

CONSTITUTION AND BYLAWS CLIFFORD BAPTIST CHURCH

Clifford, Virginia
(adopted June 8, 2014)

PREAMBLE

We, the Members of Clifford Baptist Church, declare and establish this Constitution for the preservation and security of the principles of our faith, and that this body may be governed in an orderly manner, consistent with and under the authority of the Holy Scripture. For the purpose of preserving the liberties of each individual Member of the Church and the freedom of action of the Church in its relation to other churches, we declare and establish this Constitution.

Article I – NAME

This body of believers of our LORD and Savior, Jesus Christ, shall be incorporated as a nonprofit Virginia Church corporation known as the CLIFFORD BAPTIST CHURCH of Clifford, Virginia (hereinafter referred to as the “Church”).

Article II – PURPOSE

This Church is organized and maintained for the worship of God the Father, and our LORD and Savior Jesus Christ, through the direction of the Holy Spirit, for Christian fellowship, for Bible study and instruction in doctrine, and to encourage the efforts of individual church members in personal spiritual growth, evangelism, missions, and benevolences.

Article III – STATEMENT OF FAITH

The Holy Bible is the inspired Word of God and is the basis for any statement of faith. We adhere to God’s teachings on the covenant of marriage between one man and one woman, the sanctity of life from conception to natural death, and practices of personal sexual purity. This Church subscribes to the doctrinal statement of the 2000 Baptist Faith and Message as adopted by the Southern Baptist Convention, as long as it continues to follow the authority of the Holy Scriptures. We bond ourselves together as a body of baptized believers in Jesus Christ, personally committed to sharing the good news of salvation with lost humanity. The ordinances of the Church are Baptism and the LORD’s Supper.

1. The Scriptures: The Scriptures of the Old and New Testaments were given by inspiration of God, and are the only sufficient, certain, and authoritative rule of all saving knowledge, faith, and obedience (II Timothy 3:16-17).
2. God: There is but one Holy God, eternally existing in three persons – Father, Son, and Holy Spirit – but without division of nature, essence or being. This one Maker, Preserver, and Ruler of all things has in Himself all perfections and is infinite in them all. To Him all creatures owe the highest love, reverence, and obedience.

3. Providence: God from eternity decrees or permits all things that come to pass, and continually upholds, directs, and governs all creatures and all events; yet so as not in any way to be the author or approver of sin nor to destroy the free will and responsibility of intelligent creatures.
4. Fall of Man: God originally created the man and woman in His image, and free from sin; but, through the temptation of Satan they transgressed the command of God, and fell from their original holiness and righteousness. Because of their fall, mankind is born with a nature corrupt and wholly opposed to God and His Law. All are under condemnation, and as soon as they are capable of moral action, become actual transgressors.
5. Election: God chooses to offer all persons everlasting life through Jesus Christ His Son. This is not because of any merit in mankind, but by God's everlasting mercy in Christ. Each person has the free will to accept or refuse God's offer. Only acceptance of Jesus Christ as LORD and Savior qualifies as accepting God's offer of eternal life.
6. The Mediator: Jesus Christ, the only begotten Son of God, is the only divinely appointed Mediator between perfect, Holy God and imperfect, sinful man. Having taken upon Himself human nature, yet without sin, He perfectly fulfilled the Law, suffered and died upon the cross for the salvation of sinners. He was buried and rose again the third day, ascended to His Father, and is seated at His right hand making intercession for His people. He is the only Mediator, and serves as Prophet, Priest, and King of the Church and Sovereign of the Universe.
7. Repentance: When the Holy Spirit brings about God's work of justifying grace, we turn in sorrow from our original sin nature to receive regeneration of our hearts through Jesus Christ. The Holy Spirit then resides within us to convict us to confession and repentance of sin in the ongoing work of sanctifying grace, so we can grow in fellowship with our Holy God (I John 1:9-2:5).
8. Faith: Saving faith is the belief, on God's authority, of all that is revealed in His Word concerning Jesus Christ. Faith in Christ is the foundation of accepting God's grace and invitation for His forgiveness and eternal life.
9. Salvation (Justification): God completely forgives and makes new anyone who believes in Christ and His atoning work on the cross. This does not come from good works or personal merit (Ephesians 2:8-9), but only through divine grace. At the moment of salvation, when a person repents of sin and places faith in Jesus Christ as risen Savior and LORD, the Holy Spirit of God enters that person's heart for eternity, and the believer begins a new life.
10. Sanctification: After justification, the Holy Spirit begins a process of spiritual growth and maturity in the newly regenerated heart of the believer. This sanctification is an ongoing process of walking lovingly with God through prayer and the study of His Word. Evidence of this steady transformation is pursuit of a holy lifestyle.
11. Glorification: The culmination of salvation and the final blessed and abiding state of the redeemed.
12. Assurance of Salvation: Those whom God has saved through His Son and sanctified by His Spirit will never totally nor finally fall from His grace. We are all, however, still subject to temptation and weakness of our human nature (I John

- 1:6-8). Such sin grieves the Holy Spirit and impairs our communion with God. It may also bring reproach upon the Church and invite society's discipline. The Holy Spirit seeks to convict us of such sin to cause us to confess, repent, and return to fellowship with God through faith in His power and grace. Willful continuation in sin invites the discipline of God, even to death of the body.
13. Freedom of Conscience: God alone is LORD of the conscience. God Himself has ordained the civil authorities to their office. While we are to follow God's commands as given in His Holy Word and not the doctrines of men, we are not to live contrary to the laws of the land, except when they contradict the Word of God (Daniel 3:8-18).
 14. The Church: The LORD Jesus Christ alone is the Head of the Church, which is composed of all His true disciples, and in Him and His Word is invested all power for its government. According to His commandments, Christians are not to neglect assembling themselves together (Hebrews 10:25). Each body of believers is given His authority to administer worship, teaching, correction, and ministry.
 15. Baptism: Baptism is an ordinance of the LORD Jesus Christ whereby the believer is immersed in water in the name of the Father, the Son, and the Holy Spirit, identifying with Jesus' death, burial, and resurrection. This outward cleansing is symbolic of the inward grace of Jesus Christ, which brings forgiveness, remission of sin, fellowship with other believers, and the living of a new life.
 16. The LORD's Supper: The LORD's Supper is an ordinance of Jesus Christ, to be administered with elements of the bread and cup, and to be observed by His Church until the end of the world. In its symbolic nature, it is designed to commemorate His death for our redemption and to renew our commitment to Him and His Body, the Church.
 17. The LORD's Day: The LORD's Day is the first day of the week in recognition of our Savior's resurrection. It should be reserved for worship, spiritual devotion (both public and private), resting from worldly involvement, and the up-building of spiritual and earthly family.
 18. The Resurrection: The bodies of all people after death return to dust, but their spirits immediately return to God: the saved to rest with Him in paradise (Luke 23:43); the unsaved to be reserved in hades to await the Judgment (Luke 16:23). At the last day the bodies of all the dead, both saved and unsaved, will be raised for the Judgment (I Thessalonians 4:13-18; Revelation 20:11-15).
 19. The Judgment: God has appointed a Day to judge the world according to the faith of each person in Jesus Christ. Those whose names are not found written in the Lamb's Book of Life face eternal condemnation and separation from God (Revelation 20:12-15). God has also promised to judge the fruit of every person who has received justification through the death and resurrection of Christ. Each will receive according to his/her works (I Corinthians 3:11-13; Revelation 22:12; Jeremiah 17:10).

