

SUGAR CREEK BAPTIST CHURCH CONSTITUTION AND BYLAWS

These Amended and Restated Constitution and Bylaws govern the affairs of Sugar Creek Baptist Church, a Texas religious nonprofit corporation (the “Church”). The Church is organized under the Texas Business Organization Code, as amended (the “Code”). These Bylaws amend and restate, in its entirety, the previous Bylaws of the Church, as amended.

CONSTITUTION

PREAMBLE

Desiring to uphold, promote, and illuminate the fundamental principles of our faith (as described in Article 1, Articles of Faith) and to protect equally the rights and privileges of the individual church member as well as the freedom of action of this body in its relation to other Baptist churches and Baptist organizations, this constitution is established.

ARTICLE 1 ARTICLES OF FAITH

This church shall subscribe to The Baptist Faith and Message as adopted June 14, 2000 by the Southern Baptist Convention. We are Baptist because we believe that Baptists stand for certain distinctive truths to which other denominations do not necessarily adhere. Because of this, we voluntarily cooperate with Southern Baptists worldwide for the purpose of maximum mobilization and effectiveness in evangelistic, educational, missionary, and benevolent ministries. We also seek to lovingly and supportively cooperate with others who are committed to Jesus Christ as Lord. The Baptist Faith and Message does not exhaust the extent of our faith. The Bible itself is the sole and final source of all we believe. We do believe, however that the Baptist Faith and Message accurately represents the teaching of the Bible and, therefore, is expected of all members. All literature used in the church shall be in complete agreement with these articles of faith.

The Church recognizes and adheres to the Holy Bible as the inspired and infallible Word of God and as the sole authority for our faith and practice. All scripture is a testimony to Christ who is Himself the focus of divine revelation.

ARTICLE 2 EXPECTATIONS OF EACH MEMBER

Having been led by the Spirit of God to receive the Lord Jesus Christ as our Lord and Savior, and, on the profession of our faith, having been baptized in the name of the Father, and of the Son, and of the Holy Spirit, we do now in the presence of God and this assembly most

solemnly and joyfully enter into these shared expectations of Christian behaviors and fellowship with one another as one body in Christ.

We believe that we should, by the aid of the Holy Spirit, walk together in Christian love; strive for the advancement of this church in knowledge, holiness, and unity; promote its prosperity and spirituality; sustain its worship, ordinances, doctrines, and discipline; contribute cheerfully and regularly to the support of the ministry, the expenses of the church, the relief of the poor, and the spreading of the gospel through all nations.

We believe that we should establish and maintain family and personal devotions; to educate our children with a Christian worldview; to seek the salvation of our kindred and acquaintances; to walk circumspectly in the world; to be just in our dealings, faithful in our engagements, exemplary in our language, conversation and self control; to avoid the sinful acts described in Galatians 5:19-21, and to develop the fruits of the Spirit in our Christian walk, as described in Galatians 5:22-23, and to be zealous in our efforts to advance the kingdom of God.

We believe that the term “marriage” has only one meaning and that is marriage sanctioned by God which joins one man and one woman in a single, exclusive union, as delineated in Scripture. We believe that God intends sexual intimacy to only occur between a man and a woman who are married to each other. We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman.

We believe that any form of sexual immorality, such as adultery, fornication, homosexuality, bisexual conduct, bestiality, incest, pornography or any attempt to change one’s sex, or disagreement with one’s biological sex, is sinful and offensive to God.

We believe that in order to preserve the function and integrity of the Church as the local Body of Christ, and to provide a biblical role model to the church members and the community, it is imperative that all members and persons employed by the church in any capacity, or who serve as volunteers, should abide and agree to the preceding expression of belief on marriage and sexuality, and conduct themselves accordingly. Furthermore, we reserve the right and responsibility to apply biblical discipline, as described in Article 5.06, in situations where any member’s refusal to adhere to this expression of belief is deemed to be detrimental to the function and integrity of the Church.

We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ.

We believe that every person must be afforded compassion, love, kindness, respect and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with scripture nor the doctrines of the Church.

We believe that we should watch over one another in brotherly love; to remember one another in prayer; to aid one another in sickness and distress; to cultivate Christian sympathy in feeling and Christian courtesy in speech; to be slow to take offense, but always ready for reconciliation and mindful of the teachings of our Savior to secure it without delay.

We believe that Christians are prohibited from bringing civil lawsuits against other Christians or the church to resolve personal disputes. We believe that the church possesses all the resources necessary to resolve personal disputes between members. We do believe, however, that a Christian may seek compensation for injuries from another Christian's insurance company as long as the claim is pursued without malice or slander. (1 Cor. 6:1-8; Eph. 4:31-32)

We believe that when we remove from this place we will as soon as possible unite with some other church where we can carry out the spirit of this covenant and the principles of God's Word.

ARTICLE 3 CHURCH ORDINANCES

3.1 Baptism. This Church shall receive for baptism any person who has received Jesus Christ as Savior by personal faith, who professes Him publicly and who indicates a commitment to follow Jesus as Lord.

- (a) Baptism shall be by immersion in water as an outward expression of faith in the death, burial, and resurrection of Jesus.
- (b) The Lead Pastor, or whoever he authorizes shall administer baptism.
- (c) In the absence of the Lead Pastor, the Deacons shall authorize whoever shall administer baptism.

3.2 The Lord's Supper. The Church shall observe the Lord's Supper quarterly, unless otherwise scheduled by the Church. The Lead Pastor and Deacons shall oversee any Lord's Supper observance conducted at the Church.

SUGAR CREEK BAPTIST CHURCH BYLAWS

ARTICLE 1 NAME AND PRINCIPAL OFFICE

- 1.1** The name of this religious nonprofit corporation is Sugar Creek Baptist Church (file number 35861101, April 4, 1975). The principal office of the Church in the State of Texas shall be located in Sugar Land, Fort Bend County, Texas. The membership of the Church shall have full power and authority to relocate or have multiple campuses as it sees fit. Unless it is restrictive to religious freedoms protected by the Constitution of the United States or violates Biblical mandates, the Church shall comply with the requirements of the Code and maintain a registered office and registered agent in Texas. The registered office may be, but need not be, identical with the Church's principal office in Texas. The membership may change the registered office and the registered agent as provided in the Code.

ARTICLE 2 AUTONOMY

- 2.1** The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions, this Church may voluntarily affiliate with any churches (Christian churches and ministries) of like faith. This Church voluntarily affiliates with the Southern Baptist Convention in its national, state, and local expressions.

ARTICLE 3 PURPOSES

- 3.1** Under the Laws of the State of Texas the Church is formed for any lawful purpose or purposes not expressly prohibited under Title 1, Chapter 2, or Title 2, Chapter 22 of the Code, including any purpose described by Section 2.002 of the Texas Business Organizations Code. The Church is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended unless it is restrictive to religious freedoms protected by the Constitution of the United States or violates Biblical mandates. Notwithstanding the foregoing, the Church purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:
- (a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.

- (b) To engage in religious worship and to promote the spiritual development and well-being of individuals.
- (c) To maintain the public worship of God and the observance of the Church's ordinances.
- (d) The study of Christian doctrines and principles and the practice of the Christian life as revealed and taught in the Bible.
- (e) The salvation of the lost at home and abroad.
- (f) The promotion and advancement of God's kingdom in all the earth, through missions at home and abroad and in other work to accomplish this purpose.
- (g) To license, ordain, employ and discharge ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Church, and elsewhere.
- (h) To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose.
- (i) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended unless it is restrictive to religious freedoms protected by the Constitution of the United States or violates Biblical mandates.
- (j) This Church is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended unless it is restrictive to religious freedoms protected by the Constitution of the United States or violates Biblical mandates.

