Descriptions	Personnel Policies	Bylaws	Majority vote of Personnel Committee.
	Personnel Policies	Personnel policies	Majority vote of Personnel Committee.
Personnel Chart	Personnel policies	Ministers and employees.	Majority vote of Personnel Committee.

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## We Don't Need Bylaws!

The State of Alabama has some for us.

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## Alabama Code 10A-3

2.42	Loans to directors	Prohibited
4.01	Amend Articles of Incorporation	Notice & 2/3 vote
6.01	Sale, lease, mortgage assets	Written notice & 2/3 vote
7.02	Dissolve	Assets to another non-profit charity, religious or educational

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## Alabama Code 10A-3

2.31	Board of Directors/Trustees	Power to amend adopt or repeal bylaws
2.02	Called meetings	President, board or members = 1/20
2.03	Notice of meeting	Min. 10 days – Max. 50 days Must be done personally or by mail
2.05	Proxy voting	Allowed
2.06	Quorum	1/10 potential votes to be cast
2.10	Vacancy	Filled by Directors/Trustees

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## Alabama Baptist State Board of Missions

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## Alabama Code 10A-3

2.09	Directors/Trustees	Not less than 3
2.09	Term	1 year
2.10	Vacancy	Filled by Directors/Trustees
2.06	Quorum	1/10 potential votes to be cast
2.09	Directors/Trustee	Not less than 3
2.09	Term	1 year
2.10	Vacancy	Filled by Directors/Trustees
2.21	Officers	President, VP, Secretary, Treasurer
2.32	Books & records	Must be available to any member at any reasonable time

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## Writing the documents

This process isn't difficult, but it is time consuming.

Do not rush the process.



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## DEVELOPING A PURPOSE STATEMENT

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## DEVELOPING ARTICLES OF INCORPORATION:

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### Purpose or Mission Statement:

- Shapes the others.
- Shows the Biblical basis for the church's existence.
- Defines who we are and what we are trying to accomplish as a church.

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### Articles of Incorporation:

- Needed for Legal Reasons
  - Serve in lieu of a constitution.
  - Very broad in scope.  
(Example: We Are First Baptist Church.)
  - More difficult to change.
  - 2/3 majority of those present and voting
  - Two consecutive business meetings

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### Development committee

1. Form a development committee
2. Committee looks for any existing purpose statement.
3. Conduct a background study of the relevant biblical passages:
 

■ Matthew 28:18-20;	■ I Peter 2:9;
■ I John 3:1;	■ Ephesians 4:11-13;
■ I Corinthians 12:27;	■ Acts 2:40-47

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### Articles of Incorporation:

- Recognize the need
  - Every church should be incorporated
    - Lawsuits against the church can cause personal financial obligations for your members if your church is not incorporated
    - Property ownership is not possible unless you are incorporated
    - Takeover is very easy if you are not incorporated

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### Are you currently Incorporated?

- County Probate Clerk's Office
- Articles filed before 1975 should consider re-incorporation
  - (Section 10A-3 Acts 1984, No. 84-290, p.502)

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### Are You Current?

- The law was revised again in 1984.
  - A simple *Church Corporation Law* was created. (§10A-20 et. Seq.)
  - rather than the Non-Profit Corporation Law (§10A-3 et. Seq.)
  - This made it possible to incorporate and to own property.
- The *Church Corporation Law* does NOT protect the Senior Pastor and staff from personal liability.
  - Some "limited liability" may be provided to non-compensated leaders and members.
- These churches should amend to replace (or revise).

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### Are you currently Incorporated?

- Articles must contain an article describing the "transfer of assets in the event of dissolution."
  - If not present, you should revise your document.
- Select an incorporation committee
  - (Special/Ad Hoc committee)

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### Are You Current?

- Our attorney STRONGLY SUGGESTS you consider §10A-3.
- §10A-20 offers few of the protections provided under §10A-3.
  - All uncompensated officers, members, volunteers and workers are given some "Limited Liability" protection whether the church is incorporated or not. (Code of Alabama 1975 Section 10A-20-16).
- Churches incorporated as a Non-Profit Corporation
  - Receive full "limited liability" for all members, compensated and non-compensated.
  - The Non-Profit Corporation Law (§10A-3 et. Seq.) is the best method for churches

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### Are You Current?

