

AMENDED AND RESTATED BYLAWS
OF
CENTRAL BAPTIST ASSOCIATION OF NEW MEXICO

Upon resolution of the Executive Board recommending adoption of these Amended and Restated Bylaws, the members, acting through their messengers at the Annual Meeting on October 20, 2009, repealed all previous bylaws and adopted these Amended Bylaws. A quorum of the members entitled to vote was present at the meeting and the amendment received at least two-thirds (2/3) of the votes which members present at the meeting were entitled to cast.

TABLE OF CONTENTS

ARTICLE 1 IDENTIFICATION.....	4
Section 1.01 Name.....	4
Section 1.02 Registered Office and Registered Agent.....	4
Section 1.03 Fiscal Year.....	4
Section 1.04 Purpose.....	4
ARTICLE 2 MEMBERSHIP.....	5
Section 2.01 Membership.....	5
Section 2.02 Membership Eligibility.....	5
Section 2.03 A Living Faith.....	5
Section 2.04 Membership Procedure.....	6
Section 2.05 Terminating Membership.....	6
Section 2.06 Messengers.....	7
Section 2.07 Annual Meeting.....	7

Section 2.08	Special Meetings.....	8
Section 2.09	Conduct of Business and Voting.....	8
ARTICLE 3 EXECUTIVE BOARD		9
Section 3.01	Management of the Association.....	9
Section 3.02	Number and Qualifications.....	9
Section 3.03	Election.....	9
Section 3.04	Nomination.....	10
Section 3.05	Vacancies.....	10
Section 3.06	Regular Meetings.....	10
Section 3.07	Special Meetings.....	10
Section 3.08	Chairman of the Board.....	11
Section 3.09	Ex-officio members.....	11
Section 3.10	Quorum.....	11
Section 3.11	Action Without a Meeting.....	11
Section 3.12	Resignation.....	12
Section 3.13	Compensation.....	12
Section 3.14	Removal.....	12
Section 3.15	Committees.....	12
ARTICLE 4 THE OFFICERS		13
Section 4.01	Officers.....	13
Section 4.02	Vacancies.....	13
Section 4.03	Moderator.....	13
Section 4.04	Executive Director.....	13

Section 4.05	Selection of Executive Director.....	14
Section 4.06	Removal of Executive Director.....	14
Section 4.07	The Vice President.....	15
Section 4.08	The Secretary.....	15
Section 4.09	The Treasurer.....	15
Section 4.10	Transfer of Authority.....	16
Section 4.11	Compensation.....	16
Section 4.12	Election and Term of Office.....	16
Section 4.13	Vacancies.....	16
ARTICLE 5 FINANCIAL AFFAIRS.....		17
Section 5.01	Procedure for Handling Funds.....	17
Section 5.02	Audits.....	17
Section 5.03	Budget.....	17
ARTICLE 6 CONFLICTS OF INTEREST.....		17
Section 6.01	Purpose.....	17
Section 6.02	Interested Person.....	17
Section 6.03	Financial Interest.....	17
Section 6.04	Duty to Disclose.....	18
Section 6.05	Determining Whether a Conflict of Interest Exists.....	18
Section 6.06	Procedures for Addressing the Conflict of Interest.....	18
Section 6.07	Violations of the Conflicts of Interest Policy.....	19
Section 6.08	Records of Proceedings.....	19
Section 6.09	Compensation.....	20

Section 6.10	Annual Statements.	20
Section 6.11	Periodic Reviews.	20
Section 6.12	Use of Outside Experts.	21
ARTICLE 7	21
INDEMNIFICATION OF OFFICERS AND EXECUTIVE BOARD MEMBERS		21
ARTICLE 8 MISCELLANEOUS PROVISIONS		22
Section 8.01	Signing of Contracts.	22
Section 8.02	Loans.	22
ARTICLE 9 AMENDMENT OF BYLAWS.....		23

ARTICLE 1

IDENTIFICATION

Section 1.01 Name. The name of the Corporation is Central Baptist Association of New Mexico, hereinafter referred to as “CBA” or “the Association”.