ARTICLE 4 POWERS AND RESTRICTIONS

- 4.1** Except as otherwise provided in the Certificate of Formation and these Bylaws, and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended unless it is restrictive to religious freedoms protected by the Constitution of the United States or violates

Biblical mandates. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes as set out above are limited and restricted in the following manner:

- (a) The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Certificate of Formation or these Bylaws.
- (b) In the event this Church is in any one year a “private foundation” as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of “self dealing” as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any “excess business holdings” as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- (c) The Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church’s religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 5 MEMBERSHIP

5.1 Management of the Church. Pursuant to Section 22.202 of the Texas Business Organizations Code and as provided for in the Church’s Amended and Restated Certificate of Formation, power to manage and govern the affairs of the Church is vested in the members of the Church, as herein defined.

This is a sovereign and democratic Baptist church under the leadership of Jesus Christ. The membership retains unto itself the exclusive right of self-government in all phases of the spiritual and temporal life of this Church.

The membership shall have the right to determine who shall be members of this Church and the conditions of such membership. The membership shall have the right to delegate this responsibility to the Pastors, the Active Deacons (Deacons), the Committees of the Church, Church Council, or other Church members. Such delegation shall be by a minimum of a two thirds (2/3) vote of the Church in a called business meeting.

5.2 Membership. The Church shall have two classes of membership.

- (a) Full Voting Members. Full Voting Members in this Church shall consist of all persons who have met the qualifications of membership as set forth in Section 5.3 below and are listed on the membership roll (hereafter referred to as “Full Members”). Full members shall have all the rights, privileges, and responsibilities of a member of the Church.
- (b) Associate Members. Those Christians, who wish to enter into the love and fellowship of the Church and will support the objectives of the Church but cannot qualify for full voting membership, as outlined in Section 5.3, will be designated as coming under the “watchcare” of the Church as “Associate Members.” Associate members are to be encompassed in all the life and love of the Church, except for voting, and holding positions of leadership as defined in Article 6 hereafter.

5.3 Qualifications for Full Voting Membership. A person shall become a Full Voting Member in the Church in any of the following ways:

- (a) By profession of faith in Jesus Christ and identifying with Him in baptism by immersion. Profession of faith in Jesus Christ involves:
 - (1) Personal conviction of sin and the need for forgiveness (*Rom. 6:23*).
 - (2) Repentance (turning away from sin) and asking Christ for forgiveness (*I John 1:9*).
 - (3) Receiving Christ as personal Savior and Lord (*Rom. 10: 9-10*).
 - (4) Subject to adherence to (1) – (3) above, unless otherwise requested to not be a Full Voting Member, the candidate shall be placed on the church roll as a Full Voting Member.
- (b) By way of transfer of membership through a letter of request from another Baptist church of like faith and order.
- (c) By statement of personal faith in Christ, coming as a Christian from another denomination, having already been baptized by immersion.

5.4 Rights and Responsibilities of Members.

- (a) Every Full Voting Member of the Church, of the age of 16 or above, is entitled to vote at all elections and on all questions submitted to the Church in a business meeting, provided the member is present. No proxy or absentee voting will be allowed. Associate Members are not permitted to vote.
- (b) Every Full Voting Member of the Church, of the age of 18 or above, is eligible for consideration as a candidate for committee membership and elective positions in the Church, except for the office of Deacon. Associate Members are not eligible to serve in a Leadership position.
- (c) Rights of membership in the Church do not confer ownership of any of the Church's assets.

5.5 Termination and Dismissal of Membership. Membership shall be terminated in the following ways:

- (a) Death of a member.
- (b) Transfer of membership through a letter of request from another Baptist Church.
- (c) Exclusion by action of this Church.
- (d) Erasure upon request or reasonable evidence of membership in another church.

5.6 Member Discipline. It shall be the practice of this Church to emphasize to its members that every reasonable measure will be taken to assist any troubled member. The Lead Pastor, other members of the Church staff and Deacons are available for counsel and guidance.

The attitude of members toward one another shall be guided by a concern for redemption rather than punishment.

Should a condition exist which is causing a member to become a liability to the general welfare of the Church, the Pastors and Deacons will take every reasonable measure to resolve the problem in accordance with Matthew 18. If it becomes necessary for the Church to take action to exclude a member, a special meeting of the Church Council will be called for that purpose. Upon a vote of at least two-thirds (2/3) of the Church Council, a recommendation shall be made to the Church as to whether the person's membership in the Church will be terminated. If so recommended, the situation will be brought to the Church at an appropriate time. All such proceedings shall be pervaded by a spirit of Christian kindness and forbearance. A person's membership shall be terminated upon a majority vote at a business meeting duly called for such purpose.

5.7 Restoration of Membership. Any person previously excluded may be restored to membership upon the majority vote of the Church. A vote will be taken to the Church

upon the request of the excluded person and by at least a two-thirds (2/3) vote of the Church Council at a meeting called to consider such request.

ARTICLE 6 CHURCH LEADERS and OFFICERS

6.1 The Church's activities will be led by its leaders of which a specific subset of these leaders will be designated as the Church Officers.

6.2 Church Leaders.

6.2.1 Church Leaders. Scripturally, the Pastors and Deacons are the leaders of the church. However, the church may elect other organizational leaders, such as Committee Members and Church Council, as needed to carry out the work of the church.

- (a) **Removal of Leaders.** Leaders, other than the Lead Pastor, may be removed, with or without cause, by a majority vote of the members at a duly called meeting.
- (b) **Resignation of Leaders.** Any Leader may resign at any time by giving written notice to the Church. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time agreed to by the Leader and Personnel Committee, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- (c) **Vacancies.** A vacancy in any Leadership position shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

6.2.2 Lead Pastor.

- (a) Duties of Lead Pastor. The Lead Pastor reports directly to the Church. He is responsible for establishing the vision and general direction of the Church. He oversees the teaching of the Word of God and is charged to preserve the Articles of Faith of the Church. He oversees the general ministry of the Church, protects the overall welfare of the Church, and is responsible for leading the Church. The Lead Pastor oversees the work of the Professional Staff. He is to work in coordination with and seek the counsel of the Deacons and Committees in a manner consistent with the purpose of the Church. The Lead Pastor shall serve as President of the Corporation (reference Article 6.3).
- (b) Removal of Lead Pastor. Subject to the terms under any contract of employment with the Church, the Lead Pastor shall only be removed, by the affirmative vote of two-thirds (2/3) of the membership of the Church present in person at a special meeting for this purpose, duly noticed pursuant to Section 10.2 of these Bylaws. The Lead Pastor shall only be removed from office, for one or more of the following reasons:

- (1) Falling into sinful and worldly practices without repentance,
- (2) Engaging in conduct that could hinder the purpose of the Church,
- (3) Teaching doctrines inconsistent with The Holy Bible,
- (4) Gross neglect of duties,
- (5) Resignation,
- (6) Death or disability.

6.2.3 Active Deacons.

- (a) Active Deacons (Deacons) report directly to the Church. They are to assist the Lead Pastor in meeting the pastoral care needs of the Church. They are to strive to maintain the unity of the Church and protect the overall welfare of the Church. They are to help preserve the basic Biblical doctrines of the Church and make decisions in accordance with the purpose of the Church. Deacons are to work in coordination with and seek the counsel of the Pastors and Committees in a manner consistent with the purpose of the Church.
- (b) Selecting Deacons. The Church shall, in a regular or called business meeting, by at least a two-thirds (2/3) vote, establish (or amend) the process for the following:
 - (1) The qualifications for the office of Deacon provided they do not contradict scriptural qualifications as articulated in Acts 6:3, I Timothy 3:8-12 and Titus 1:6-9),
 - (2) The procedures for identifying potential Deacon candidates,
 - (3) The procedures for screening, nominating, electing and removing Deacons,
 - (4) Special categories of deacons (deacon emeritus, associate deacon, etc.) and the determination of voting rights within the Deacon body,
 - (5) The duties, authority, and privileges pertaining to the office of Deacon not otherwise defined by these bylaws.
- (c) The provisions contained in 6.2.3(b) above may not be further delegated, but retained by the Church at all times.
- (d) Nothing in the provisions contained in 6.2.3(b) above shall prohibit the Deacons from engaging in activity pursuant to the general duties of the office which are not specifically enumerated but not in conflict with the bylaws or with 6.2.3(b) above.