Article IV – MARRIAGE AND FAMILY

We believe that marriage unites one man and one woman in a lifetime commitment to each other (Genesis 2:23-24; Matthew 19:4-6). Marriage provides for intimate

companionship, pure sexual expression (Genesis 2:25; Ephesians 5:31-33), procreation, and reflects the relationship of Christ and the Church (Genesis 1:28; Proverbs 5:15-19; I Corinthians 7:1-5). A husband is commanded to love his wife as Christ loved the church. A wife is commanded to walk in obedience with her husband as the church is obedient to Christ (Ephesians 5:22-23).

We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between one man and one woman. We believe that any form of cohabitation outside of marriage, homosexuality, lesbianism, bisexuality, bestiality, incest, fornication, adultery, or pornography are sinful perversions of God's gift of sex. We believe that God disapproves of and forbids any attempt to alter one's gender by surgery or appearance (Genesis 2:24; Genesis 19:5,13; Genesis 26:8-9; Leviticus 18:1-30; Romans 1:26-29; I Corinthians 5:1, 6:9; I Thessalonians 4:1-8; Hebrews 13:4). Such sinful lifestyles, without the change that repentance brings, will be a barrier to membership and leadership in a body of believers.

Parents who desire to dedicate their child(ren) to the LORD, under the guidance of God's Word and church leadership, will be offered that opportunity.

Article V – CHARACTER

Section 1 – Policy: The government of this Church is vested in the body of believers who compose its autonomous membership and is subject to no other body. It recognizes and sustains the obligations of mutual counsel and co-operation, which is common among Baptist Churches, Baptist Associations and Conventions.

Section 2 – Doctrine: This Church accepts the Scriptures of the Old and New Testaments as its authority in matters of faith and practice. The Holy Bible was given by inspiration of God, and is the only sufficient, certain, and authoritative rule of all saving knowledge, faith, and obedience.

Article VI – COVENANT

WE DO hereby voluntarily covenant with one another before God to be one body, under one Head, which is Jesus Christ, jointly to exist in Church fellowship by the bonds and rules of the Gospel. This Covenant directs us to:

ENGAGE, by the assistance of God's grace, to walk together in brotherly love, exercise a Christian care and watchfulness over each other, and to admonish and entreat one another as occasion may require (Matthew 18:15-16);

FORSAKE NOT the assembling of ourselves together, nor neglect the great duty of prayer; participate in each other's joys; and with tenderness and sympathy to bear each other's sorrows. We will personally refrain from any attitude or activity that would damage our testimony or cause anyone to stumble;

CONTRIBUTE cheerfully and regularly to the support of the ministry, the expenses of the Church, the relief of the poor, and the spread of the Gospel through all nations; and STRIVE together for the support of a faithful evangelical ministry among us, and that through life we will seek to live to the glory of "Him who called (us) out of darkness into His marvelous light" (I Peter 2:9).

We the members agree to be governed by the Articles, Constitution, and Bylaws including, but not limited to, those policies dealing with church discipline, conflict resolution, and Members' rights and responsibilities, and holy covenant. We agree to be bound by the Articles and Bylaws and accompanying policies and procedures.

Article VII – AMENDMENTS

Church Members may propose changes to the Constitution that shall be submitted to the Board of Directors (herein referred to as the BoD) for consideration and comment. The BoD shall present the proposed changes and their comments to the Church at a regular or special Members Meeting. This Constitution may be amended by a three-quarters (3/4) vote of the Members present and voting, provided that the following procedure has been followed:

1. The proposed written amendment has been presented at a previous Members Meeting.
2. The proposed amendment has been mailed or made available to the membership at least four (4) weeks before the meeting to act on the amendment.
3. The proposed amendment has been announced on two consecutive Sunday mornings prior to the day of the vote.

BYLAWS

Article I – MEMBERSHIP

Section 1. - Qualifications: Active Membership in the Church shall consist of all persons who have met the qualifications for membership and are listed on the membership roll.

Qualifications for active membership are:

1. Public personal statement of repentance toward God and confession of faith in Jesus Christ before the Pastor and/or three or more members of the active Deacon Board;
2. Attendance and completion of the Membership Class, evidenced by signing of the Membership Covenant;
3. Baptism by immersion (or some other form chosen by the Pastor in response to physical disability or need) as a public evidence of salvation;
4. Public presentation at a regular worship service to be received by majority vote of the congregation. This rule may be suspended by two-thirds (2/3) vote in case of sickness or other legitimate reasons which may cause his/her absence; and
5. An age of eighteen (18) years or older.

All present Members of the incorporated entity known as Clifford Baptist Church shall agree to be bound by the Articles, Constitution and Bylaws of the Corporation. Each person who is a Member in good standing at the ratification of this document shall be immediately subject to all guidelines stated herein. All present members who are under

the age of 18 will come under the Active Associate Member category. Upon reaching 18 years of age, they are required to take the Membership Class, and will then be publicly extended all rights and privileges of Active Membership. No Member of this Church, nor any officer, nor any Member of the Board of Directors shall by virtue of such membership, office, or position, incur or be subject to personal liability to any extent for any indebtedness, obligations, acts, or omissions of the Corporation.

Section 2. - Special Qualifications of Membership: Membership in the Church shall be in the following classes:

1. Active Member: All persons received into membership of the Church and who remain active by regularly attending and supporting the Church and have not been declared inactive as provided in the following section shall be considered Active members of the Church. All Active Members of age 18 or over shall be entitled to vote at church membership meetings and hold elected office in the Church, subject to the provisions of these Bylaws. Those Active Members unable to attend due to medical conditions, employment (including military service), or educational pursuits shall be considered Active members so long as the above exception applies.
2. Inactive Member: Annually the Clerk will compile a list of Church Members who have moved away or who have not communicated with or supported the Church in the previous two (2) years. These names will be presented to the Church at a Members Meeting, and if no good reason can be given, they will be placed on an inactive roll. Though on an inactive roll, these individuals continue to maintain Church Membership. However, inactive Members have neither voice nor vote in Church affairs, and may not hold office. Every reasonable effort should be made by the Pastors, Deacons, and Clerk to communicate with these Members and provide notice of their inactive status, with the purpose of restoring them to active status. For returning inactive Members, membership will be reactivated at a regular quarterly Business Meeting, with strong encouragement to take the Membership Class. For those who remain inactive for one year, with no communication with the Church, they will be dropped from Church membership. At the third-quarter Members Meeting, the Clerk shall present Church Members who will be placed on the inactive roll for one year. Additionally, at that same meeting, Church Members will vote by majority to drop inactive Members whose one-year time period has elapsed.
3. Active Associate Members: All persons under the age of 18 who desire Church membership must make a public decision for Jesus Christ as Savior; affirm their faith through believer's baptism; attend the Membership Class; and be publicly presented to the congregation and affirmed by vote as an Active Associate Member. Active Associate Members cannot vote or serve in leadership positions such as Board of Directors member, Officer, or others as designated by the Church, but may serve in capacities offered by the Nominating Committee of the Church. Upon reaching 18 years of age, the

Active Associate Member must repeat the Membership Class, and will be publicly affirmed as an Active Member.

4. Watchcare-type Membership will be extended to persons wishing to become part of the fellowship, without transferring their membership from another church body. Watchcare-type Members cannot vote or serve in leadership positions such as Board of Directors members, Office, or others as designated by the church, but may serve in capacities offered by the Nominating Committee of the church.

Section 3 – Duties: The LORD directs through scripture that all Church Members be responsible in all the duties essential to the Christian life: to **attend** faithfully the services of the Church; to **give** regularly for its support and its causes; and to **share** in its organized work. It is a privilege and responsibility of all Active Members, especially those in leadership positions, to attend all Members' Business Meetings, to regularly attend worship services, to financially contribute to the ministry of the Church according to God's prompting and Biblical teachings, and to participate actively and to vote on election of Directors, Officers, and other major issues of the Church as may be submitted to a Members' vote. The conduct of the Members of this body shall strive to be in accordance with entirety of scripture. All Members are directed to honor the Lord in physical appearance and modest attire. Every effort should be made to prevent others from stumbling or distraction within the ministry of the church.