Section 1.02 Registered Office and Registered Agent. The address of the Association’s registered office is 2517 Wyoming, N.E., Albuquerque, NM 87110. The name of the registered agent at that address is Ken Goode.

Section 1.03 Fiscal Year. The fiscal year of the Association shall begin on the first day of January in each year and end on the last day of the following December.

Section 1.04 Purpose. This Association is formed for the purpose of assisting and encouraging Southern Baptist churches located in the geographic area designated as the Central Baptist Association by the Baptist Convention of New Mexico. This is an association of churches formed for religious purposes consistent with 26 USC § 501(c)(3). The Association

may engage in any lawful act or activity for which a nonprofit corporation may be organized under the New Mexico Nonprofit Corporation Act and which is consistent with its organization as an association of Southern Baptist Churches and not in conflict with its Federal tax exempt status under 26 USC § 501(c)(3).

ARTICLE 2

MEMBERSHIP

Section 2.01 Membership. The membership of the Association shall consist of all Southern Baptist churches, that have been received into membership with the Association pursuant to these Bylaws. The member churches shall act through their messengers pursuant to these Bylaws. The members and messengers of the Association shall have such rights and obligations as set forth in these Bylaws.

Section 2.02 Membership Eligibility. As an autonomous Baptist association, the Association reserves the right to determine what constitutes a cooperating Baptist church. A Southern Baptist church will be eligible to be a member of the Association if 1) the faith and practices of the church are not in conflict with the Holy Bible, Old and New Testaments; and 2) the church supports the purpose of the Association and supports the Association through regular financial contributions. The Association reserves the right to determine whether the faith or practice, or both, of a church is in conflict with the Holy Bible.

Section 2.03 A Living Faith. The Association recognizes that Baptists are a people who profess a living faith. This faith is rooted and grounded in Jesus Christ who is “the same yesterday, today, and forever.” Therefore, the sole authority for faith and practice among Baptists is Jesus Christ whose will is revealed in the Holy Scriptures. A living faith must experience a growing understanding of truth and must be continually interpreted and related to

the needs of each new generation. Throughout their history Baptist bodies, both large and small, have issued statements of faith which comprise a consensus of their beliefs. Such statements have never been regarded as complete, infallible statements of faith, nor as official creeds carrying mandatory authority.

Section 2.04 Membership Procedure. The following procedure shall be utilized for churches that desire to be admitted to membership in and cooperation with the Association.

(a) A church desiring membership in the Association shall complete an application form requesting membership. In submitting the form, the church declares: 1) represent that the faith and practices of the church are not in conflict with the Holy Bible, Old and New Testaments; 2) that after having reviewed the Articles and Bylaws of the Association, the church commits to support the purpose of the Association through regular financial contributions, and 3) the church commits to timely file an Annual Church Profile, by whatever name it may then be designated, as it is propounded by the Southern Baptist Convention.

(b) The petitioning church shall present the letter at least two months prior to the Annual Meeting. The Executive Board shall, if it deems it necessary or advisable, and whether directly or working through a committee it appoints, meet with the pastor of the petitioning church to examine the church's eligibility for membership. The Executive Board shall then make a recommendation to the messengers at the next Annual meeting regarding whether the petitioning church should be admitted as a member of the association.

(c) The petitioning church shall be admitted as a member upon a vote of not less than two-thirds (2/3) of the messengers present and voting at an Annual Meeting of the Association.

Section 2.05 Terminating Membership. The membership of a church may be terminated upon a vote of two-thirds (2/3) of the messengers present and voting at an Annual

Meeting of the Association. The motion to terminate the membership of a church shall be made exclusively by the Executive Board upon a resolution adopted by no less than two-thirds (2/3) of the Executive Board members present and voting at either a regular meeting of the Board or a special meeting called for that purpose. The sole ground for terminating the membership of a member church shall be that the church no longer meets the eligibility requirements for membership.