- (e) Returning and new Deacons shall be elected by the Church by at least a two-thirds (2/3) vote taken by secret ballot. Deacons shall be elected for a three (3) year term. A Deacon may be re-elected immediately following a completed term.

6.2.4 Moderator. The Moderator of the business meetings shall be the Lead Pastor. In the absence of the Lead Pastor, the Chairman of the Deacons shall preside; in the absence of both, the Vice-Chairman of the Deacons shall call the Church to order and preside over the election of a Moderator. When necessary, the Moderator may select individuals to act for him at remote sites when a multi-site business meeting is being held.

6.2.5 Trustees. A minimum of five (5) Trustees shall be recommended by the Committee on Committees and elected by the Church at the annual Church Business Meeting for three (3) year terms, and shall serve no more than two (2) consecutive terms of three (3) years each. The Trustees shall function in those matters where applicable law specifically requires them to act in behalf of the Church. The Trustees' signatures shall be in their capacity as Trustees, and not as individuals.

Upon a specific vote of the Church authorizing each action, the Trustees shall have the power to buy, sell, convey, mortgage, pledge, lease real property, exchange, transfer, and otherwise dispose of all or any part of the Church's property, both real and personal. A minimum of three (3) signatures will be required to validate all authorized transactions.

No Church employee or their relative may serve as a Trustee. For the purpose of the Trustees, relative means "husband, wife; parents of either husband or wife; children of the husband or wife".

6.3 Officers of the Church

6.3.0 Mapping of Church officers to Domestic Nonprofit Corporation Officers. For the purposes of these Bylaws the following mapping shall apply:

Church Officer	Corporation Officer
-----	-----
Lead Pastor	President
Pastor of Administration	Secretary
Church Council members	Board of Directors

6.3.1 Church Council. For the purposes of Church governance, the Church Council is to serve as an oversight and resolution council in the case of an impasse or irresolvable issue or dispute within the Church. Such disputes must have already exhausted every proper avenue prior to the Church Council's involvement. The Church Council will, at its discretion, address those issues and disputes which it deems are warranted.

- (a) Duties.

- (1) Hear, evaluate and seek to resolve any disputes between the Lead Pastor, staff, Deacons and Committees.
 - (2) Recommend to the Church any disciplinary action that should be taken toward the Lead Pastor or staff at the request of the Personnel Committee.
 - (3) Recommend to the Church any disciplinary action that should be taken toward the Deacons or Committees.
 - (4) Hear, evaluate and seek to resolve disputes of members the Church Council deems are warranted to address as provided in Section 13.6 of the Bylaws.
 - (5) Recommend to the Church any disciplinary action that should be taken toward members under the provisions of Article 5, Section 5.6 of the Bylaws.
 - (6) Establish the Church Council's Policies and make them available to the Church.
 - (7) Audit the Operations Manual (see 12.3) for compliance with the requirements set forth here in the Constitution and Bylaws; and their compliance with their policies and procedures. If deficiencies are determined, work with the responsible committee to resolve them. In the event of an impasse, present the problem to the Church for a final decision by bringing the issue to a vote through a called business meeting.
 - (8) Serve as the Board of Directors of the Corporation.
 - (9) Adopt binding arbitration procedures to settle disputes which cannot be reconciled through mediation.
- (b) Membership on Church Council. The Church Council shall have at least nine (9) members although the actual number may be larger depending upon the following requirements. The Church Council shall consist of the Lead Pastor, Chairman of Deacons, and the chairpersons of each standing committee. At least one-third (1/3) of the total membership of the Church Council will be made up of at-large members nominated by the Committee on Committees and elected by the church. The at-large members may not include Deacons, Deacon Wives, Pastors, staff or their spouses, Committee members or their spouses. The at-large members shall meet the same criterion as committee members (see Article 7.01). At-large members may serve three (3) consecutive one (1) year terms. In addition to the Lead Pastor, there may be up to two (2) additional Pastors or Senior Staff members who will be part of the Church Council, They will be nominated by the Committee on Committees and elected by the Church each year. Not more than

one member of the immediate family shall serve on the Church Council at the same time. The Chairperson of the Church Council shall be one of the at large members, selected by the Church Council.

- (c) For the purposes of the Church Council, no church employee or their relative may serve on the Church Council. The term immediate family for the Church Council members means “anyone related to the prospective nominee”.
- (d) In the event that an action has been started by the Church Council but has not been completed by the end of the term of service, the members of the Church Council who began the action shall remain on the Council until the action is completed. If another action is begun during the new term, the newly elected members of the Church Council shall be responsible for its completion.

6.3.2 The Pastor of Administration shall hold the position of Secretary of the Corporation.

6.3.3 Removal of Officers. Officers, other than the Lead Pastor, may be removed, with or without cause, by a majority vote of the members at a duly called meeting.

6.3.4 Resignation of Officers. An Officer may resign at any time by giving written notice to the Church. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time agreed to by the Officer and Personnel Committee. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.3.5 Vacancies. A vacancy in an Officer position shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

ARTICLE 7 STANDING COMMITTEES

7.1 General. The standing committees of the Church shall report directly to the Church. They shall oversee their respective responsibilities. Each member of each committee shall be elected by the Church.

(a) Qualifications of Standing Committee Members. Each committee member will be nominated based upon due consideration of the following:

- (1) Their demonstrated commitment to the Church based on:
 - a) Their good report within the Church and community.
 - b) Their regular worship and Bible study attendance in the Church.
 - c) Their financial support of the Church with their tithes.

- d) Their spirit of unity and harmony in support of the Church and its leadership.
 - (2) Their demonstrated experience and background, as it pertains to the duties of the committee for which they are being nominated.
 - (3) No individual may serve on more than one standing committee at a time except as stated under 7.7.c.
 - (4) No two family members can serve on the same committee.
- (b) Limitations on Powers of Committees. No Committee shall have the authority to:
- (1) Incorporate or file a Certificate of Formation with the Texas Secretary of State;
 - (2) Adopt a plan of merger or a plan of consolidation with another Church;
 - (3) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church;
 - (4) Authorize the voluntary dissolution of the Church;
 - (5) Revoke proceedings for the voluntary dissolution of the Church;
 - (6) Adopt a plan for the distribution of the assets of the Church;
 - (7) Amend, alter, or repeal the Bylaws;
 - (8) Elect, appoint, or remove a member of a Committee or an officer of the Church;
 - (9) Take any action outside the scope of authority delegated to it by the members.
- (c) Minutes. Minutes shall be kept for all meetings of standing committees. The minutes will be submitted to the Church Administrator for records keeping.
- (d) Decision Making. The Committees shall make decisions in accordance with the purpose of the Church. They shall work in coordination with and seek the counsel of other Committees, Pastors, and Deacons in a manner consistent with the purpose of the Church. The Lead Pastor or his designated representative shall be an ex-officio member of each committee. Committee members will remain on a committee until the Church has elected a replacement. The Church shall have the following Standing Committees:

7.2 Committee on Committees.

- (a) Purpose. Except as provided hereinafter, to recruit and nominate all committee chairpersons, members of all committees, Trustees, Church Council and, in consultation with the Pastors and Deacons, to establish such special committees of the church as the Committee on Committees deems needed.
- (b) Duties. The Committee on Committees shall have the following duties:
- (1) Solicit nominations from the Church and recommend to the Church committee members and the chairpersons of all standing and special committees of the church.
 - (2) Be responsible for preparing a job description when a new committee is created, and to present the job description at the same time the new committee is presented to the Church for approval.
 - (3) Meet when needed with committee chairpersons to plan, coordinate and evaluate the church's committee work.
 - (4) Channel work to the proper committee as needed.
 - (5) Recommend to the Church the Trustees to be elected.
 - (6) Appoint the Tellers needed to count the votes cast for the Pastoral Search Committee members.
 - (7) Appoint a special Deacon Nominating committee for the purpose of recommending to the Church candidates for the position of Deacon.
 - (8) Recommend to the Church a slate of candidates of at least 50% greater than to be elected for the at-large members, and Pastors and Senior Staff members for election to the Church Council.
 - (9) Establish the Committee on Committee policies, and make these policies available to the Church.
- (c) Membership on Committees on Committees. The Committee on Committees shall have nine (9) members, each serving a three (3) year term. Terms shall be staggered, with one-third of the members beginning new terms each year. The members of the Committee on Committees may not serve consecutive terms, or simultaneously on another committee, and not more than one member of the same immediate family shall serve on the Committee on Committees at the same time. No church employee or their relative may serve on the Committee on Committees (i.e., husband, wife; parents of either husband or wife; children of the husband or wife). The chairperson and the members of the Committee on Committees shall be elected by the Church. In the event of a committee vacancy, the Committee on Committees may recommend a replacement to the Church if needed.

7.3 Missions Committee.

- (a) Purpose. To provide leadership and focus for the missionary efforts of the church.
- (b) Duties. The Missions Committee shall have the following duties:
 - (1) Plan, implement, and evaluate the missions projects and programs of the church.
 - (2) Assist the church staff and program leaders in the development and implementation of church missions.
 - (3) Review and evaluate requests for missions support.
 - (4) Prepare and recommend to the Finance Committee the annual missions budget.
 - (5) Determine the methodology for selecting the mission projects and programs with the Church.
 - (6) Periodically review with the Church the results of the Church's investment in various missions programs for the purpose of justifying continued financial support.
 - (7) Establish all Missions Committee policies, and make these policies available to the Church.
- (c) Membership on Missions Committee. The Missions Committee shall have nine (9) members, each serving a three (3) year term. Terms shall be staggered with one-third (1/3) of the members beginning new terms each year. Missions Committee members may not serve more than two (2) terms consecutively including partial or unexpired terms. Not more than one member of the same immediate family shall serve on the Missions Committee at the same time. No church employee or their relative may serve on the Missions Committee (i.e., husband, wife; parents of either husband or wife; children of the husband or wife). In the event of a committee vacancy, the Committee on Committees may recommend a replacement to the Church.

7.4 Finance Committee.

- (a) Purpose. To oversee and verify the financial integrity of the Church.
- (b) Duties. The Finance Committee shall have the following duties:

- (1) Establish all financial policies, and make these policies available to the Church.
 - (2) Review the financial statement monthly and periodically review systems of collection and accounting.
 - (3) See that committed obligations are properly met; that income and expenditures are kept in proper balance; and that expenditures are in accordance with the budget as approved by the Church.
 - (4) Propose the annual budget and recommend it to the congregation for approval each year.
 - (5) Assist the staff with any stewardship emphasis and/or promotion within the congregation.
 - (6) In order to provide operating flexibility, the Finance Committee shall have the authority to approve any necessary reallocation of funds within the approved budget during the fiscal year. This committee shall also have the authority to approve non-budgeted requests and/or over-expenditures up to 5% of the approved annual budget contingent on available funds.
 - (7) Authorize Staff to commit the Church financially in its ongoing operations up to a five (5) year limit within the operating budget.
 - (8) Establish levels of authorization for Senior Administrative Financial staff in obligating the Church.
 - (9) Produce an annual audit of the Church's financial affairs.
- (c) Membership on Finance Committee. The Finance Committee shall have nine (9) members, each serving a three (3) year term. Terms shall be staggered with one-third (1/3) of the members beginning new terms each year. Finance Committee members may not serve more than two (2) terms consecutively, including partial or unexpired terms. Not more than one member of the same immediate family shall serve on the Finance Committee at the same time. No church employee or their relative may serve on the Finance Committee (i.e., husband, wife; parents of either husband or wife; children of the husband or wife). In the event of a committee vacancy, the Committee on Committees may recommend a replacement to the Church.

7.5 Personnel Committee.

- (a) Purpose. To oversee the personnel administration of the church.
- (b) Duties.

- (1) Establish all of the Church's Personnel Committee operational policies, employee Human Resource policies and make them available to the Church.
 - (2) Determine and approve the compensation of the Lead Pastor. In order to complete this duty, the Personnel Committee may consider all duties of the employee whose compensation is in question, performance evaluations, compensation comparability data, and other relevant information. The Lead Pastor shall not participate in the discussion and formulation of his salary and benefits, or, if applicable, any family member's salary or benefits. In performing this duty, the Personnel Committee shall serve in the capacity of an "Independent Compensation Committee".
 - (3) Oversee salary administration, performance reviews, and any necessary discipline of professional staff.
 - (4) Review and approve new team leader and professional pastoral/ministerial staff positions and job descriptions.
 - (5) Develop and recommend the annual personnel budget to the Finance Committee.
 - (6) Interview, hire and introduce to the Church all team leader and professional pastoral/ministerial staff except the Lead Pastor.
 - (7) Be responsible for pulpit supply in the absence of a Lead Pastor or interim pastor. Interview and recommend to the Deacons a prospective interim pastor, if necessary. Upon concurrence by the Deacons, recommend the prospective Interim Pastor to the Church.
- (c) Membership on Personnel Committee. The Personnel Committee shall be elected by the Church and shall have nine (9) members each serving a three (3) year term. Terms shall be staggered, with one-third of the members beginning new terms each year. The members of the Personnel Committee may not serve more than two (2) consecutive terms, and not more than one member of the same immediate family shall serve on the Personnel Committee at the same time. No church employee or their relative may serve on the Personnel Committee (i.e., anyone related to the prospective committee nominee). In the event of a committee vacancy, the Committee on Committees may recommend a replacement to the Church.

7.6 Facilities and Long Range Planning Committee.

- (a) Purpose. To provide leadership in planning facilities use, changes, and direction for facilities growth. To accommodate the growth of the Church family and

physical plant needs. To provide guidance and analysis of all real estate related needs and opportunities that may come to the Church.

- (b) Duties. The Facilities and Long Range Planning Committee shall have the following duties:
- (1) Consult with Church staff regarding future facility needs, growth, and future projects that will affect physical plant requirements.
 - (2) To review all proposed major physical plant changes before any actual changes are made that will affect the use, entrances and exits, security, or codes and ordinances governing Church operations.
 - (3) Make recommendations to the Church regarding any physical plant growth or modifications which exceeds 5% of the approved budget contingent on available funds in response to requests from the Lead Pastor or through other Ministerial staff.
 - (4) Review any real estate opportunities that may come to the Church from time to time.
 - (5) Review and establish the Church's long range facilities plan to accommodate future Church growth.
 - (6) Meet when needed, with the Lead Pastor or other Ministerial staff, to discuss and plan for current or future facility needs.
 - (7) Communicate to the Church the activities of the Committee, as appropriate.
 - (8) Establish all of the Facility and Long Range Planning Committee Policies and make these policies available to the Church.
- (c) Membership on Facilities and Long Range Planning Committee. The Facilities and Long Range Planning Committee shall be elected by the church and shall have nine (9) members each serving a three (3) year term. Terms shall be staggered, with one-third (1/3) of the members beginning new terms each year. The members of the Facilities and Long Range Planning Committee may not serve more than two (2) consecutive terms, and not more than one member of the same immediate family shall serve on the Facilities and Long Range Planning Committee at the same time. No church employee or their relative may serve on the Long Range Planning Committee on Committees (i.e., husband, wife; parents of either husband or wife; children of the husband or wife). In the event of a committee vacancy, the Committee on Committees may recommend a replacement to the Church.