Section 4 – Voting Privileges: All active Church Members, without regard to age or length of membership, shall have equal rights as to voice on all matters of business and Church policy (See Article V – GENERAL – Business Meeting). All active Members are eligible for Church service, and the Nominating Committee will recommend candidates for Church positions on the scriptural bases regarding ability, spiritual fitness, and willing spirit. Those active Members not under Church discipline who have reached the age of eighteen (18) years shall be entitled to vote on the following matters (majority vote unless otherwise stated) at a duly called Business Meeting:

1. Annual Budget;
2. Call of the Senior Pastor – nine-tenths (9/10);
3. Dismissal of the Senior Pastor – three-quarters (3/4);
4. Call of an Associate Pastor – three-quarters (3/4);
5. Dismissal of an Associate Pastor – three-quarters (3/4);
6. Election of Deacons, Chairpersons, and other elected leadership positions;
7. Acquisition, sale, or transfer of land and related indebtedness – three-quarters (3/4);
8. Merger or dissolution of the Church – three-quarters (3/4);
9. Sale of all or substantially all of the Church's assets – three-quarters (3/4); and
10. Any other major event or decision as designated by the BoD – majority unless otherwise stated.

Section 5 – Termination of Membership: Church Members shall be removed from the Church for the following reasons:

1. The Inactive membership time limit has elapsed, with no positive communication;
2. Death;
3. Transfer of Membership to another Church;
4. Written request by the Member to be removed from Church roll; or
5. Dismissal by Church Discipline

Section 6 – Church Discipline, Termination, and Restoration: It shall be the practice of the Church to pursue every reasonable measure for peace and reconciliation. Should any Member become an offense to the Church and to its good name by reason of immoral or unchristian conduct, or by persistent breach of his/her covenant vows, the Church leadership must make every effort toward discipline, repentance, amendment, and restoration (Matthew 18:15-17; I Corinthians 5:12; II Corinthians 2:5-8). The Pastor or Associate Pastor of the Church will first meet with this Member. If reconciliation is not attained, the Pastor, Associate Pastor, and one Deacon will meet with him/her. If a positive result is not reached, the Church Member will meet with the Pastors and all active Deacons. At this point, if reconciliation is not possible, every member of the council of Deacons and Pastors must vote, and by ninety (90) percent consent the offending person's membership is immediately terminated.

However, the goal of church discipline, whenever deemed necessary, should always be intended for:

1. The repentance, reconciliation, and spiritual growth of the individual disciplined (Proverbs 15:5, 29:15; I Corinthians 4:14; Ephesians 6:4; I Timothy 3:4-5; Hebrews 12:1-11; Psalm 119:115, 141:5; Proverbs 17:10, 25:12, 27:5; Ecclesiastes 7:5; Matthew 7:26-27, 18:15-17; Luke 17:3; Acts 2:40; I Corinthians 5:5, Galatians 6:1-5; II Thessalonians 3:6,14-15; I Timothy 1:20; Titus 1:13-14; James 1:22);
2. The instruction in righteousness and good of other Christians, as an example to them (Proverbs 13:20; Romans 15:14; I Corinthians 5:11, 15,33; Colossians 3:16; I Thessalonians 5:14 [Note this is written to the church as a whole]; I Timothy 5:20; Titus 1:11; Hebrews 10:24-25);
3. The purity of the church as a whole (I Corinthians 5:6-7; II Corinthians 13:10; Ephesians 5:27; II John 10; Jude 24; Revelation 21:2);
4. The good of our corporate witness to non-Christians (Proverbs 28:7; Matthew 5:13-16; John 13:35; Acts 5:1-14; Ephesians 5:11; I Timothy 3:7; II Peter 2:2; I John 3:10); and
5. Supremely for the glory of God by reflecting His Holy Character (Deuteronomy 5:11; I Kings 11:2; II Chronicles 19:2; Ezra 6:21; Nehemiah 9:2; Isaiah 52:11; Ezekiel 36:20; Matthew 5:16; John 15:8, John 18:17,25; Romans 2:24, 15:5-6; II Corinthians 6:14, 7:1; Ephesians 1:4, 5:27; I Peter 2:12).

While not an exhaustive list, examples of unbiblical conduct would be: Unbiblical teaching, adultery, embezzlement, inappropriate sexual contact, pornography, lying, deceiving, etc. Accusations of this nature require hard evidence, not suspicion or

opinion. Things that do not qualify as moral failures are things such as: misunderstandings, mistakes, poor judgment, overstatements, miscommunications, showing emotions, verbal missteps, and forgetfulness.

While not an exhaustive statement, the primary example of unbiblical teaching would be addressing doctrinal issues in such a way as to contradict directly the Bible or the theological beliefs outlined in our Constitution. Areas that do not qualify as an essential biblical failure are things such as philosophy of ministry, areas of scripture that are open to interpretation among Baptists, and personal convictions.

The Church will look to the Pastors and the Deacons for the effective functioning and discipline of its Members. Only after good faith efforts by the Pastors and the Deacons to bring about repentance and reconciliation have proven futile, and membership has been terminated, the Pastors and Deacons shall give notice of the unrepentant's sins, time, and place addressed in the charges to the Church Clerk. This notice shall be permanently recorded in membership records of the Church.

Church Members dismissed by the Pastors and the Deacons shall be restored to full membership privileges by the Pastors and the Deacons according to the spirit of II Corinthians 2:7-8, when their conduct is judged by the Pastors and the Deacons to be in accordance with the Statement of Faith and Biblical repentance. Restoration will be extended to former Members with a ninety (90) percent vote of the group. The Senior Pastor will communicate such restoration to the Church in a timely manner.

Article II – CHURCH COUNCIL (SERVING AS BOARD OF DIRECTORS)

Section 1 – General Powers: Subject to the authority and governance of the congregation, the corporate powers of the Church shall be exercised by the Church Council, also referred to in the Bylaws as the “Board of Directors” or “BoD”. All major recommendations of the Board of Directors must be submitted to the Pastors and active Deacon Board for discussion and decision. When agreement is reached, these recommendations will be presented to the Church membership in a quarterly or called Business Meeting, and voted upon as a Church decision. By the direction of the Church membership, the powers, business, and property of the Church shall be exercised, conducted, and administered by the Board of Directors for the purposes of overseeing the legal, business, financial, and administrative affairs of the Church with three-quarters (3/4) majority consensus agreement. In the case where the Board of Directors will, by reason of deadlock (whether because an even number of Board Members is seated on the Board, or because certain Board Members are absent even though a quorum is present, or because of abstention, or for any other reason) be unable to reach a conclusive vote on any issue before the BoD, then, in such instance the President (Senior Pastor) will close the vote and the discussion, setting another date for the Board Members to meet. Prior to that meeting, Board Members shall pray and seek the Lord's guidance so that greater unity will be achieved in making this decision.

Section 2 – Board Members: The Board of Directors shall be the Church Council, who shall consist of the Senior Pastor, the Deacon Chairman, the Sunday School/Christian Education Director, and the Chairpersons of these Standing Committees/Organizations: Finance, Nominating, Personnel, Properties, Baptist Men, and Woman’s Missionary Union, Treasurer, Clerk and any other committee/organization deemed necessary by the Board of Directors. Each lay Member of the BoD shall serve for a one (1) year term, but may be re-elected for as many terms as the Nominating Committee/Church reappoints him/her to that office. The authorized number of BoD Members shall be such number as may from time to time be authorized by the Church, provided that such number shall not be less than three (3). No less than fifty (50) percent of the BoD shall be lay Members from the congregation, and not related to paid staff.