- Alabama incorporation law has changed twice since 1984.
  - The Code of Alabama was significantly revised in 1975.
  - If you were incorporated before 1975, there are 4 articles which must be present in your current Articles of Incorporation:
    - Transfer of assets in the event of dissolution.
    - The Initial Registered Agent.
  - The initial Trustees (of which there must always be at least 3) and list the method of selecting their successors.
  - "Title of property shall be vested in the name of the church" (never vested in the trustees).

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### Are You Current?

- Other important updates regarding incorporation:
  - All churches, incorporated or not, may adopt other purpose(s). (Code of Alabama 1975 Section 10A-1-2.01).
  - Churches are authorized to do anything not prohibited by law.
    - This is a change for the *Church Corporation Law* which **was** restricted to only having the right to own real estate.
  - There is "Limited Liability" protection for all members, compensated or not, in the Non-Profit Corporation.
    - This is unique to this type of corporation for churches.

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### If you wish to know more:

Why the Non-Profit Corporation is best for churches:

- Offers much more legal guidance than “Church Corporations” (§10A-20-2.01 – 2.07);
  - Code of Alabama gives an entire chapter to Non-Profit Corp.
  - Only seven sections are given for Church Corporation;
- Protects both uncompensated and compensated church officers and directors from liability;
  - Not the case for unincorporated churches or churches with Church Corporation

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### Decide what to include

- See Possible Topics on page 26.
- Consult an attorney
  - Issues to discuss with the attorney:
    - What will the attorney charge?
    - What will the Probate Judge charge?
    - What is the church’s Purpose.
    - The details of why the church needs to incorporate.
    - What material does the church need to collect and develop to assist in the incorporation process (this may reduce the legal cost of incorporating)?
    - Request a list of any additional expenses not included given above.
    - Verify the time frame your attorney envisions applying to church’s incorporation action.

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### If you wish to know more:

Why the Non-Profit Corporation is best for churches:

- Provides church ownership of real estate.
  - Unincorporated churches do not have church ownership;
- Gives legal standing to a church as a legal entity;
  - Unincorporated churches do not have legal standing and are not legal entities.

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### Articles of Incorporation

- |                             |                                    |
|-----------------------------|------------------------------------|
| ■ Name and location         | ■ Church year                      |
| ■ Purpose                   | ■ Discharge officers               |
| ■ Existence                 | ■ Transfer of assets / dissolution |
| ■ Admission of members      | ■ Trustees                         |
| ■ Administration of Affairs | ■ Initial Registered Agent         |
| ■ Church Conference         | ■ Initial Registered Office        |
| ■ Bylaws                    | ■ Incorporators                    |
| ■ Amendments                | ■ Signatures                       |
| ■ Elections                 | ■ General Acknowledgment           |

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### Gather the pertinent information

- Charters, titles, and deeds
- Church minutes
  - Have them microfilmed by the Historical Commission

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### Write the document

- Write the draft of the document.
- Present the document to the church.
  - Discuss the draft of the document and answer questions.
  - Vote to approve the draft document.
- Give the draft to your attorney
  - Your lawyer will review, and if needed, revise the document.
  - If revision is needed you should go back to the church to vote.
  - Have your attorney file the document with the Probate Judge.
- Review and update every 3 to 5 years.

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**BYLAWS**

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**Some Possible Bylaws pages 40 thru 42**

- **Membership**
  - Qualifications and procedures
    - Candidacy for membership
    - Full membership/rights of members
    - Termination of membership
  - Discipline of a member
    - Reconciliation
      - Matthew 18:15-17
      - Galatians 6:1-2
    - Exclusion
    - Restoration
- **Church Officers**
  - **Trustees**
    - Composition
    - Qualification
    - Nomination, Election, Rotation
  - Officers
  - Powers and Responsibilities
  - Meetings

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**Bylaws:**

- **Broad and general.**  
(Example: The church shall have committees as established in the policy manual by majority vote of the church in conference)
- **Changeable, but changes are not often needed.**
  - Simple majority of votes
  - Two consecutive business meetings