Section 2.06 Messengers. Each member church shall be entitled to three messengers to meetings of the Association, plus one additional messenger for every twenty-five resident members of the church in excess of fifty members. The most recently filed Annual Church Profile shall determine the number of resident members. No church shall have more than sixteen messengers. Messengers must vote in person; they shall not be allowed to vote by proxy. Messengers shall be seated at any meeting of the Association upon presentation of proper credentials or satisfactory evidence of their election by their church. The Executive Board shall provide a form to each church which shall serve as the credentials and registration for the messengers. After a church submits the credentials for its messengers, the church may authorize in writing an alternate messenger for any meeting for which a messenger of the church is unable to attend the meeting. Any controversies regarding whether a church is entitled to seat messengers or regarding whether a particular messenger should be seated shall be resolved by the Executive Board, either directly or by a committee appointed by them for that purpose.

Section 2.07 Annual Meeting. The Association shall hold one regularly scheduled meeting each year which is designated as the Annual Meeting. The date and place of the Annual Meeting shall be determined upon majority vote of the messengers at an annual meeting. If circumstances necessitate a change in the annual meeting date or place, or both, then the

Executive Board may change the date or place of meeting, or both, by majority vote at either a regular meeting or special meeting called for that purpose. No change in the date or place of meeting shall be effective unless notice is provided to all member churches not less than sixty days prior to the scheduled date of the Annual Meeting. The Executive Director shall provide notice of the regularly scheduled Annual Meeting to the member churches no less than ninety days prior to the scheduled date of the Annual Meeting. The messengers may consider any business at the Annual Meeting. A quorum for the annual meeting shall consist of fifty percent (50%) of all of the messengers whose churches have submitted credentials and thus registered its messengers for the Annual Meeting.

Section 2.08 Special Meetings. The Executive Board may call a special meeting of the Association upon a two-thirds (2/3) vote of the Executive Board. The notice must be provided to all member churches not less than thirty days prior to the scheduled date of the special meeting. The notice of meeting must contain a description of the business to be considered and the only business that can be considered shall be the business specified in the notice.

Section 2.09 Conduct of Business and Voting. Unless otherwise specified in these Bylaws, the current edition of Robert's Rules of Order shall govern the conduct of business meetings and a simple majority vote shall be required for the approval of all business. Each messenger should cast their vote only after personally seeking the mind of Christ on each matter.

ARTICLE 3

EXECUTIVE BOARD

Section 3.01 Management of the Association. The management of the Association shall be vested in a board of directors that shall be known and referred to as the Executive Board.

Section 3.02 Number and Qualifications. There shall initially be fifteen (15) Executive Board members. The Executive Board, in making nominations for members of the Executive Board, and the messengers, in both making nominations and in voting for nominees for the Executive Board, should prayerfully consider the following factors: 1) the talents and gifts needed on the board at the time of the nomination; 2) the nominee's commitment to the ministry of the Association; 3) the nominee's willingness and ability to devote the time necessary to fully participate on the board; 4) the fair representation of the diverse constituencies that the Association serves, included but not limited to, gender, urban churches, rural churches, diverse church sizes, geographical diversity, ethnic ministries, and bivocational ministries. No church may have more than one voting member on the Executive Board during any given term. The number of Executive Board members may be increased or decreased from time to time by amendment of these Bylaws; provided, however, that no decrease shall have the effect of shortening the term of any incumbent Executive Board member.

Section 3.03 Election. The initial Executive Board shall have five members serving a three year term, five members serving a two year term, and five members serving a one year term. Upon the expiration of the term of each initial Executive Board member, a successor shall be elected to a three year term and all terms thereafter shall be three year terms. A member of the Executive Board shall continue to hold office until his or her successor is elected. Each member of the Executive Board shall hold office for the term for which he or she is elected and

until his or her successor is elected, or until his or her death, resignation or removal. A member of the Executive Board shall not serve more than two consecutive terms; provided however, that a term of less than eighteen months duration shall not be considered as a “term” for purposes of this limitation.