7.7 Weekday Preschool Committee.

- (a) Purpose. To provide oversight for the Weekday Preschool ministry of the Church.
- (b) Duties. The Weekday Preschool Committee shall have the following duties:
 - (1) See that the financial policies of the Church are adhered to.
 - (2) See that the Human Resource policies of the Church are adhered to.
 - (3) See that an annual operating budget is developed and submitted the Finance Committee.
 - (4) See that general operational policies and procedures are developed and followed to ensure the health and safety of the children and staff in this ministry.
- (c) Membership on Weekday Preschool Committee. The Weekday Preschool Committee shall have nine (9) members, each serving a three (3) year term. One of those committee members will be an active member of the Finance Committee, to be determined by the Finance Committee, and one will be an active member of the Personnel Committee, to be determined by the Personnel Committee. Terms shall be staggered with one-third (1/3) of the members beginning new terms each year, with the exception of those members of the Weekday Preschool Committee who are simultaneously serving on the Personnel and Finance Committees; those particular members shall serve on the Weekday Preschool Committee for as long as their terms on the Personnel and Finance Committees, respectively, shall last. Weekday Preschool Committee members may not serve more than two (2) terms consecutively, including partial or unexpired terms. Not more than one member of the same immediate family (anyone related to the prospective committee nominee) shall serve on the Weekday Preschool Committee at the same time. No church employee or their relative may serve on the Weekday Preschool Committee (i.e., anyone related to the prospective committee member). In the event of a committee vacancy, the Committee on Committees may recommend a replacement to the Church.

ARTICLE 8 SPECIAL COMMITTEES

- 8.1** The Church may create such Special Committees as are needed from time to time, upon the recommendation by the Committee on Committees in consultation with the Pastors and/or Deacons. A Special Committee is one which has a definite assignment for a specific occasion or time. With the completion of its assignment, the special committee is automatically dissolved. Minutes shall be kept for all meetings of special committees. The minutes will be submitted to the Church Administrator for records keeping.

ARTICLE 9
LEAD PASTOR SELECTION PROCESS

9.1 General. In the event the church is in need of a Lead Pastor, the church shall establish a Special Pastoral Search Committee within sixty (60) days of knowledge of the need. There are two alternatives.

- (a) The Lead Pastor resigns, retires, is removed or dies. The Special Pastoral Search Committee will follow the process as described in 9.2 and 9.3.
- (b) If the Lead Pastor retires, an alternative process may be followed, if agreed to by both the retiring Lead Pastor and the Personnel Committee. The Special Pastoral Search Committee will follow the same process as for 9.1.a with the following exceptions:
 - (1) The Lead Pastor continues in his ministry while the Special Pastoral Search Committee meets.
 - (2) The Lead Pastor may make recommendations to the Committee on prospective candidates in the same way as any other Church Member.
 - (3) Once the new Lead Pastor is in Place, a period of time, no less than one (1) year and no more than two (2) years, will begin allowing a smooth transition from the incumbent Lead Pastor to the new Lead Pastor. The time period will be agreed to by the incumbent Lead Pastor and the Special Pastoral Search Committee, once the committee is in place.
 - (4) At the end of the agreed to time period, the new Lead Pastor will take on the full role of the Lead Pastor with the full support of the Church.

9.2 Pastoral Search Committee.

- (a) Purpose. To assist the Church in the selection of a Lead Pastor.
- (b) Duties. The Pastoral Search Committee shall have the following duties:
 - (1) Screening, evaluating, and initiating contact with potential Lead Pastor candidates.
 - (2) Making recommendations to the church regarding a potential Lead Pastor.
- (c) Membership. The Pastoral Search Committee shall be selected as follows:

- (1) The Deacons shall assemble in a regular or called meeting and by secret ballot select seven (7) church members consisting of four (4) Deacons and three (3) women, who shall constitute Deacon nominees to the church for the Pastoral Search Committee.
- (2) After the entire Church has been duly notified, a nominating ballot shall be distributed during the regular weekly worship services to allow the Church members, excluding Deacons, the privilege, via secret ballot, of nominating six (6) additional church members, including Deacons, as nominees for the Pastoral Search Committee. The three (3) men and three (3) women receiving the highest number of votes shall constitute the remaining nominees for the Pastoral Search Committee. In case of a tie, a runoff election will be held. This list shall not include names previously submitted by the Deacons, nor immediate family members of those persons. Ballots with more than six (6) names will not be considered. All ballots must be signed and cast prior to the close of the worship service during which they were issued. No proxy or absentee balloting will be allowed. Tellers, appointed by the Committee on Committees, shall total the votes, announce the results and maintain the confidentiality and security of the ballots for at least ninety (90) days after the election.
- (3) The seven (7) names selected by the Deacons and the six (6) names selected by the Church shall be combined to make a ballot consisting of thirteen (13) names. Not more than one member of an immediate family shall be on the ballot. The ballot shall be distributed during the regular weekly worship services, for which the Church has been duly notified. Each member of the Church shall have the privilege of casting a single ballot for seven (7) of the thirteen (13) names on the ballot. Ballots with more than seven (7) names selected will not be considered. All ballots must be signed and cast prior to the close of the worship service during which they were issued. No proxy or absentee balloting will be allowed. Tellers, appointed by the Committee on Committees, shall total the votes, announce the results and maintain the confidentiality and security of the ballots for at least ninety (90) days after the election. In the case of a tie, a runoff election shall be held.
- (4) The five (5) men and two (2) women receiving the highest number of votes shall constitute the Pastoral Search Committee. The committee shall elect the chairperson of the committee.
- (5) Should the Pastoral Search Committee resign, or should the Church deem it necessary, during a regular or special business meeting, to appoint a new committee, a new committee shall be selected in the same manner as the original committee. A three-fourths (3/4) vote of the church members present will be required to replace the existing Pastoral Search Committee.

- (6) After submitting a candidate for Lead Pastor, obtaining approval of that candidate from the Church, and the acceptance of the call from the candidate, the Pastoral Search Committee shall disband.

9.3 Church Review of Pastoral Search Committee Nominee.

- (a) The Pastoral Search Committee shall notify the Church at least one week in advance of making a recommendation regarding a potential Lead Pastor.
- (b) The recommendation shall be made during the regular weekly worship services.
- (c) Only one name at a time shall be considered.
- (d) Each Church member shall have the privilege, via secret ballot of either affirming or rejecting the Pastor Search Committee's nominee. All ballots must be signed and cast prior to the close of the worship service during which they were issued. No proxy or absentee balloting will be allowed. Tellers, appointed by the Committee on Committees, shall total the votes, announce the results and maintain the confidentiality and security of the ballots for at least ninety (90) days after the election.
- (e) If the prospective Lead Pastor does not receive affirmation from at least three-fourths (3/4) of all the ballots cast, the Pastoral Search Committee shall continue to pursue candidates for the position of Lead Pastor, subject to the provisions of 9.2.c.5 above.