Section 3 – Functions of the Board of Directors: As provided herein, the Board of Directors shall be composed of the Senior Pastor, the Officers and the Chairpersons of the Standing Committees/Organizations. The Board of Directors may annually elect a Chairman from the lay Members of the BoD to facilitate the BoD meetings. The Chairpersons of other Church committees and organizations shall be non-voting invitees to the Board meetings whenever projects or programs in which their committee may be involved are to be considered; for example, preparation of the annual church calendar. Under the authority and governance of the Church Membership, other than the general powers outlined above, the primary functions of the Board of Directors shall be:

1. To oversee legal, business, financial and administrative affairs of the Church;
2. To recommend to the congregation suggested objectives and Church goals;
3. To establish governing principles, policies, and determining practices for the Church, including the creation and maintenance of a Policies and Procedures Manual, which shall contain all controlling policies and procedures governing any and all aspects of the Church’s affairs, including, but not limited to: committee task descriptions and policies regarding the handling of funds, use of facilities, and employment policies and practices;
4. To recommend and be apprised of upcoming Church program plans;
5. To evaluate program achievements in terms of Church goals and objectives;
6. To recommend to the Personnel Committee the appointment and termination of all staff, other than the Senior Pastor;
7. To recommend church staff compensation. Only lay Board Members will be involved in determining compensation for ministerial staff;
8. Any Church Member desiring to address the Board of Directors shall present the topic in writing to the Chairman of the Board. The BoD reserves the right to schedule the topic for discussion within the next two future Board of Directors meetings.

Section 4 – Vacancies on the Board of Directors: A vacancy on the BoD because of death, resignation, removal, disqualification or other cause shall be filled by the Nominating Committee, and election by the majority of the congregation for the remainder of the term.

Section 5 – Resignation and Removal: Any Board Member may at any time deliver a written notice of intent to resign to the Senior Pastor, which shall be effective upon acceptance by the Board of Directors. Other than the Senior Pastor, whose removal is provided below, any Board Member may be removed at any time owing to Biblical and/or moral failure when, in the sole judgment and discretion of the Board of Directors, it is so recommended by a three quarters (3/4) majority of the Board. In the case of the removal of a Board Member, the vote of the Board of Directors must then be ratified by a majority vote of the Church Members at a duly called meeting. In the event any Board Member is so removed, a new Board Member shall be presented by the Nominating Committee and elected by majority vote of the Church to fill the vacancy for the remaining term at that same meeting, or a meeting called for that purpose.

Section 6 – Transactions with Interested Parties: Any project, contract, service, or transaction (exceeding the value of \$3,000.00) between the church and one or more of its Board Members, Deacons, or family members thereof (hereinafter “Interested Party”), or between the Church and any other entity, of which one or more of the Church or its Board of Directors Members or Deacons are also Interested Parties, or in which entity is an Interested Party has a financial interest, – shall be voidable at the sole election of the Church unless all of the following provisions are satisfied:

1. The Church entered into the transaction for its own benefit;
2. The transaction was fair and reasonable as to the Church, or was in furtherance of its exempt purposes at the time the Church entered into the transaction;
3. Prior to consummating the transaction, or any part, the Board of Directors authorized or approved the transaction, in good faith, by a vote of a majority of the Directors then in office, without counting the vote of the interested Director(s), and with knowledge of the material facts concerning the transaction and the Interested Parties’ interest in the transaction;
4. Prior to authorizing or approving the transaction, the Board of Directors, in good faith, determined after reasonable investigation and consideration, that either the Church could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Church’s tax-exempt purposes. Common or interested Board Members may not be counted in determining the presence of a quorum at a meeting of the Board of Directors (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction. Notwithstanding the above, no loan shall be made by the Church to any of its Board Members, Deacons, or Church Members.
5. By the wisdom and discretion of the Board of Directors, they shall be responsible to bring any project or matter before the Church in a regular or called Business Meeting for discussion and decision by majority vote.

Section 7 – Conflicts of Interest Policy: The Board of Directors shall adopt a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by Board Members, Deacons, or employees. This Policy shall permit the BoD to determine

whether the contemplated transaction may be authorized as just, fair, and reasonable to the Church.

Section 8 – No Compensation for Board Members: No salary or compensation shall be paid to any member of the BoD in his/her capacity as Member of the Board, but nothing herein shall be construed to preclude any Board Member from serving the Church in any other capacity and receiving reasonable compensation. Moreover, the Board Member may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.

Article III – BOARD OF DIRECTORS MEETINGS

Section 1 – Place of Meetings: Regular or special meetings of the Board Members may be held at any place that has been designated from time to time by resolution of the Board Members. In the absence of such designation, meetings shall be held at the principal office of the Church. Notwithstanding the above provisions of the section, a regular or special meeting of the Board Members may be held at any place consented to in writing by all of the Board Members prior to the meeting. If such consents are given, they shall be filed with the minutes of the meeting.

Section 2 – Time and Notice of Meetings: Regular meetings shall be conducted on a bi-monthly basis and without notice. Special meetings may be called at other times by the Chairman of the Board with not less than two (2) days' notice to the Board Members by any usual means of communication. Such notice must specify the purpose for which the meeting is called.

Section 3 – Waiver of Notice: The transactions of any meeting of the Board Members, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Board Members not present signs a written waiver of notice, a consent to holding the meeting, or approves the minutes, by signing the original copy. The waiver of notice or consent shall specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4 – Quorum: A majority of the voting Board Members present at the beginning of a meeting shall constitute a quorum for purposes of transacting business at a meeting.

Section 5 – Action without Meeting: Any action required or permitted to be taken by the Board Members may be taken without a meeting, if all of the Board Members, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Board Members. Such written consent or consents shall be filed with the minutes of the proceedings of the Board Members.

Section 6 – Manner of Acting: Except as otherwise provided in these Bylaws, the act of the majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board.

Section 7 – Participation by Conference Telephone or Similar Electronic Device: Members of the Board of Directors or of any committee thereof may participate in a meeting of such BoD or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and/or communicate with each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting, noting participation of those who were present by means of such communications equipment.

Section 8 – Board Teams: The Board of Directors, by majority vote of all Board Members in office, may appoint two or more persons from among its number to serve as a special team, such as the BoD may determine as necessary, which shall have such powers and duties as shall from time to time be prescribed by the BoD. Except as otherwise provided by law, the Articles of Incorporation, these Bylaws, or by a Resolution of the Board/Team, each team may not exercise the authority of the Board of Directors.

Section 9 – Minutes: Minutes of the meetings of the Board of Directors shall be recorded and taken by the Clerk or appointed Board Member, who shall have custody thereof and be responsible for circulating copies to the Board Members in a timely manner.

Article IV – MINISTRY COMMITTEES/TEAMS

Section 1 – Special Committees: The BoD may appoint Special Committees for such purposes as it deems necessary for carrying out its responsibilities. The BoD shall designate the purpose, membership, and duration of each special committee upon its inception. A special committee may not exist beyond the duration of one year without reauthorization by the BoD.

Section 2 – Ministry Committees and Committee Leaders: The Board oversees such other teams, committees, or organizations that carry out the work of the Church as the Church Membership has approved and shall be deemed necessary or convenient. These teams, committees, or organizations will function under the oversight of the Board, but will continue to pursue their delegated responsibilities as defined by the Church and those tasks specifically delegated to them by the Church. The BoD may terminate any committee which is no longer necessary or effective for ministry.

Section 3 – Organization and Responsibilities: The organization and responsibilities of each Ministry and Special committee will be described more fully in the Policy and Operations Manual.

Article V – OFFICERS OF THE CHURCH

Section 1 – Officers Generally: The officers of the Church shall be the President (Senior Pastor), the Clerk, Treasurer, and such other officers as the BoD may appoint from time to time. No person may hold more than one of these offices as a second office.