Section 3.04 *Nomination.* The Executive Board, at the Annual meeting, shall present one or more nominations for each open position. The messengers may nominate other persons from the floor pursuant to Robert’s Rules of Order. Members of the Executive Board shall be elected by a plurality of the votes cast by messengers seated at the Annual Meeting.

Section 3.05 *Vacancies.* The Executive Board shall fill all vacancies that occur. A replacement member of the Executive Board shall be elected by the affirmative vote of a majority of the remaining members of the Executive Board present at any regular meeting or at a special meeting called for that purpose. The Executive Board member appointed by this method shall serve until the next succeeding Annual Meeting, when the messengers shall elect a successor to the unexpired term, if any.

Section 3.06 *Regular Meetings.* Regular meetings of the Executive Board shall occur at the time and place designated by the Executive Board at the first regular meeting following the Annual Meeting of the Association. Member churches shall be notified of the date, time and place of regular meetings. Representatives of member churches may attend all meetings of the Executive Board.

Section 3.07 *Special Meetings.* Special meetings of the Executive Board shall be held whenever called by the Moderator, the Executive Director or by majority vote of the Executive Board at a regularly scheduled meeting. Notice of each special meeting of the Executive Board shall be given to each member of the Executive Board no later than five calendar days before the

day on which the special meeting is to be held. Every such notice shall state the time and place of the meeting and the purpose thereof. The business transacted at such special meeting shall be confined to the purposes stated in the notice.

Section 3.08 Chairman of the Board. The Executive Board shall be led by a Chairman elected by a plurality vote of the Executive Board at the first regularly scheduled meeting following the Annual Meeting of the Association. In the event of a vacancy in the position, the successor chairman shall be elected at the next regular meeting of the Executive Board. The Chairman shall preside over the meetings of the Executive Board and shall be entitled to vote on all questions.

Section 3.09 Ex-officio members. The Executive Director of the Association and the Moderator of the Association shall be ex-officio members of the Executive Board. The role of these ex-officio members is to contribute information, advice and expertise to the Executive Board. These ex-officio members shall not have a vote on the Executive Board.

Section 3.10 Quorum. A quorum for the transaction of business shall be at least eight members of the Executive Board or a majority of all remaining members if less than fifteen. The act of the majority of the members of the Executive Board present at a meeting at which a quorum is present shall be the act of the Executive Board unless the act of a greater number is required by statute, the Articles of Incorporation or these Bylaws. In the absence of a quorum, any two of the directors present may adjourn any meeting from time to time until a quorum is obtained. No additional notice of such an adjourned meeting need be given.

Section 3.11 Action Without a Meeting. Any action required or permitted to be taken by the Executive Board at a meeting may be taken without a meeting if a consent, in writing, setting forth the action to be taken shall be signed by all of the members of the Executive Board.

This consent shall have the same effect as a unanimous vote of the Board and may be stated as such in any articles or other documents.

Section 3.12 Resignation. A director may resign at any time by giving written notice to the Executive Director or Chairman of the Executive Board. The resignation of any director shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.13 Compensation. By resolution of the Executive Board, each director may be reimbursed his or her expenses, if any, for attendance at each meeting of the Executive Board. Members of the Executive Board shall receive no compensation for service on the Executive Board. This does not preclude any director from serving the Association in any other capacity and receiving compensation for that service as allowed by the Bylaws of the Association.

Section 3.14 Removal. Any member of the Executive Board may be removed at any time, with or without cause, by unanimous vote of the remaining Board members. A member of the Executive Board may be removed for cause by a two-third (2/3) vote of all remaining Board members. "Cause" shall consist of malfeasance in office or a moral or spiritual failure that disqualifies one for Christian leadership. The Executive Board shall be the sole judges as to what conduct involves a moral or spiritual failure sufficient to disqualify some for Christian leadership. A member of the Executive Board may also be removed with or without cause by a two-thirds (2/3) vote of the messengers at the Annual Meeting or any special meeting of the members called for that purpose.