ARTICLE 10 CHURCH MEETINGS

10.1 Worship Services. The church shall meet weekly for the worship of Almighty God. The Church shall also conduct worship services at such other times as shall meet the needs of the Church body. Prayer, praise, preaching, instruction, and evangelism shall be among the ingredients of worship services. The Lead Pastor shall be responsible for the conduct of all worship services.

10.2 Business Meetings.

- (a) General. Business Meetings shall be called by the Lead Pastor, the Chairman of the Deacons or the Chairperson of a committee. Each Full Voting Member is entitled to one vote. Voting by proxy is prohibited. Child care shall be provided for Business Meetings. Business Meetings shall have the purpose of transacting any of the following businesses of the church:
 - (1) The budget of the church.
 - (2) The election of Church Leaders and Officers (other than the Lead Pastor).

- (3) The disposition of all or substantially all of the assets of the Church.
- (4) The merger or dissolution of the Church.
- (5) The acquisition of real property and related indebtedness.
- (6) Amendments to the Constitution or Bylaws of the Church.
- (7) Any business brought before the church by the Chairperson of a Committee or ministry that is within the scope of the Committee's or Ministry's authority and consistent with its purpose.

All other decisions and actions shall be delegated to the appropriate Committee(s) and/or Ministries.

- (b) Special Meetings. Special Church membership meetings shall be called by the Lead Pastor, the Chairman of the Deacons, or at least two (2) chairpersons of a standing committee. Special meetings may be called at any time provided notice is given in the regular Sunday morning services at least two (2) weeks before the special meeting and a clear purpose of the special meeting is included in the announcement. Special Meetings may have any purpose as deemed appropriate by the person(s) calling the meeting.
- (c) Annual Business Meeting. The Church shall hold a regular Annual Business Meeting. The purpose of the Annual Business Meeting shall be to review the previous year and prepare for the year to come. The agenda will include, but not be limited to:
 - (1) Ministry and Committee reports,
 - (2) Election of Officers, Committee members, Deacons, and others, as required,
 - (3) Business which needs to be brought to the whole congregation.

Due to the purpose of this meeting, it shall be held early in the calendar year, at a time allowing a majority of the Church membership to attend for the full duration of the meeting, and reasonable effort will be made so that the Business Meeting shall not conflict with other scheduled Church meetings.

The duration of the annual meeting shall not exceed two (2) hours unless prior notification is given.

- (d) Business Meetings. The Church shall hold Business Meetings as needed for the purpose of transacting one or more of the items listed in Section 10.2.a. Excepting the annual meeting, the duration of any Business Meeting shall not exceed one (1) hour unless prior notification is given. Reasonable effort will be made so that the Business Meeting shall not conflict with other scheduled Church meetings. When necessary, a business meeting may be broken into two or more parts. The first part(s) for the purpose of discussion and the final for the purpose of the vote. The vote at the final session is then without discussion.
- (e) Quorum. A quorum for Church business meetings consists of those members who attend the business meeting, provided proper notification has been given.
- (f) Notification. The initiator of the meeting per Section 10.2.a shall be responsible for giving proper notification for all Business Meetings including the agenda, the purpose, content, date, time (duration, if longer than specified above), availability of childcare, and meeting location. It shall be given in such a manner that resident members have reasonable opportunity to know of the meeting.
 - (1) Business Meetings: Two (2) weeks' notice shall be provided for the discussion part(s) of any Called Business Meetings.
 - (2) Annual Business Meeting: Four (4) weeks' notice shall be provided for the Regular Annual Business.
 - (3) Emergency Business Meetings: In those cases where proper notification is not possible, notification shall be attempted in the following ways (see 14.1):
 - a) Phone calls to all resident members
 - b) Email sent to all members
 - c) Prominently displayed on the Church's website
- (g) All new business shall be referred to the appropriate Committee or Ministry in writing for their consideration and action.
- (h) Information Meetings. All Standing Committees shall hold information meetings at least semiannually. Alternatively, a written current status report to the Church can be utilized in lieu of an information meeting.

10.3 Parliamentary Authority. The rules contained in the latest edition of *Roberts Rules of Order* shall govern the Church business meetings, Committee meetings, and Deacons' meetings in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order that may be properly adopted.

**ARTICLE 11
TRANSACTIONS OF THE CHURCH**

11.1 Ownership and Distribution of Property.

- (a) The Church shall hold, own, and enjoy its own personal and real property except as provided in these Bylaws.
- (b) “Dissolution” (see 10.2.a.4) means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the Corporation; this distribution shall be done pursuant to a plan adopted by the members; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church’s Articles of Faith and basic form of Government.

11.2 Conflicts of Interest. Where applicable, all standing committees and Church Officers shall establish written policies and procedures setting out the Church’s method of handling potential conflicts of interest as they pertain to their area of responsibility.

11.3 Whistleblower. The Church Council shall establish policies and procedures to allow and encourage any person having cause to believe that the Church is involved in any activity or transaction that is in violation of the law to report that belief to the Officers of the Church or its designated representative and to have all such reports thoroughly investigated and the results reported to the Church. The reporting person shall not be subject to retaliation for making a good faith report. The Church Council shall take any remedial or other corrective action that is appropriate for any reported violation that is found to be valid or accurate.

**ARTICLE 12
BOOKS AND RECORDS**

12.1 Fiscal Year. The fiscal year of the Church shall begin on the first day of October and end on the last day in September in each year.

12.2 Audited Financial Statements. The Church shall have each annual financial statement of the Church audited by a certified public accounting firm selected by the members of the Finance Committee.

12.3 Operations Manual. It shall be the responsibility of the Church Administrator, or his designee, to see that the current Operations Manual is maintained in the Church Office and available for review by the Church Members. The Operations Manual will include (but not be limited to) the following:

- (a) Personnel policies and procedures
- (b) Facility usage policies and procedures
- (c) Financial policies and procedures
- (d) Church support ministries operational policies and procedures
- (e) Standing committee membership, policies and procedures
- (f) Deacon membership, policies and procedures
- (g) Conflicts of Interest and Whistleblower policies and procedures

ARTICLE 13 MISCELLANEOUS PROVISIONS

13.1 King James Version. The Holy Bible referred to in these Bylaws is the King James Version of the Old and New Testament and shall be used for the purpose of interpreting this document. Other translations may be adopted or used by the congregation and members for teaching or personal use.

13.2 Amendments to Bylaws. This Constitution and Bylaws may be altered, amended, or repealed, and new bylaws adopted by a two-thirds vote of the members present and eligible to vote. Changes in the Constitution and Bylaws may be made at any business meeting of the Church, provided each amendment shall have been presented in writing at a previous business meeting, and copies of the proposed amendment shall have been furnished to each member present at the earlier meeting, which must have been held at least two (2) weeks previously.

13.3 Construction of Bylaws. These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the

Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male, female or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular.

13.4 Power of Attorney. A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the Church Administrator to be kept with the Church records.

13.5 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Church members, officers, employees, and agents of the Church except as otherwise provided in the Bylaws.