Section 2 – Vacancies: A vacancy of any officer because of death, resignation, removal, disqualification, or other cause shall be filled according to the appropriate Articles within these Bylaws.

Section 3 – President (Senior Pastor): The Senior Pastor shall at all times simultaneously occupy the office of the President and shall be the chief executive officer with all rights and powers attributed thereto. The Senior Pastor and the Board of Directors Members shall execute any necessary documents and instruments on behalf of the Church, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Church. The Senior Pastor as chief executive officer shall have general supervision and direction of the business and affairs of the Church. The Senior Pastor shall have such other powers and duties as the Board of Directors may prescribe from time to time. The Senior Pastor shall excuse himself from meeting and voting at Board of Director meetings wherein his duties, powers, and salary are being voted on.

The Senior Pastor has the authority to make valid corporate actions on behalf of the Board of Directors for reasonable day-to-day Church business. This provision is not a license for the Senior Pastor to abuse by not seeking or by disregarding the collective decisions of the Board of Directors and Deacons. Therefore, the Chairman of Deacons is authorized to convene a joint meeting of the Boards of Directors and Deacons to review an alleged abuse of power by the Senior Pastor. A seventy-five (75) percent vote of a quorum of the two bodies will overrule the Senior Pastor's decision.

Section 4 – Clerk: The Clerk shall be elected annually by the Members of the Church at the annual Business Meeting. The Clerk shall be a non-voting Member of the Board of Directors. The Clerk shall record and preserve the minutes of all Board of Directors meetings. The Clerk shall also serve as Clerk of the Church and will record and preserve the minutes of all Quarterly and Called Business meetings, maintain an up-to-date church roll, and prepare and forward membership letters. The Clerk shall be charged with the duty of giving proper notice to the Church and Board Members of their respective Member and BoD meetings.

Section 5 – Treasurer: The Treasurer shall be recommended by the Personnel Committee, and hired by the Church Members at a Business Meeting. The Treasurer shall be a non-voting Member of the Board. The Treasurer shall be responsible for all monies collected and distributed by the Church, and will make monthly financial reports available to the Board of Directors. The Treasurer shall ensure that a financial report is made available for Members at the annual Members' Meeting, and such other Members'

meetings wherein a financial report is deemed necessary. A copy of the financial records will likewise be available to the Members on a quarterly basis. Proper records and books concerning incoming and outgoing funds shall be kept and such records and books shall be made available for auditing and inspection.

Section 6 – Assistant Clerks and Treasurers: The Board of Directors shall have the authority to appoint assistant clerks and treasurers to assist the Clerk and Treasurer in the fulfillment of their duties as needed. In the absence or disability of either Officer, the Assistant shall perform the duties and exercise the powers of the Officer, and shall perform such other duties and shall have such other powers as the Board of Directors may from time to time prescribe.

Article VI (A) – SENIOR PASTOR

Section 1 – Identity and Qualifications: The Church shall have one Senior Pastor with qualifications that adhere to the Biblical qualifications set forth in I Timothy 3:1-7.

Section 2 – Election: A Senior Pastor shall be chosen and called by the Church whenever a vacancy occurs. A Senior Pastor Selection Committee shall be created by a combination of Nominating and Personnel Committees, approved by the Boards of Directors and Deacons, and elected by the Church at a duly called Business Meeting following a Sunday morning Worship Service. This Committee shall consist of no fewer than seven (7) Church Members, and shall bring to the Church only one man at a time. The selection of the Senior Pastor shall take place at a special Business Meeting called for that purpose, held on a Sunday morning, and publicized on two (2) consecutive Sunday mornings prior to the vote. The Senior Pastor shall be called by at least ninety (90) percent vote of the Church Members present. Voting shall be done by secret ballot.

Section 3 – Term: The Pastor shall be called for an indefinite term which will end by his resignation, death, or removal.

Section 4 – Duties: The duties of the Senior Pastor shall be such as are prescribed in the New Testament and defined by a job description. He shall give himself to the ministry of the Word and the leadership of the congregation. He shall have general oversight of all the activities of the Church. He shall notify the Associate Pastor, Chairman of the Deacons, and/or Ministry Assistant when he is unavailable. He shall serve as Moderator of the Church and as ex-officio member of all Committees and Boards, except the Pastor Selection Committee. He shall, in conjunction with the Personnel Committee, oversee the work of all personnel that the Church may employ. If the Senior Pastor feels the spiritual work of the Church has become ineffective, it shall be his duty to confer with the Deacon Board and/or the Board of Directors to determine what steps should be taken to improve the situation, keeping in mind the best interest of Christ's Church. (see policy manual for full job description.)

Article VI (B) – SENIOR AND ASSOCIATE PASTORS

Section 1 – Compensation: The Senior Pastor and any Associate Pastor will be paid a salary and any allowance and benefits as established from time to time by the Board of Directors, in consultation with the Finance and Personnel Committees. The Senior Pastor must recuse himself from the Board of Directors when his salary/benefits are being considered.

Section 2 – Resignation: Any Pastor may resign at any time upon written notice to the Board of Directors. If circumstances allow, the Church requests a ninety (90) day notice.

Section 3 – Should any Pastor's ministry or performance come into question, based on the individual's job description, the Chairman of Deacons will call a joint meeting of the Deacons and Board of Directors to seek resolution.

Section 4 – Removal: If two (2) or more persons (with preference to unrelated individuals) have a grievance against a Pastor, the offended parties should bring the matter before the Board of Directors. If the conduct of a Pastor is immoral, egregiously improper, or resolution is not reached, as described in Section 3 above, the Board, upon unanimous vote, may recommend removal and submit the recommendation to the Church Members at a special Business Meeting with at least two (2) weeks' written notice. A Pastor shall be removed upon a three-quarters (3/4) majority vote of the Church Members present and voting at the duly called Business Meeting.

Article VII – ASSOCIATE PASTORS

Section 1 – Qualifications: Like the Senior Pastor, all Associate Pastors shall adhere to the Biblical qualifications established in I Timothy 3:1-7.

Section 2 – Number and Election: The Church may call as many Associate Pastors as deemed necessary by the Board of Directors. An Associate Pastor shall be chosen and called by the Church whenever a vacancy occurs or a new position is created. The Personnel Committee, in consultation with the BoD, shall publicize the position, gather resumes, interview prospective applicants, and present their final candidate to the Church body to fill the Associate Pastor's Ministry. This Pastor shall be called by the Church Membership in a special Business Meeting designated for that purpose. This meeting shall be given a fourteen (14) day notice, and will take place on a Sunday morning, utilizing election by secret ballot. He shall be called by at least a three-quarter (3/4) vote of the Church Members present, and shall serve until the relationship is terminated in accordance with these Bylaws.

Section 3 – Duties: The duties of the Associate Pastors are to be determined by the job descriptions provided by the Church. (see policy manual for full job description.)

Article VIII – NON-PASTORAL STAFF

Section 1 – Non-Pastoral Staff: Non-pastoral staff, including office staff, shall function as servants, working alongside the pastoral staff to support the Church body in ministry. It is the Senior Pastor’s responsibility to oversee ministry staff in the direction that helps the Church accomplish its goals.

Section 2 – Duties and Responsibilities: The duties and responsibilities for all staff positions will be formulated and approved by the Board of Directors. The BoD has the right to delegate its creation of duties and responsibilities through knowledgeable sub-committees. (see policy manual for full job description.)

Section 3 – Selection: Selection and approval of non-pastoral staff will be the responsibility of the Personnel Committee, with recommendations by the Board of Directors and Pastoral Staff. Final approval will be given by the Church body in a regular or called Business Meeting.