Section 3.15 Committees. The Executive Board may, from time to time, appoint such committees as may, from time to time, enable the Association to accomplish any of its purposes or fulfill any of its duties. The composition, purpose, mission, objectives and duration of

existence of any committee shall be such as the Executive Board may designate. The Executive Board may delegate any of its duties but cannot delegate any of its responsibilities.

THE OFFICERS

Section 4.01 Officers. The Officers of the Association shall consist of an Executive Director, Moderator, Vice President, Secretary, Treasurer, and such other officers and agents as may be deemed necessary by the Executive Board. Each of the officers, other than the Executive Director, shall serve at the pleasure of the Executive Board and shall not receive any compensation for service as an officer of the Association. The Association may reimburse officers for reasonable expenses incurred in performance of their duties.

Section 4.02 Vacancies. Whenever any vacancy occurs in any office, other than the office of Executive Director, by virtue of death, resignation, an increase in the number of officers of the Association, or otherwise, the same shall be filled by the Executive Board at a regular meeting of the Executive Board or at a special meeting called for that purpose.

Section 4.03 Moderator. The moderator shall preside at all meetings of the members of the Association and serve as an ex-officio and non-voting member of the Executive Board. The moderator shall receive no compensation as such but may, upon approval of the Executive Board, be reimbursed for any reasonable costs incurred in the performance of his or her duties. The messengers may elect a vice-moderator who shall succeed to the duties of the moderator in the event of the moderator's absence, incapacity, resignation or removal.

Section 4.04 Executive Director. The Executive Director shall be the chief executive officer of the Association and have active executive management of the operations of the Association, subject, however, to the control of the Executive Board. The Executive Director shall also hold the title "Director of Missions for Central Baptist Association." The Executive

Director shall be a duly ordained Baptist minister of the gospel and shall cooperate with the Southern Baptist Convention. The spiritual qualifications for an Executive Director are the same as those of a pastor and are based upon the Biblical qualifications found in 1 Timothy 3:1-12. The Executive Director is authorized to sign all legal instruments and documents pursuant to the authority given him by these Bylaws or the Executive Board. The Executive Director shall receive such compensation as the messengers approve at an Annual Meeting or at a special meeting called for that purpose.

Section 4.05 Selection of Executive Director. Upon a vacancy in the office of Executive Director, the Executive Board shall appoint a search committee of at least five members. No more than twenty percent (20%) of the membership of the search committee shall consist of members of the Executive Board. The Executive Board, in appointing the search committee members shall give due consideration to the leadership of the Holy Spirit, the demographic makeup of the member churches, and a fair representation of both men and women, as well as lay persons and clergy and participation in ethnic work. The search committee has the responsibility to seek out and recommend an Executive Director to the Association. The committee shall bring only one name at a time before the messengers for approval. The recommendation of the search committee shall be given to the messengers at the Annual Meeting or at a special meeting called for that purpose. The appointment of the Executive Director must be approved by a two-thirds (2/3) vote of the messengers present at the meeting. The compensation of the Executive Director must be approved by a two-third (2/3) vote of the messengers present at the meeting.

Section 4.06 Removal of Executive Director. The Executive Director may be removed, with or without cause, only upon the recommendation of the Executive Board

presented to the messengers at a special meeting called for that purpose. The messengers must approve the recommendation of the Executive Board by a two-thirds (2/3) vote of all messengers voting at a properly called special meeting of the Association.

Section 4.07 The Vice President. The vice president shall perform all duties incumbent upon the Executive Director during the absence or disability of the Executive Director, and shall perform such other duties as these Bylaws may provide or the Executive Board may prescribe.