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**Some Possible Bylaws pages 40 thru 42**

- **Moderator**
  - Selection
  - Duties
  - Succession
- **Clerk**
  - Nomination, Election, Rotation
  - Responsibilities
- **Parliamentarian**
  - Nomination, Election
- **Other officers**
  - **Deacons**
    - Composition
    - Qualification
    - Nomination, Election, Rotation
    - Ordination
    - Officers
    - Responsibilities
    - Meetings

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**NOTICE**

- Pages 38 and 39 were replaced with pages 40 thru 42

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**Some Possible Bylaws pages 40 thru 42**

- **Church Staff**
  - **Purpose & Responsibility**
  - **Composition**
    - Senior Pastor
    - Ministerial Staff (or Pastoral Staff)
    - Associate Ministry Staff
    - Church Support Staff
      - Clerical
      - Custodial
      - Food Service
      - Weekday Education
      - Instrumentalists
      - Other
- **Call/Termination of the Pastor**
  - Call process
  - Resignation (2 weeks is sufficient)
  - Termination
  - Notice of Dismissal
- **Call / Termination of Ministry Staff (or Pastoral Staff)**
  - Call
  - Resignation
  - Termination
    - Senior Pastoral Staff
    - Associate Ministerial Staff
  - Notice of Dismissal

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### Some Possible Bylaws pages 40 thru 42

- **Councils**
  - as specified by policy.
  - May include:
    - Evangelism Council
    - Missions Development Council
    - Age-group councils
    - Others as specified
- **Ministry Teams**
  - As specified by church policy.
- **Committees**
  - **Regular/Standing Committees**
    - **Administrative Committees**
      - Nominating Committee
      - Personnel Committee
      - Stewardship/Financial Committee
      - Others as specified by church policy
    - **Ministry Committees**
      - As specified by church policy.
  - **Church ministry services**
    - As specified by church policy

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### Some Possible Bylaws pages 40 thru 42

- **Elections/Rotations**
  - **Elections**
    - Deacons
    - Officers
    - Committees
    - Organization leaders
    - Others as specified
  - **Rotation**
- **Church Operating Policy Manual**
  - (Mention the existence and nature of this document)
- **Amendments to the Bylaws**

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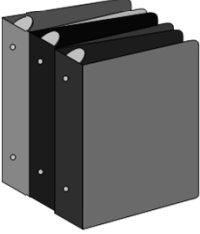
### Some Possible Bylaws pages 40 thru 42

- **Church Leadership Team/Church Council**
  - (membership as specified by church policy)
- **Ministry organizations**
  - As specified by church policy.
  - This may include:
    - Sunday School
    - Church Music
    - Missions
    - Etc.
- **Ordinances**
  - Do not specify a frequency or a schedule for observances. Simply state "as specified by church policy"

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### Policy Manual(s):

- Are of three types:
  - Church operating policies .
  - Church office policies and procedures .
  - Personnel policies.
- Policies are very specific.
- Policies are easily changed.
- Simple majority vote.



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### Some Possible Bylaws pages 40 thru 42

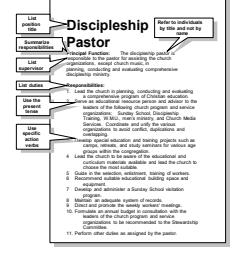
- **Church finances**
  - Internal Controls
    - Receiving
      - Sunday School gifts
      - Worship service gifts
      - Other gifts received
    - Depositing
    - Counting
    - Disbursing
    - Recording
    - Reporting
    - Auditing
    - Bonding
- **Church meetings**
  - as specified by church policy
  - **Conference/Business Meeting**
    - **Regular**
      - (as specified by church policy, quarterly is often enough for most).
    - **Special or Called**
  - **Quorum**
  - **Rules of Order**
    - Robert's Rules of Order Newly Revised
  - **Moderator and Succession**
    - (see church officers)