13.6 Christian Alternative Dispute Resolution.

- (a) Believing that all lawsuits between believers are prohibited by Scripture, all members of this church agree to submit to binding arbitration any matters which cannot otherwise be resolved, and expressively waive any and all rights in law and equity to bringing any civil disagreement before a court of law, except that judgment upon the award rendered by the arbitrator may be entered in any court having jurisdiction thereof.
- (b) In the event of any dispute, claim, question, or disagreement arising out of or relating to these bylaws or any other church matter, the parties shall use their best efforts to settle such dispute, claim, question, or disagreement as befits Christians. To this effect, they shall consult and negotiate with each other in good faith and, recognizing their mutual interests not to disgrace the name of Christ, seek to reach a just and equitable solution. In some situations, the parties may find it advisable to seek the counsel of the Pastors, Deacons, Church Counsel or other trusted Christians whose experience and wisdom might help facilitate a resolution through mediation. If they do not reach a resolution within a period of sixty (60) days, then upon notice by either party to the other, disputes, claims, questions, or differences shall be finally settled by binding arbitration as described in section A above and in accordance with the Procedures for Arbitration as adopted by the Church Council pursuant to its “Duties” as specified in Section 6.3.1 (a) (9) of the Bylaws.
- (c) Should any dispute involve matters of church discipline, the arbitrators shall be limited to determining whether the procedures for church discipline, as outlined under Section 5.6 (Member Discipline) of the Bylaws, were followed.
- (d) Should the dispute involve the removal from office of the lead pastor or any church officer, the arbitrator shall be limited to determining whether the “Removal of Lead Pastor” procedures, as set forth in Section 6.2.2 (b), or the “Removal of Officers” procedures, as set forth in Section 6.3.3 of the Bylaws, were followed.

- 13.7 Indemnification.** To the full extent permitted by the Code, as amended from time to time, the Church shall indemnify any Pastor, officer, committee member, employee, volunteer or agent of the Church who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church. Reasonable expenses may be advanced by the Church in defending such actions.
- 13.8 Determination of Right.** A determination of the right to indemnification under the Code shall be made by legal counsel selected by the majority vote of the Church Council.

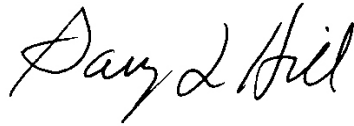
ARTICLE 14 EMERGENCY POWERS AND BYLAWS

- 14.1** An “emergency” exists for the purposes of this section if a quorum of the members cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Leaders and Church Officers may: (i) modify lines of succession to accommodate the incapacity of any officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the members only needs to be given to those members for whom such notice is practicable (see 10.2.f.3). Necessary or Prudent action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any officer, employee or agent of the Church on the ground that the action was not authorized. The Church Leadership or Officers (as defined herein) may also adopt emergency bylaws, subject to amendments or repeal by the full membership, which may include provisions necessary for managing the Church’s operations during an emergency including; (i) procedures for calling a meeting of the members and (ii) quorum requirements for the meeting. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Sugar Creek Baptist Church and that the foregoing Constitution and Bylaws constitute the Bylaws of the Church. These Bylaws were duly adopted by the majority vote of the members of the Church on November 4, 2012.

DATED: November 4, 2012

A handwritten signature in black ink that reads "Gary Hill". The signature is written in a cursive style with a large initial 'G' and 'H'.

Name: Gary Hill

Title: *Pastor of Administration*

Constitution and Bylaws

fbcw.org

FIRST BAPTIST CHURCH OF WOODSTOCK GEORGIA, INC.

CONSTITUTION

PREAMBLE

For the more certain preservation and security of the principles of our faith, and to the end that this body may be governed in an orderly manner consistent with the accepted tenets of the Southern Baptist Churches, and for the purpose of preserving the liberties inherent in each individual member of the church and the freedom of action of this body with respect to its relation to the churches of the same faith and order, we do declare and establish this constitution.

ARTICLE I. NAME

This body shall be known as and operate under the corporate name of "The First Baptist Church of Woodstock, Georgia, Inc."

ARTICLE II. ARTICLES OF FAITH

The Holy Bible is the inspired, infallible, inerrant Word of God and is the basis of our faith. This church accepts "The Baptist Faith and Message" as adopted by the Southern Baptist Convention on June 14, 2000. The church is a committed body of baptized believers in Jesus Christ and is committed to personally sharing the good news of salvation to lost mankind. The church follows our Lord Jesus Christ in the ordinances of baptism and the Lord's Supper.

ARTICLE III. CHURCH COVENANT

Having been led, as we believe, by the Spirit of God to receive the Lord Jesus Christ as our Savior, and on the profession of our faith, having been baptized in the Name of the Father, and of the Son, and of the Holy Spirit we do now in the presence of God, angels and this assembly, most solemnly and joyfully enter in the covenant with one another, as one body in Christ.

We engage, therefore, by the aid of the Holy Spirit, to walk together in Christian love and to strive for the advancement of this church in knowledge, holiness and comfort. We will promote its prosperity and spirituality. We engage to sustain its worship, ordinances, discipline and doctrines. We will also 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.

We also engage to maintain family and private devotions, to religiously educate our children and seek the salvation of our kindred and acquaintances. We will walk circumspectly in the Word, will be just in our dealings, faithful in our engagements and be exemplary in our deportment.

We will abstain from the sale and use of intoxicating drinks as a beverage, the abusive use of drugs and will be zealous in our efforts to advance the kingdom of our Savior. We will seek to avoid tattling, backbiting and excessive anger.

We further engage to watch over one another in brotherly love, to remember each other in prayer, to aid each other in sickness and distress and cultivate Christian sympathy in feeling and courtesy of speech. We also will be slow to take offense, but always ready for reconciliation and mindful of the commands of our Savior to secure it without delay.

We moreover engage that when we remove from this place we will, as soon as possible, unite with some other church, where we can carry out the spirit of this covenant and the principles of God's Word.

ARTICLE IV. CHARACTER

The government of this church is vested in the body of believers (members) who compose it. This church will be, and is always to be a sovereign, autonomous Baptist church, self-governing on all matters by a majority of the body of

members who compose it and recognizes and sustains the obligations of mutual counsel and cooperation which are common among Southern Baptist Churches. In no way is this to be understood that such co-operation, or affiliation shall ever become one of the doctrines and/or tenets of this church.

ARTICLE V. DOCTRINE

This church receives the scriptures (Holy Bible) as its authority of faith and practice. Its understanding of Christian truth as contained therein is in essential accord with the belief of the Baptist churches as indicated in the Articles of Faith referred to in Article II.

ARTICLE VI. MARRIAGE

We believe the word "marriage" means only a legal union between one man and one woman as husband and wife, and the word "spouse" refers only to a person of the opposite sex who is a husband or wife. Marriages outside of these parameters will not be performed by church ministers or on church property.

CONSTITUTION AND BYLAWS

FIRST BAPTIST CHURCH OF WOODSTOCK GEORGIA, INC.

BYLAWS

ARTICLE I. MEMBERSHIP

SECTION 1. GENERAL

This is a sovereign and democratic Baptist church under the Lordship of Jesus Christ. The membership retains unto itself the right of exclusive self-government in all phases of the spiritual and temporal life of this church.

The membership reserves the executive right to determine who shall be members of this church and the conditions of such membership.

SECTION 2. CANDIDACY (QUALIFICATIONS)

Any person may offer himself/herself as a candidate for membership of this church. All such candidates shall be presented to the church at any regular worship service for membership in any of the following ways:

1. By profession of faith and for baptism according the policies of this church.
2. By promise of letter from another Baptist church.
3. Upon statement of prior conversion experience through faith followed by baptism by immersion in a church of like faith. A church of like faith shall always be determined at the sole discretion of the Sr. Pastor or Church Staff.

Should there be any question that might require prayer, thought or study or if there is any dissent as to any candidate, such question or dissent shall be referred to the Sr. Pastor and at his discretion to the Church Staff for the making of a recommendation within thirty (30) days to the church.

The membership of this church shall consist of such persons as confess Jesus Christ to be their Savior and Lord and who (1) after due examination by the church as to their Christian experience, and if coming from other churches, the receipt of an acceptable letter of recommendation or satisfactory therefore, (2) have been accepted by affirmation of the church and have been baptized, (3) enter into this covenant.

SECTION 3. DUTIES

Members are expected to be faithful and obedient in all areas of the Christian life, attend the services of this church, give regularly to its support, and participate in its ministries.