Section 4 – Resignation or Termination: Any staff member may at any time resign by submitting written notice to the Senior Pastor or the Chair of the Personnel Committee. Any non-pastoral staff member may be terminated upon recommendation by a supervising staff member and approval by the BoD. Such terminations of staff may be reported to the Church Members, but does not need Membership approval.

Article IX – DEACONS

Section 1 – Qualifications: Deacons are to be chosen from among resident male Members of the Church, twenty-one (21) years or older, with on-going active attendance over the past year, who are marked by the high qualifications prescribed in the New Testament (I Timothy 3:1-12 and Titus 1:6-9). These Members shall be presented in written form to the entire Membership of the Church, and the Membership will nominate candidates whom they feel are suited to fill the office of Deacon. The top nominees from this nomination process will form the pool from which Deacon Candidates will be chosen to fill upcoming Deacon terms of service.

Section 2 – Number and Election: There shall be a sufficient and representative number of Deacons continually serving the Church. While ordained for life, they are to serve a three-year term. All nominees for the upcoming Deacon term shall be reviewed and approved by the active Deacon Board. Each year the term of office of approximately one-third (1/3) the number of Deacons shall expire and election shall be held to fill the

vacancies. After serving the three-year term, a Deacon shall not be eligible for re-election until the lapse of one year.

Section 3 – Duties: In accordance with the meaning of the Word and the practice of the New Testament, Deacons are to be servants of the Church, whose duty it shall be:

1. To serve with the Pastors in performing pastoral ministries, and to lead the way in modeling evangelism to the congregation by proclaiming the Gospel to believers and unbelievers;
2. To assist the Pastors in their duties to give spiritual leadership to the Church;
3. To care for Church Members and other persons in the community through consistent contact throughout the course of their tenure;
4. To assist the Pastors in addressing Church disciplinary action;
5. To assist the Pastors and Board of Directors in decisions that will affect the life and ministry of the church; and
6. To assist other pastoral leaders in the Church when the Church does not have a Senior Pastor, until an Interim or New Pastor assumes pastoral duties.

Section 4 – Organization: The Deacons shall elect their own officers each year. They shall organize themselves into such a manner as needed to serve effectively the Church and assist the Pastors.

Section 5 – Vacancies: When a vacancy occurs within the Active Deacon Board because of death, resignation, removal, disqualification, or any other cause, the Active Deacons will review the remaining nominees from the most recent Deacon Nomination forms, and approve the candidates to be approached to fill the remaining term of the vacancy. When a candidate accepts the office of Deacon, he shall be presented to the Church in the next Sunday morning worship service.

Section 6 – Resignation or Removal: Any Deacon may at any time deliver a written notice of intent to resign to the Senior Pastor, which shall be effective upon acceptance by the Board of Deacons, and brought to the attention of the Board of Directors. Any Deacon may be removed at any time owing to immoral or egregiously improper behavior when, in the sole judgment and discretion of the Board of Deacons, it is so recommended by a three-quarters (3/4) majority of that Board.

Article X – STANDING COMMITTEES

Section 1 – General: The following standing Committees, including each designated Chairperson, shall be elected at the fourth-quarter (July) Business Meeting. No person shall serve as a Committee Chairperson unless he/she is an active Member in good standing with the Church. The number of persons serving on each Committee is subject to change as determined by the Nominating Committee.

Section 2 – Election and Term: Committee Chairpersons and members shall be presented to the Church by the Nominating Committee and elected by simple majority vote at the

fourth-quarter Business Meeting. Committee members and Chairs shall serve for a one (1) year term.

Section 3 – Finance: The Finance Committee shall consist of the Treasurer, the Chairman of the Board (if a different Board Member), and any other at-large members as deemed necessary by the Nominating Committee.

1. Chairperson: The Treasurer shall serve as Chairperson of the Finance Committee. The entire Finance Committee shall have general supervision of the financial program of the church, and shall emphasize Christian stewardship in preparing and presenting the annual budget.
2. General Duties: The Committee shall be responsible to create an annual unified budget of expenditures for the Church and all organizations. This budget shall be developed based on the needs of the entire Church program and planned in accordance with the financial capability of the Church. The Committee shall review the budget at least quarterly as to income, actual expenditures, and unforeseen needs. All necessary changes may be made within the framework of the budget by the Committee; however, any amount needed over the total budget shall be reported to the Church for approval at the next Business Meeting. Additional duties and responsibilities may be assigned by the Board of Directors and included in the Policy and Procedures Manual.

Section 4 – Nominating: The Nominating Committee shall be composed of no fewer than six (6) Church Members, one of whom serving as Chairperson. Two (2) of the Church Members shall rotate off each year. Additionally, the incoming Sunday School/Christian Education Director shall serve actively on the committee, and Pastors shall serve as ex-officio members. Future members of this Committee shall be nominated by the incumbent Nominating Committee. No person shall serve in any Church position unless approved by the Nominating Committee. They shall recommend persons for all volunteer positions (excepting Deacons, who are nominated by the full Church Membership, and excepting WMU group leaders, who are nominated by WMU Director(s) and presented to the Nominating Committee) to be elected by the Church at the fourth quarter (July) Business Meeting. Each Committee shall be provided a job description; however, no job or responsibility description shall be in conflict with these Bylaws. In times of a vacancy by death, resignation, or removal, the Nominating Committee shall present to the Church a candidate to fill that position.

Section 5 – Personnel: The Personnel Committee shall consist of the Senior Pastor, a representative from Deacons, Music Committee Chairperson, Properties Committee Chairperson, plus three (3) at-large members, one of whom chosen by the Nominating Committee as Chairman. One of the at-large members will rotate off each year. This Committee shall be responsible for recommending to the Church the employment of staff members, other than the Senior Pastor. The Personnel Committee shall implement job descriptions which have been prepared by the Board of Directors, and will be responsible to provide an annual performance review for each paid church staff position.

Section 6 – Properties: The Properties Committee shall be composed of as many members as the Nominating Committee deems necessary at any given time. The Chairperson(s) of this Committee shall be designated by the Nominating Committee. The Properties Committee shall see that all Church property, including the parking lots and grounds, are kept in a clean, usable, and attractive condition. The Church shall provide the necessary equipment and supplies. If repair cost exceeds budget, the Board of Directors must give approval.

Article XI – CHURCH ORGANIZATIONS

Section I – General: All Church organizations, which are spiritual programs of the Church, shall be under the oversight of the Board of Directors. All officers and/or teachers are elected by the Church for one (1) year terms. Each organization shall make a report to the Church at the regular Business Meetings. The Senior Pastor is an ex-officio outlined in the Church Policy & Procedures Manual.

Section 2 – Sunday School: There shall be a Sunday School divided into departments and classes for all ages, and conducted under the leadership of the Sunday School/Christian Education Director for the study and instruction of God’s Word. The Sunday School/Christian Education Director shall be a voting Member of the Board of Directors. In their work, the Sunday School officers and teachers are Church Members, guided by God’s Holy Word and the approved doctrinal standards of this Church.

Section 3 – There shall be a Woman’s Missionary Union organized within the ministry of the Church. The W.M.U. will be identified with the leadership and core values of the national Woman’s Missionary Union of the Southern Baptist Convention. The organization shall have its own slate of Director(s), officers, and teachers to organize and coordinate missions awareness and training. The leadership Council of the W.M.U. will confer with the Board of Directors to set financial goals for the national missions offerings of W.M.U. (Annie Armstrong Easter Offering for North American Missions, and Lottie Moon Christmas Offering for International Missions), and to establish areas and offerings in which the Church W.M.U. will work in cooperation with the Woman’s Missionary Union of Virginia.

The tasks of the W.M.U. shall be to teach missions, to lead persons in the Church to pray for, financially support, and physically participate in missions, and to provide information regarding the work of the Church and the denomination in mission endeavors.