66

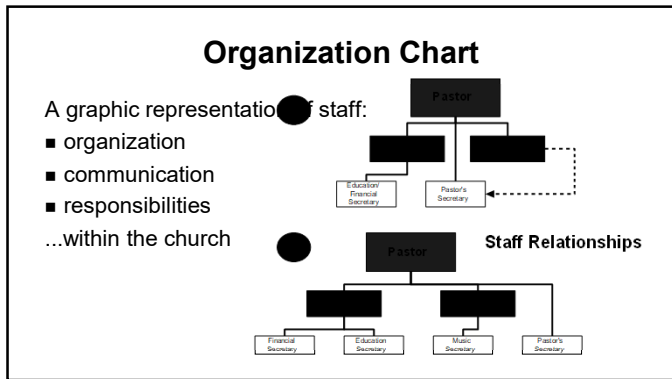
### Job Descriptions:

A list of each staff member's:

- Position title.
- Supervisor.
- Responsibilities.
- Duties.



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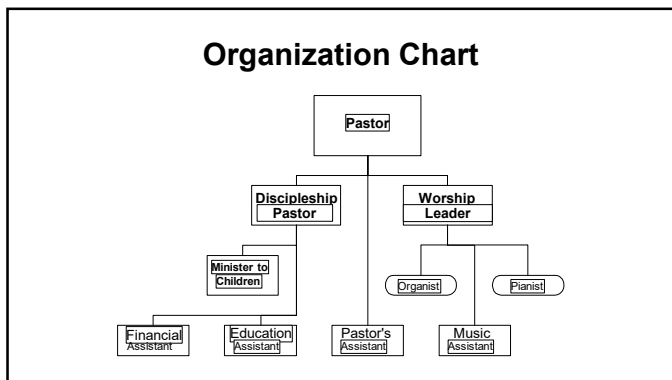
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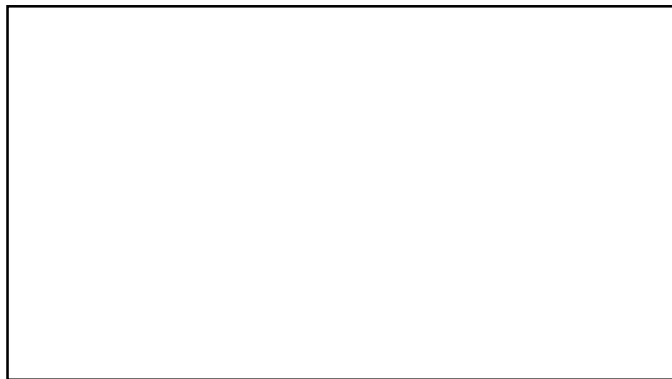
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## Administrative Guidelines:

**Church Policies**  
**SCOTUS redefines “sex”**  
**Electronic meetings**

June 2020

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**Part 2**  
**ADMINISTRATIVE GUIDELINES:**

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### Today's Mission Statement

- To help churches establish and maintain the appropriate documents.

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### Policies:

- Define the following:
  - Authority.
  - Boundaries.
  - Responsibilities.
  - Guidelines.
- Tell who, why, when, and under what circumstances.
- Allow decisions based on the situation, not the personalities.

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### Today's Goal and Objectives

- To provide the following:
  - How policy documents are developed.
  - Which topics your documents should address.
  - Examples of effective policies.
  - Voting to affirm decisions that were made during the COVID-19 stay at home order.
  - Providing for electronic meetings.
  - Response to the Supreme Court ruling redefining sex.
  - Answers to your questions.

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### Who sets policies?

- The majority purely administrative, written by the administrator (or pastor) and never need to be voted on, unless the church requires doing so.

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### POLICIES

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### Procedures:

- These are basically directions on how to do tasks:
  - Usually for internal use only.
    - Tell how a task is done.
  - Provide a detailed list of actions.
  - Provide list of supplies and equipment.
  - Written by person who does work.
  - Useful when employee is absent.

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**Copies should be provided for:**

- Each person involved
- Each supervisor
- The administrator

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**Affirm your decisions  
from the time you could not meet**

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**Electronic Meetings**

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**Your Questions:**



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**Electronic Meetings**

- Robert's Rules of Order, 11th Edition – Members must be present to participate and to vote
- No absentee or proxy voting unless stated in the bylaws
- Roberts defines a meeting on pages 81-82 as a single official gathering in one room or area of members at which a quorum is present

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### Minimum conditions for Electronic meeting

- Opportunity for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area.
- Authorized by the bylaws

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### If allowed for church business meeting

- Who can call the electronic meeting?
- Under what circumstances – emergency such as pandemic, disaster, or other? Or any circumstance?
- What kind of notice is required?
- When there is a regular meeting at church, will members be allowed to participate electronically?

