

# ChurchCare By-Laws

This corporation shall be called ChurchCare.

## Section I. The Purpose of ChurchCare

In general the ministry of ChurchCare is to help existing churches grow and minister to churches in crisis.

Specifically the ministry will focus on evaluating churches in the area of facilities, finances, and ministry potential.

ChurchCare will provide services to churches seeking to close. These services include but are not limited to managing the closure process, receiving ownership of and marketing of property, and distribution of assets in accord with dissolution resolutions.

ChurchCare may provide counseling to churches seeking “rescue” or recovery assistance.

If Recovery is an option the group will be recommended to Baptist Church Planters.

ChurchCare will also manage the **Revolving Loan Fund** (see separate policy).

ChurchCare will also manage the building ministry named ChurchCare Construction. All missionary builders will be approved by Baptist Church Planters in accord with existing BCP policies. The newly approved missionaries will be assigned to ChurchCare Construction for ministry assignments. ChurchCare will appoint a field director approved by BCP to manage the builders and report to the BCP Council. The Director of Construction will manage the construction projects. (See ChurchCare policies addendum B; Church Forms A-E, and Builder Forms A-E dated 4/14).

## Section II. Membership

The corporation is a subsidiary of Baptist Church Planters. To that end, Baptist Church Planters shall be the sole member of the corporation.

As permitted pursuant to Chapter 1702 of the Ohio Revised Code, the corporation specifically delegates and reserves to its sole member, Baptist Church Planters, the following powers:

- (a) To approve and interpret the statement of purpose of the corporation, and to require the corporation to operate in conformance with its statement of purpose;
- (b) To approve the capital and operating budgets of the corporation;
- (c) To approve any amendment of the articles of incorporation of the corporation;
- (d) To approve any amendment of the By-Laws of the corporation;

- (e) To approve the sale, lease, mortgage, or pledge of all or substantially all of the assets of the corporation;
- (f) To approve the merger, consolidation or similar reorganization of the corporation structure, or dissolution, of the corporation;
- (g) To approve any material change in the services offered by the corporation;
- (h) To appoint and remove, with or without cause, all members of the board of directors of the corporation, in accordance with the procedure set forth in these By-Laws;
- (i) Upon receiving a nonbinding recommendation from the board of directors of the corporation, to appoint and remove the executive director of the corporation, in accordance with the procedure set forth in these By-Laws.

### **Section III. Selection of Board**

- ChurchCare will be governed by not more than ten Board Members and not less than three
- Board members will be elected by the Baptist Church Planters Council at any Council meeting of Baptist Church Planters.
- Each Board member must be a male member in good standing of a Baptist Church, not affiliated with the National Council of Churches, the National Association of Evangelicals or any Convention.
- Each Board member's local church must approve their ministry with ChurchCare. The term of office will be for three years. There is no limit of terms.
- Each Board Member must sign an acknowledgement that they are in agreement with the Doctrinal Statement of ChurchCare/Baptist Church Planters annually.
- The Board shall annually select and approve three men to act as trustees in accord with Ohio non-profit corporation laws.
- Nominations for Board members may come from ChurchCare board members, Baptist Church Planters Council, administration of ChurchCare or Baptist Church Planters, missionaries with Baptist Church Planters and supporting churches of Baptist Church Planters and ChurchCare.
- One ChurchCare Builder may serve on the Board of Directors. All active ChurchCare Builders shall select every three years one from among them to represent the builders on the Board for a three year term.
- Every effort will be made to include two Baptist Church Planters Councilmen on the ChurchCare Board.
- Indemnification. Each Trustee and Officer of the ChurchCare shall be indemnified against all expenses actually and necessarily incurred by such Trustee or Officer in Connection with the defense of any action, suit or proceeding to which he or she has been made a party by reason of being or having been such Trustee or Officer except in relation to matters as to which Trustee or Officer shall

be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. In addition, employees and other Administrative Personnel shall be indemnified against all expenses actually and necessarily incurred in connection with the defense of any action, suit or financial interest in the support of the Baptist Church Planters' general fund and/or of a missionary approved by this Mission may send a messenger to the Annual Meeting of the Mission Agency. These messengers come in an advisory capacity and may speak to issues but do not have a vote.

- The administration may speak to all issues but may not vote.

#### **Section IV. Selection of Administration**

There shall be an Executive Director appointed by Baptist Church Planters Council. The Executive Director shall be a man full of wisdom and faith, capable of helping churches in need, dealing with financial matters, and making difficult decisions. He shall be a man able to work with other people in conflict and bring about a clear understanding of the situation at hand. In the event an Executive Director is not available, the Chairman of the Board will fulfill the duties of the Executive Director.

- He will be responsible to the Board of Directors of ChurchCare.
- He will give a report to the Council of Baptist Church Planters at each of their Council meetings.
- He will be responsible to lead the meetings of the Board of ChurchCare.
- Any salary provided will be by recommendation from the Board of ChurchCare and approved by the Council of Baptist Church Planters.

Other administrative or support staff may be recommended by the Executive Director and approved by the ChurchCare board. All salaries of management staff must be approved by the ChurchCare Board and the Baptist Church Planters council. Job descriptions for all staff will be established by the Executive Director.

#### **Section V. Meetings**

ChurchCare Board will meet two times each year, and if possible in conjunction with the Council meetings of Baptist Church Planters. It is best if ChurchCare Board meet before the Council of Baptist Church Planters, so that the Director or Chairman can give a report of ChurchCare to the Council of Baptist Church Planters. Business of ChurchCare may be conducted by conference phone calls if needed. The Director or Chairman may call a meeting of the Board by calling each board member three days before said meeting.

Fifty percent of the Board constitutes a quorum. A two-thirds vote of the ChurchCare Board is required to propose constitutional amendments to the Council of Baptist Church Planters for final approval.

#### **Section VI. Officers**

ChurchCare board members will vote every two years on the following officers:  
Chairman, Vice Chairman, and Secretary/ Treasurer.

## **Section VII. Finances**

ChurchCare will maintain an operating budget and manage the Revolving Loan Fund.

All funds designated to ChurchCare will first be placed in the general fund. At each board meeting a determination will be made of how to designate these funds. See following paragraphs.

A percentage of all monies received by ChurchCare from the net sale of properties (not to exceed 25%) may be used for operating expenses of ChurchCare. In addition 25% of all net receipts from the church closure ministry will be distributed to Baptist Church Planters. The remaining balance will be placed in the Revolving Loan Fund.

A budget for the operating fund will be submitted to the board for approval at each annual meeting. A financial report of all monies will be submitted to the ChurchCare Board at any regular meeting and to Baptist Church Planters Council at each council meeting.

ChurchCare Construction will receive and manage contributions, administrative fees, application fees, supplemental support, equipment fees etc. designated for the building ministry. These receipts will be used to reimburse travel expenses of the builders and administrators related to managing the building ministry, cost to move from one job to the next, approval or administration of the building project, reimburse service fees for the builders to BCP, and reimburse the costs of the retreats and family camp for the builders as funds are available. The ChurchCare administrators will manage the disbursement of the supplemental support to builders who are under supported.

ChurchCare may own and rent construction equipment to churches.. The fees earned will be used to fund and maintain the equipment. All major equipment purchases (over \$2,000) must be approved by the ChurchCare Board. The equipment must prove to promote safety and efficiency on the job site.

## **Section VIII. Dissolution**

Should ChurchCare ever come to the place of dissolution, it shall turn over all assets to Baptist Church Planters.

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