The leadership of the Woman’s Missionary Union shall be formed in this way: the Nominating Committee of the Church will present the name(s) of the next Church year’s W.M.U. Director(s) to the Church for election in the April Quarterly Business Meeting. (In the event of co-Directors, one Director will be a voting member of the Board of

Directors.) The W.M.U. Director(s) will lead the nomination process to fill leadership and teaching positions in the Church W.M.U. organization. This proposed roster of W.M.U. workers will be delivered to the Church Nominating Committee on or before June 15 for review, revision, and/or approval. The W.M.U. leadership roster will then be included in the annual Nominating Committee report to be given final approval by the Church Body in the July Quarterly Business Meeting.

Section 4 – Baptist Men: There shall be a Baptist Men’s organization. The tasks or ministries of the Baptist Men shall be under the leadership of the Director(s) of this organization, who is elected by the Church. In the event of co-Directors, one Director shall be a voting Member of the Board of Directors. The Baptist Men shall endeavor to provide support to all organizations within the Church family, and encourage the participation of all men and boys in the spreading of Christ’s Gospel to the world. Activities or programs will be organized by these men and may vary from time to time as the need may arise.

Article XII – CHURCH MEETINGS

Section 1 – Worship Services: The Church shall meet regularly each week for the worship of Almighty God. Prayer, praise, preaching, instruction, and evangelism shall be among the ingredients of these services.

Section 2 – Regular Business Meetings: Regular scheduled Business Meetings for the Church shall be held on a Sunday evening of January, April, July, and October, and shall be announced in the Church bulletin on the two morning worship services prior to the meeting. The October Meeting shall be considered the annual Business Meeting as required for incorporated status.

For business to be brought to the Church by an individual or a Committee, the item must be provided in writing to the Ministry Assistant (Secretary) in the Church Office or Board of Directors Chairperson to be considered for the agenda by no later than noon, the Thursday prior to a regular scheduled Business Meeting. The agenda shall be available to the Membership on the Sunday morning of the Business Meeting.

Section 3 – Special Business Meetings: The Church may conduct called Business Meetings to consider matters of special nature and significance. These meetings shall be called by either the Senior Pastor or the Board of Directors. A minimum one (1) week notice must be given for a special Business Meeting. The notice shall include the subject, date, time, and place of the meeting. It must be given in a manner consistent with the Notice requirements of a regular Business Meeting. Only the prescribed subject may be discussed or acted upon at any special Business Meeting.

Section 4 – Notice Requirements: Notice shall be given to Church Members no less than one (1) week prior to a Meeting. Notification shall be given in one **or** more of the following manners which shall be deemed to be a reasonable method of calling a Business Meeting:

1. Distribution of written material to the congregation in attendance at a Sunday morning service;
2. Announcement of the Meeting in a written church communication;
3. Oral announcement to the congregation at a Sunday service;
4. Delivery by US mail to each Member as identified on the membership roll;
5. By e-mail to the Membership (This can only be done in conjunction with one of the above methods).

Section 5 – Moderator: The Senior Pastor shall serve as the Moderator of the Church. In the absence of the Senior Pastor, or if the business at hand is in regard to the Pastor, the Chairman of the Deacons shall preside. In the absence of both, the Clerk shall call the Church to order and a Moderator *pro tem* shall be elected. Business Meetings of the Church shall be conducted in accordance with *Robert's Rules of Order*.

Section 6 – Quorum: The presence of five (5) percent of all active Church Members at a regular or duly called Business Meeting will constitute a quorum of the membership for the transaction of business. The quorum must be verified by the Clerk or Assistant Clerk before any business is conducted. If a quorum is not met at that Meeting, then another Meeting will be scheduled, with proper notice given. At the second Meeting, a quorum will consist of those active Church Members who attend the Business Meeting. All decisions of the Members will be made by majority vote of those active Members present and voting, except where otherwise specified in these Bylaws.

Section 7 – Minutes: Minutes of the regular and special Business Meetings will be taken and kept in the records under the custody of the Church Clerk.

Article XIII – CHURCH POLICIES AND PROCEDURES MANUAL

Section 1 – Development, Compilation, and Maintenance of the Manual: The Board of Directors and any of its designees shall be responsible for developing, compiling, and maintaining a Policies and Procedures Manual for the day-to-day administrative functions of the Church not covered in the Constitution and Bylaws. The BoD or their designees shall oversee the Manual with professional consultation and review when necessary. The BoD or their designees shall review the Manual at least annually, with the authority to recommend changes for the Church to consider and vote on. The Church Clerk shall maintain the Manual.

Section 2 – Subjects not otherwise covered in the Bylaws may include, but are not limited to, the following:

1. Personnel policies and procedures;
2. Church property policies and procedures;

3. Church discipline procedures and policies;
4. Christian conciliation and dispute resolution policies and procedures;
5. Child protection policies and procedures; and
6. Other policies and procedures as needed.

This Policies and Procedures Manual shall be available at the Church Office for Church Members to review.

Article XIV – CHURCH FINANCIAL POLICIES

Section 1 – Church Year and Fiscal Year: The Board of Directors, in consultation with the Finance Committee, shall have the power to fix the fiscal year of the Church. Unless otherwise fixed by the BoD, the Church fiscal year shall be October 1 to September 30. Accurate records shall be kept by all organizations of the Church and reports made on the fiscal year basis.

Section 2 – Records for Finances: Adequate and accurate records for accounting of income and expenses, including contributions, shall be kept by the Treasurer. A monthly financial report will be presented to the BoD. A monthly financial report will be distributed at each quarterly Business Meeting. Church Members may receive a copy of the present Church budget or copies of previous financial reports by calling the Church Office. All funds handled by any and all organizations shall be reported to the BoD.

Section 3 – Deposits: The Board of Directors shall select banks, trust companies, or other depositories in which all funds of the Church shall be deposited to the credit of the Church.

Section 4 – Checks: All checks or demands for money and notes of the Church shall be signed by such officer or officers as the BoD may from time to time designate. Any check over the amount of five thousand dollars (\$5,000.00) shall require two authorized signatories from two disinterested BoD Members or Officers.

Section 5 – Contracts: Upon approval by the Church Body at a regular or called Business Meeting, any expenditure that exceeds a line item of the budget, or is outside of the church budget, will be directed to the BoD, who have the authority to authorize any officer or officers, agent or agents of the Church, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of any on behalf of the Church. Such authority may be general or confined to specific instances. When practical, three (3) bids should be obtained. All contracts for major services or expenditures should be reviewed by a competent attorney, at the Board of Directors' discretion. Signatures required for such legal transactions shall be Senior Pastor, Deacon Chairman, and Treasurer. In the event one or more of these three are not available, the BoD may appoint alternate signers.

Section 6 – Endowments: The Board of Directors may authorize and establish on behalf of the Church any endowments for the general purposes or for any special purpose of the Church.

Section 7 – Designated Contributions: The Church may accept any designated contribution, grant, bequest, or device consistent with its general tax exempt purposes, as set forth in the Articles of Incorporation. The Policy and Procedures Manual contains specific information regarding the Church’s reception and handling of all designated funds.

Section 8 – Budget and Audit: The Board of Directors shall prepare and submit to the Church for approval at the first quarter annual Business Meeting an inclusive budget, indicating by items the amount needed and sought for expenses, together with an annual strategic plan. The BoD, or its designee, shall arrange for an annual review or audit of a type and nature they deem appropriate by an outside auditor.

Section 9 – Benevolent Team: The Benevolent Team, as designated by the Nominating Committee, shall establish policies and procedures to receive and disburse all funds allocated to them. It shall be the duty of this Committee to determine needs of the congregants or others in the community as they arise. The Benevolent Team shall consist of at least three (3) members. This Team shall examine the need of the recipients of these designated funds under an approved Benevolence Policy, as contained in the Policy and Procedures Manual.