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### Types of Electronic Meetings

- Conference Call – audio conference. Minimum standard
- Video conference – Zoom, for example. So that people can see and hear each participant. This is preferred. Zoom, for example, does allow members to call in by phone who do not have a computer or smart phone.
- Written such as email or chat is not recommended as it does not constitute a deliberative assembly

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### Other considerations

- Method to determine a quorum
- Method to obtain the floor
- Method to raise a point of order
- Means to submit a motion in writing
- Method to take and verify a vote
- Means to assure that meeting participants are members
- Are there numerical limits on the software as to how many can participate? Are those limits high enough for your church?

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### Considerations

- Decide the minimum type of electronic format. You may allow audio and video meetings. If you specify video, then a conference call by phone would not be allowed.
- Allowable for committee meetings? – I suggest flexible committee discretion.
- Allowable for an executive board or leadership team? – I suggest flexible discretion
- Allowable for church business meeting?

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### Resource

- Robert's Rules of Order, 11th Edition, pages 97-99

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## SCOTUS ruling “Redefining sex”

- The plaintiffs sought to be included under sexual discrimination.
- There was precedent under the EEOC rules that said SOGI were included in EEOC rulings.
- The court ruled in favor of the plaintiffs.
- Questions surrounding the new decision begin for many churches falling under Title VII
- But questions also extend to title VI and title XI.

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## Sexual Orientation & Gender Identity

Abbreviated SOGI

The supreme court ruling “Redefining sex”  
 Policies

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## SCOTUS ruling “Redefining sex”

- This decision relates to employment law under Title VII.
- Title VII only applies to employers who have 15 or more employees.
  - Alabama has a law which mirrors the federal law on sex discrimination, but does not limited to employees of employers with 15 or more.
- There are four key grounds on which this may be opposed by churches.

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## SCOTUS ruling “Redefining sex”

- Gregory S. Baylor
  - Senior Counsel—Alliance Defending Freedom
- Court heard 3 different cases on Discrimination based on title VII and Sexual orientation/gender identity.
- The 3 cases were combined and addressed in this ruling.
- Title VII forbids sex discrimination but never mentions sexual orientation or gender identity.

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## SCOTUS ruling “Redefining sex”

- A narrow religious exemption written into civil rights act.
  - It only covers documented beliefs and literally states “a particular religious conviction.”
  - Church Policies need to describe Conduct as well as Beliefs.
  - That no protection for anyone other than ministerial employees.
  - This protection is only for faith based ministries and not available to the public businesses such as hobby lobby.
  - Churches must document reason for gender discrimination.
  - Assign ministry related responsibilities to ministry employees. .
  - One excellent plan would be to include and teach new employees the BFM.

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### SCOTUS ruling “Redefining sex”

- A narrow religious exemption written into civil rights act.
  - The ministerial exemption afforded by a supreme court decision. However this is currently under review with two cases before the Supreme Court.
  - RFRA Religious Freedom Restoration Act.
  - Simply give up on Fighting it and comply. This of course is not opposing the law but giving in to it.

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### SCOTUS ruling “Redefining sex”

- Serious unanswered questions to be defined by courts
- About half of all states have non-discrimination laws. Alabama is one of those that has a non-discrimination law
- Employment decisions and the federal exemption does not apply to it.
- All hiring decisions will have to comply with the new Supreme Court decision, or will they?

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### SCOTUS ruling “Redefining sex”

- Serious unanswered questions to be defined by courts
- Will non-ministries be allowed to have gender discrimination for bathrooms?
- Will separation by sex still be allowed in locker rooms, athletic programs and other areas?
- Will insurance have to cover things like sex reassignment surgery, hormones, treatments given to children who have gender dysphoria.