Section 4.08 The Secretary. The secretary shall also hold the title “Clerk of the Association”. The secretary shall keep the minutes of the meetings of the Association and the Executive Board in appropriate books. The secretary shall be custodian of the seal of the Association and shall affix and attest the seal to any and all documents which shall have been properly authorized by the Executive Director or the Executive Board. The corporation secretary shall have charge of the books, records and papers of the Association relating to its organization as a corporation and shall see that all reports, statements and other documents required by law are properly kept and, as required, filed with the appropriate authority, except to the extent that the same are to be kept or filed by the treasurer. The secretary shall perform all the duties normally incident to the office of secretary of a corporation and such other duties as may from time to time be assigned to him or her by the Executive Director or the Executive Board and as authorized in these Bylaws.

Section 4.09 The Treasurer. The treasurer shall have the care and custody of all the funds and securities of the Association and shall deposit the same in the name of the Association in such banks or depositories as the Executive Board may from time to time select.

Section 4.10 Transfer of Authority. In the event of the absence of any officer of the Association or for any other reason that the Executive Board may deem sufficient, the Board of Directors may transfer the powers or duties, or both, of that officer to any other officer or to any director or employee of the Association, provided a majority of the members of the Executive Board present and voting concur.

Section 4.11 Compensation. The compensation of the officers and employees of the Association shall be determined pursuant to the budget process set forth hereinafter.

Section 4.12 Election and Term of Office. The officers of the Association, other than the Executive Director, shall be elected annually by the Executive Board at the first regular meeting of the Executive Board held after each Annual Meeting. If the election of officers is not held at such meeting, the election shall be held as soon thereafter as feasible. Each officer shall hold office until his or her successor shall have been duly elected, or until his or her death, resignation, or removal by the Executive Board. An officer of the Association, other than the Executive Director, may be removed from office, with or without cause, by a two-third (2/3) vote of the members of the Executive Board present at a regular meeting or at a meeting called for that purpose.

Section 4.13 Vacancies. A vacancy in any office may be filled by the Executive Board, with the advice and recommendation of the Executive Director, for the unexpired portion of the term. The vacancy shall be filled upon a majority vote of the Executive Board members present at a regular meeting or at a special meeting called for that purpose.

ARTICLE 5

FINANCIAL AFFAIRS

Section 5.01 Procedure for Handling Funds. The Executive Board shall prescribe the procedures for the handling, deposit and disbursement of funds of the Association.

Section 5.02 Audits. The Executive Board shall insure that an audit of the Association's books is performed every year. The auditors shall be properly qualified certified public accountants and they shall render their report to the Executive Board.

Section 5.03 Budget. The funds of the Association shall be disbursed only pursuant to a budget approved at the Annual Meeting or at a special meeting called for that purpose.

ARTICLE 6

CONFLICTS OF INTEREST

Section 6.01 Purpose. The purpose of the conflict of interest policy is to protect the Association's tax-exempt status and interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or board member of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 6.02 Interested Person. Any Executive Board member, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 6.03 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

(a) An ownership or investment interest in any entity with which the Association has a transaction or arrangement,

(b) A compensation arrangement with the Association or with any entity or individual with which the Organization has a transaction or arrangement, or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

(d) “Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

(e) A financial interest is not necessarily a conflict of interest. As provided herein, a person who has a financial interest may have a conflict of interest only if the Executive Board determines that a conflict of interest exists.

Section 6.04 Duty to Disclose. An interested person, in connection with any actual or possible conflict of interest, must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Board concerning the proposed transaction or arrangement.

Section 6.05 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interest person, he or she shall leave the Executive Board meeting while the determination of a conflict of interest is discussed and voted upon. The Executive Board shall decide if a conflict of interest exists.

Section 6.06 Procedures for Addressing the Conflict of Interest. The Executive Board, after exercising due diligence, shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that

would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board shall determine by majority vote of the disinterested members whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. The Executive Board, in conformity with this procedure, shall make its decision as to whether to enter into the transaction or arrangement.