Section 10 – Partnerships, Joint Ventures, LLC’s, and Auxiliary Corporations: The Board of Directors with approval of the Church members may authorize in writing any officer(s) or agent(s) of the Church to enter into any partnerships or joint ventures or create auxiliary corporations or limited liability companies that the BoD determines will advance the religious purposes and goals of the Church Members as described herein and not violate the Church’s tax exempt status.

Section 11 – Purchase or sale of property and borrowing: Neither officers nor agents of the Church may purchase or sell real or personal property on behalf of the Church unless authorized by the Board of Directors and the Church Members. In cases of real property, purchase or sale must be approved by the Church Members according to these Bylaws. Any borrowing of money must be approved by the Board of Directors and the Church Members according to these Bylaws.

Article XV – SETTLEMENT OF DISPUTES WITHIN OR AGAINST THE CHURCH

In any dispute arising between or among Church Members, Pastors, or staff, the dispute may be resolved by the Board of Directors (or a duly appointed Committee from the BoD) under the *Rules of Procedure for Christian Conciliation* found at www.HisPeace.org. All employees of the Church shall sign policies or contracts with the

Christian Dispute Resolution clause in it. All contractors and vendors of the Church should be asked to sign policies or contracts with the Christian Dispute Resolution clause in it, or a mutually agreeable dispute resolution clause.

As a last resort, any dispute between a Church Member and the Church shall be resolved through scriptural conciliation. Christian mediation should be attempted, but if it does not resolve the dispute, then legally binding Christian Arbitration shall be employed by the BoD or individuals selected by the BoD in accordance with the *Rules of Procedure for Christian Conciliation* found at www.HisPeace.org. A decision shall be reached after prayerful consideration, in a spirit of humility, with each Arbitrator seeking that which most glorifies God and regarding one another before himself.

Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. Jurisdiction and venue shall be the county and state where the Church is located and Virginia law will apply to dispute. Church Members, Pastors, staff, or third party vendors/contractors shall understand that these methods shall be the sole remedy for any controversy or claim arising against the Church and expressly waive their right to file a lawsuit in any civil court against one another or the Church for such disputes, except to enforce an arbitration decision. In that case, judgment upon an arbitration award may be entered by any court having competent jurisdiction, in conformity with the laws of the Commonwealth of Virginia. Notwithstanding this above provision, to protect the Church and its Members and under its risk policy procedures, the Church is required to maintain liability insurance. Therefore, this conflict provision is conditioned upon agreement by the Church's insurers that, in light of the particular facts and circumstances surrounding the disputed matter, this provision, and the process it establishes will not diminish any insurance coverage maintained by the Church.

Article XVI – CONFIDENTIALITY AND BIBLICAL COUNSELING

Section 1 – Confidentiality: The Bible teaches that Christians should carefully guard any personal and private information that others reveal to them. Protecting confidences is a sign of Christian love and respect (see Matthew 7:12). It also discourages harmful gossip (see Proverbs 16:28; 26:20), invites confession (see Proverbs 11:13; 28:13; James 5:16), and encourages people to seek needed counseling (see Proverbs 10:19; Romans 15:14). Since these goals are essential to the ministry of the Gospel and the work of this Church, all Church Members are expected to refrain from gossip and to respect the confidences of others. In particular, our Pastors and Deacons shall carefully protect all information that they receive through pastoral counseling, subject to the guidelines that will follow.

Although confidentiality is to be respected as much as possible, there are times when it is appropriate to reveal certain information to others. In particular, when the Pastors and Deacons of the Church believe it is Biblically necessary, they may disclose confidential information to appropriate people in the following circumstances:

1. When a Pastor or deacon is uncertain of how to counsel a person about a particular problem and needs to seek advice from other Pastors or Deacons in this Church or, if the person attends another Church, from the Pastors or Deacons of that Church (see Proverbs 11:14, 13:10, 15:22, 19:20, 20:18; Matthew 18:15-17);
2. When the person who disclosed the information or any other person is in imminent danger of serious harm unless others intervene (see Proverbs 24:11-12);
3. When a person refuses to repent of sin and it becomes necessary to institute disciplinary proceedings (see Matthew 18:15-20; Bylaws Article 1) or seek the assistance of individuals or agencies outside this Church (see example in Romans 13:1-5); or
4. When required by law to report suspected child or spousal abuse.

Scripture commands that confidential information is to be shared with others only when a problem cannot be resolved through the efforts of a small group of people within the Church (Matthew 18:15-17). Therefore, except as otherwise provided in the Bylaws, a Pastor or Deacon may not disclose confidential information to anyone outside the Church without the approval of the Board of Directors or the consent of the person who originally disclosed the information. The BoD may approve such disclosure only when it finds that all internal efforts to resolve a problem have been exhausted (see example in I Corinthians 6:1-8) and the problem can be satisfactorily resolved with the assistance of individuals or agencies outside this Church (see example in Romans 13:1-5). The limitation shall apply to, but is not limited to, the giving of testimony in a court of law and the reporting of abuse.

The Pastors and Deacons may, but need not, provide counselees with written notice of these confidentiality provisions, but these provisions shall be in effect regardless of whether such notice is given.

Section 2- Biblical Counseling: All Christians struggle with sin and the effect it has on our lives and our relationships (see Romans 3:23; 7:7-25). Whenever a Christian is unable to overcome sinful attitudes or behaviors through God's guidance and deliverance, God commands that person should seek assistance from other Church Members, and especially from the Pastors who have the responsibility of providing pastoral counseling and oversight (see Romans 15:14; Galatians 6:1-2; Colossians 3:16; II Timothy 3:16-4:2; Hebrews 10:24-25, 13:17; James 5:16). Therefore, this Church encourages and enjoins its Members to make confession to and seek counsel from each other and especially from our pastoral counselors. We believe that the Bible provides thorough guidance and instruction for faith and life. Therefore, our counseling shall be based on scriptural principles rather than those of secular psychology or psychiatry. Neither the pastoral nor the lay counselors of the Church are trained or licensed as psychotherapists or mental health professionals, nor should they be expected to follow the methods of such specialists.

Although some Members of the Church work in professional fields outside the Church, when serving as pastoral or lay counselors within the Church, they do not provide the same kind of professional advice and services that they do when they are hired in their professional capacities. Therefore, Church Members who have significant legal, financial, medical, or other technical questions should seek the advice from independent professionals. Our pastoral and lay counselors shall be available to cooperate with such advisors and help Church Members to consider their advice in the light of relevant scriptural principles.

Article XVII – INDEMNIFICATION

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal by reason of the fact that he or his testator is or was a Director, Deacon, Officer, employee, or agent of the Church, may be indemnified by the Church, and the Church may advance his related expenses, to the full extent permitted by law. The Church may purchase and maintain insurance to indemnify (a) itself for any obligation which it incurs as a result of the indemnification specified above; and (b) its Directors, Deacons, and officers.

Article XVIII – AMENDMENTS

Church Members may propose changes to the Bylaws that shall be submitted to the Board of Directors for consideration and comment. Upon BoD approval, the BoD shall present the proposed changes and their comments to the Church at a regular or special Business Meeting. These Bylaws may be amended by a two-thirds (2/3) majority vote of the Church Members present and voting, provided the following procedure has been followed:

1. The proposed written amendment has been presented at a previous Church Business Meeting;
2. The proposed amendment has been mailed or made available to the Membership at least two (2) weeks before the meeting to act on the proposed amendment; and
3. The proposed amendment has been announced on a previous Sunday worship Service at least two (2) weeks before the vote is taken.