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### SCOTUS ruling “Redefining sex”

- One key point is that these exemptions to churches will not apply to secular operated businesses. Non-religious companies will have to comply.
- One huge hurdle yet to be overcome is defeating the equality act which is before Congress now.
- We must constantly remember That Christian beliefs systems are very much out of favor with the public. In fact many people believe that Christian churches are a hate group. We must show love in all of these actions.

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### SCOTUS ruling “Redefining sex”

- Serious unanswered questions to be defined by courts
- Various assistance programs for underprivileged do not have gender rules written into them.
- Title XI Does have gender related non-discrimination language but colleges and the national education Association have worked out a compromise here.
- Will gender neutral laws be enforceable against churches?

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### Your Questions:



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## Alabama Baptist State Board of Missions

### Conference Notes and Workbooks

[www.CooperativeProgramResources.org/conference](http://www.CooperativeProgramResources.org/conference)

• **Jim Swedenburg** — 334-613-2283 —  
[JSwedenburg@alsbom.org](mailto:JSwedenburg@alsbom.org)

• **Lee Wright** — 334-613-2241 -  
[LWright@alsbom.org](mailto:LWright@alsbom.org)

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## Reading of the Minutes

- “The secretary will read the minutes.”
- Chair: “Are there any corrections to the minutes?”  
 Corrections are usually handled by unanimous consent unless a member objects.
- “There being no corrections, the minutes are approved as read or are approved as corrected.
- A formal motion to approve the minutes is not necessary although such a motion is not out of order. (RONR, page 354-355)

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## Policies save time:

- Avoid having to re-make decisions.
- May be referred to without discussion.
- May be referred to without questions.
- Allow anonymous queries.
- Reduce need for verbal instructions.
- People remember what they read.
- Avoid repeated discussions on the same issue.

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## Content of the Minutes

- Kind of meeting (regular, special, adjourned), name of assembly, date & time (at the end of the minutes the time of adjournment should be recorded), chair & secretary present or who substituted for them, that the previous minutes were read and approved.
- Body of the minutes. Separate paragraph for each subject. The wording of each motion considered and approved or otherwise disposed of with the fact that the motion was debated or amended.

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## Parliamentary Procedures

Robert’s Rules of Order, Newly Revised  
 Lee Wright, Alabama Baptist State Board of Missions  
 334-613-2241 [lwright@alsbom.org](mailto:lwright@alsbom.org)

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## Content of the minutes

- The disposition of the motion; any primary and secondary amendments
- All motions should be recorded unless withdrawn
- All notices of motions
- The substance of committee reports
- All points of order and appeals whether sustained or lost

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## Additional rules

- The name of the maker. Name of the seconder should not be recorded unless ordered by the assembly
- If a vote is counted, the counts should be entered
- Do not record proceedings in assembly of the whole or quasi assembly of the whole, but the fact that the assembly went into assembly of the whole.

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## Other Principles

- › The spirit of fairness and good faith is paramount
- › Only one matter is addressed at a time.
- › Only one person can speak at a time.
- › No one can speak for a second time until all who wish have spoken for the first time (page 31)

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## Additional rules

- It is not necessary to enter the points of debate or who said what about a motion.
- When a committee report is of great importance, the assembly may order it to be entered into the minutes
- Minutes should be signed by the secretary and can be signed by the president

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## Other Principles

- › All members have the right to understand any question presented during a meeting, and to understand the effect of their decision.
- › Members must be present to vote unless the bylaws state otherwise
- › Everybody's vote counts.

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## Four Basic Principles

1. Courtesy and justice for all
2. Consider one thing at a time
3. The minority must be heard
4. The majority must prevail

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## Common Mistakes

- › The chair has all the rights of other members, but to remain impartial, usually does not vote except to make or break a tie (or a ballot vote). The chair is not required to vote - Tie vote - the motion is lost. Page 53.
- › Ex Officio member has all the rights of other members including voting (unless prohibited by the bylaws), but is not counted in the number for quorum.
- › Financial Report. No action of acceptance of the assembly is required or even proper. The only proper time to approve a report is the annual report or the auditor's report (RONR, p 479). Response of the chair: "The report is referred to the Auditing Committee."