Section 6.07 Violations of the Conflicts of Interest Policy. If the Executive Board has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose. The Executive Board, after hearing the interested person's response and after making further investigation as is warranted by the circumstances, shall take appropriate disciplinary and corrective action if the Board determines that a violation has occurred.

Section 6.08 Records of Proceedings. The minutes of the Executive Board shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Board's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 6.09 Compensation. A member of the Executive Board who receives compensation, directly or indirectly, from the Association is precluded from voting on matters pertaining to that member's compensation. This does not exclude any Board member who merely receives ordinary and necessary reimbursement of expenses as allowed by these Bylaws.

Section 6.10 Annual Statements. Every member of the Executive Board and every officer of the Association shall annually sign a statement which affirms that he or she:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) agrees to comply with the policy, and
- (d) understands that the Association is a religious organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 6.11 Periodic Reviews. The Executive Board shall, by periodic reviews, insure that the Association operates in a manner consistent with its federal tax exemption and does not engage in activities that could jeopardize its tax-exempt status. The periodic reviews shall, at a minimum, include the following:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and are the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the religious purposes of the Association, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 6.12 Use of Outside Experts. The Association may, but need not, use outside experts when conducting the periodic reviews as provided for herein. If outside experts are used, their use shall not relieve the Executive Board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE 7

INDEMNIFICATION OF OFFICERS AND EXECUTIVE BOARD MEMBERS

The Association shall indemnify any person who was, or is, a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is, or was, a director or officer of the Association, against expenses, costs, attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in the manner set forth and permitted by the laws of New Mexico, and any other applicable law, as from time to time may be in effect. Such right of indemnity shall not be deemed exclusive of any other rights to which such director or officer may be entitled apart from the foregoing provisions. The person shall not be indemnified if he or she shall be adjudged to be liable on the basis that he or she has breached or failed to perform the duties of his or her office and the breach or failure to perform constitutes willful misconduct or recklessness. Advance indemnification may be allowed for reasonable expenses and attorney fees to be incurred in connection with the defense of the action, suit or proceeding provided that the person must reimburse the Association if it is subsequently determined that the person was not entitled to indemnification.

ARTICLE 8

MISCELLANEOUS PROVISIONS

Section 8.01 Signing of Contracts. The Executive Director, acting with the corporate secretary, shall have the power to sign any contract or other instrument in the name and on behalf of the Association, if so authorized by the Executive Board according to these Bylaws. The Executive Board may authorize any officer, employee or agent, in the name of and on behalf of the Association, to enter into any contract or sign and deliver any instrument, and such authority may be general or confined to specific instances. Unless so authorized by these Bylaws, by the messengers, or by the Executive Board, no officer, employee or agent shall have any power to bind the Association by any contract or engagement or to pledge its credit or to render it liable for debt for any purpose or in any amount.

Section 8.02 Loans. No loan shall be contracted on behalf of the Association unless authorized by the Executive Board or the messengers. The authority of the Executive Board to incur debt on behalf of the Association shall be limited to 1) incurring debt that will be repaid in full with funds already authorized in the budget for the current fiscal year; 2) incurring debt authorized by resolution of the messengers; 3) incurring debt for urgent or emergency purposes so long as the total debt incurred under this third provision does not exceed ten percent (10%) of the budgeted income of the Association for the current fiscal year; and 4) incurring debt for equipment used in the regular conduct of the business of the Association so long as the debt will be repaid in full within three years based on the amount allowed in the budget for such an expenditure for the current fiscal year.

ARTICLE 9

AMENDMENT OF BYLAWS

These Bylaws, or any of them, may be altered, amended or repealed, or new Bylaws may be made, only by a majority vote of the messengers at the Annual Meeting or at a special meeting called for that purpose.

DATED:

CENTRAL BAPTIST ASSOCIATION OF
NEW MEXICO, INC.

By _____
Ken Goode, President

By _____
???, Secretary