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## Common Mistakes

- › Reports of committees are not approved, simply filed, unless the committee makes a recommendation.
- › Standing rules can be suspended, but the bylaws cannot be suspended!
- › Lay on the Table – not a motion to kill but to temporarily set aside a motion to attend to more urgent business. Ways to kill a motion (1) Postpone indefinitely or (2) simply vote against the motion.

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## Moderating a Difficult Meeting

- › Consensus To Be Sought/Division of the Church To Be Avoided
- › The objective of the church meeting is not to win a vote, but rather to discern the mind of Christ.
- › If possible, meet with the upset person(s) ahead of time.
- › If possible, try to avoid a vote.

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## Common mistakes

- › Call for the question. This is not a demand requiring immediate adherence. Requires a second and a two thirds vote.
- › Withdrawing a motion: can withdraw it before it is restated by the Chairman, but after it is restated and presented to the assembly it can only be withdrawn if no one objects.

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## Guidelines difficult meeting

1. I Corinthians 14:40
2. One who wishes to speak should raise his/her hand to be recognized by the moderator.
3. If possible, one should stand when speaking.
4. No one will be recognized to speak a second time if someone who has not yet spoken wishes to be recognized.
5. A person who has the floor must limit his/her comments to \_\_\_\_\_minutes.
6. Responses to a speaker such as "Amen" or applause should not occur.
7. The Father's Rules of Order prevails. (the Bible)

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## Common Mistakes

- › Prolonged discussion without a motion is not proper. Failure to confine the discussion to the matter at hand. The chair can rule the discussion out of order.
- › Voting: Voice ("Aye" or "No"), general consent, rising, rising counted, ballot. Ballot is typically not used except when called for by the Bylaws or an act of the assembly – typically used for elections.
- › Motions are stated positively "I move to..." – never "I move that we not support John Smith in the coming election." "I move that we not build the playground."

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## Moderating a difficult meeting

- › If you anticipate a difficult meeting, set the ground rules before you begin
- › Ask the members to address the chair, not each other
- › Speak for or against the motion, not the person
- › Do not allow personal attacks
- › The chair generally does not enter into debate and does not vote unless it is a ballot vote

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## Resources

- ▶ Robert's Rules of Order Newly Revised, 11<sup>th</sup> edition. 2011.
- ▶ [www.parliamentarians.org](http://www.parliamentarians.org)
- ▶ Good basic articles:  
<http://cac.cap.gov/images/An%20Outline%20of%20Basic%20Parliamentary%20Procedure.pdf>
- ▶ <http://www.lakeclaire.org/wpsite/docs/ParliamentaryProcedure.pdf>

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## What are the key elements to include in bylaws?

1. Name of the organization
2. Object
3. Members
4. Officers
5. Meetings
6. Executive Board (if needed)
7. Committees
8. Parliamentary Authority - RONR, p. 570

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## Writing Bylaws

SEE ROBERT'S RULES OF ORDER, 11<sup>TH</sup> EDITION

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## Key to wording of bylaws?

- ▶ The composition of bylaws is somewhat different from ordinary expository writing, in that it places greater *light* demand on a "tight" clarity and precision in word choice, sentence structure, and punctuation. In bylaws, as in legal documents of any kind, every punctuation mark may have an important effect; and what is omitted may carry as much significance as what is included. Indisputability of meaning and application is a more important consideration than "readability," and the latter must be sacrificed when both cannot be achieved.  
RONR

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## How do we begin?

- ▶ Organization of a Permanent Society, RONR p. 553.
- ▶ **How do we write bylaws for the first time?**
  - ▶ Motion to authorize chair to appoint bylaws committee
  - ▶ Each article is read with opportunity for debate and amendment
  - ▶ After all articles, the entire bylaws are open to amendment.
  - ▶ Then the vote is on the bylaws as a whole. Majority vote required
  - ▶ After bylaws adopted, recess to enroll members.
- ▶ **How do we re-write our bylaws?** RONR, p. 569.
- ▶ Appoint bylaws committee
  - ▶ Revision requires notice and vote as prescribed in the old bylaws

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## Suggestion to simplify

- ▶ Articles
  - ▶ How need determined
  - ▶ Search process
  - ▶ How called; how terminated
- ▶ Committees
  - ▶ How nominated
  - ▶ How elected; term of office; number
  - ▶ Rotation

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