SECTION 4. RIGHTS

Members in good standing as defined in Sections 2 and 3 above may participate in the ministries of the church, vote in church conference, hold office and exercise leadership and service.

SECTION 5. TERMINATION

Membership shall be terminated in the following ways:

1. Death.
2. Transfer to another Baptist church.
3. Affiliation with a church of another denomination.
4. Exclusion by action of the church. (Matthew 18:15-22)
5. By request of member desiring termination.

All requests for recommendations as to the termination of a member under paragraph (4) shall first be brought to the attention of the Sr. Pastor who shall, after consideration of the matter, either himself or his duly appointed representative, confer with the individual subject to said termination and only after faithful efforts have been made to bring such member to repentance shall the Sr. Pastor recommend to the church that the membership of said person be terminated. The member subject to termination will be notified in writing at least thirty (30) days prior to the recommendation that his/her membership be terminated. Such recommendation will be presented to the church at a church conference. Action to terminate will be taken upon an affirmative vote of the church in conference.

SECTION 6. RESTORATION

Any person whose membership has been terminated may be restored upon evidence of his/her repentance and reformation by recommendation of the Sr. Pastor and affirmative vote of the church.

SECTION 7. RECORD OF MEMBERSHIP

A recording secretary, at the direction of the Church Clerk, shall keep an accurate roll of all members, and insofar as possible, an up-to-date record of addresses.

ARTICLE II. CHURCH ORGANIZATION

SECTION 1. GENERAL

The Church is both a spiritual body and a non-profit corporation under the laws of the State of Georgia. The Church is subject to the authority of Scripture in all matters and subject to the rules of duly constituted public authority (Romans 13:1-7). The church organization is to provide the mechanism for the orderly activity of the church body.

SECTION 2. CHURCH CONFERENCES

The spiritual Church shall meet in regular worship services each Sunday at such times and place as may be determined by the Pastor. Additionally, the Church may meet at such other dates and times as may be deemed appropriate by the Sr. Pastor for purpose of worship, edification and proclamation.

The corporate Church shall meet in regularly scheduled or duly called church conferences for the purpose of conducting the business of the Church. Church conferences are to be scheduled as needed by giving at least a ten day notice through the mailing of a notice of meeting to the membership or through announcement during the regular Sunday morning worship service.

The Moderator at the church conference shall be the chief executive officer or his designee, provided the church has a Sr. Pastor. If the church has no Sr. Pastor or in the event the Sr. Pastor or his designee is absent, the Chairman of the Board of Directors, or in his absence, the Vice-Chairman of the Board of Directors, shall call the church to order and nominations from the floor shall be received and a moderator pro-tem shall be elected. It is further provided that any moderator, even though he may be present and acting as moderator, may be required to step down and another elected upon such moderator's request or upon a motion by any member present and approval by a simple majority of the membership in attendance at the meeting. The moderator is to utilize "Robert's Rules of Order" for the purpose of conducting meetings and may appoint a parliamentarian, if he determines such appointment to be appropriate. The Moderator may bring such matters before the conference as he determines at his sole discretion to be appropriate. At least annually as needed the following matters shall be brought before the church in conference:

- a. A slate of deacons to serve the church body as may be necessary to fill vacancies or to increase the size of that body.
- b. A slate of proposed members of the Nominating Committee as may be necessary to fill vacancies in that body.
- c. A slate of messengers to represent the body before local, state and national conventions of the Southern Baptist denomination.
- d. An annual church budget or any proposed change to the church's current budget.

Additionally, the following matters are to be brought to conference:

- a. Any proposed change to the Church Constitution and Bylaws.
- b. Any proposed action regarding the calling of a new Sr. Pastor.
- c. Membership admissions and terminations.

Any matter presented to the Church in conference for action shall require a majority vote of those in attendance. Members in attendance at a duly called or regular meeting of the Church in conference shall be deemed to constitute a legal quorum.

SECTION 3. CHIEF EXECUTIVE OFFICER

The Sr. Pastor shall be the Chief Executive Officer of the corporation and shall have general and active management of the operation of the corporation. He shall be responsible for the administration of the corporation, including general supervision of the policies of the corporation.

SECTION 4. DIRECTORS

The Board of Directors shall consist of five persons elected from the church membership and shall operate under the corporate name of the "First Baptist Church of Woodstock, Georgia, Inc."

Beginning with the 1974-1975 church year, five Directors shall be elected by the church. One shall be elected to serve for a five-year term, one shall be

elected for a four year term, one for three years, one for two years, and one for a term of one year.

A regular term of office for a Director shall be five years. After serving a five-year term, at least one year must elapse before a Director is eligible for re-election.

Vacancies occurring in the Board of Directors for any reason shall be reported to the Nominating Committee. The Nominating Committee shall then recommend to the church a suitable person to fill such vacancy for the remainder of the unexpired term. A Director is not required to be a Deacon.

The duties of the Directors are:

1. The Directors shall be legal representatives of the Church and as such they are given authority to execute deeds, debentures, mortgages, liens, and other legal documents for the church, but shall have no authority or privileges to buy, sell, mortgage, lease, etc. any property of the Church without approval of the Church.
2. The Directors shall have supervision and maintain any deeds, bonds, insurance policies and important papers of the Church. They are further authorized to receive and disburse monies in accordance with terms of wills, bequests and special instruments wherein the church is named beneficiary.
3. The Board of Directors shall make a written report to the Church as needed and said report may be incorporated in any annual report.

SECTION 5. OFFICERS

In addition to the Chief Executive Officer, the corporate officers of the Church shall be the Directors of the Church and shall be elected within that body from time to time as may be deemed to be appropriate by those Directors. The corporate offices to be filled are as follows:

1. President. The President of the corporation (who may also simultaneously serve as Treasurer) is to act as Chairman of the Board of Directors

and is to moderate meetings of that body. The President may not simultaneously serve as Secretary;

2. Secretary. The Secretary shall also serve as the Church Clerk and shall keep minutes of all business meetings and all meetings of the Board of Directors and have charge of the minute books and seal of the corporation and shall perform such other duties and have such other powers as may from time to time be delegated to him/her by the Chief Executive Officer of the Board of Directors.

3. Treasurer. The Treasurer shall be charged with the oversight of the financial affairs of the corporation and shall have the responsibility to recommend action concerning the corporation's financial affairs to the Chief Executive Officer and/or Board of Directors. The Treasurer shall be an ex-officio member, without vote, of the Finance and Budget committees;

4. Assistant Secretary and Assistant Treasurer positions may be elected from the remaining board members as required by the business of the corporation.

A member of the Board of Directors shall be appointed to serve as an ex-officio member, without vote of the Personnel Committee.

SECTION 6. NOMINATING COMMITTEE

The Nominating Committee is a seven-member committee of church members elected by the church in conference upon recommendation by the Chief Executive Officer. The function of the Nominating Committee is to examine and propose nominations for vacancies in the following bodies of committees subject to the approval of the Sr. Pastor:

- a. Board of Directors (See Section 4 above)
- b. Finance Committee (See Section 8 below)
- c. Personnel Committee (See Section 9 below)

As appropriate, due to the needs and circumstances, the Nominating Committee is to meet at the request of the Chief Executive Officer and to prepare pro-

posals for consideration of the Church in conference. At any election of members to serve in any one of the above bodies or committees, any member in good standing may nominate a proposed candidate willing to serve prior to vote of the Church in conference.

SECTION 7. DEACONS

1. **Functional Role:** In accordance with the meaning of the word "deacon" as practiced in the New Testament, deacons are to be servants of the Church. The function of the deacon is to serve with the Sr. Pastor in performing the tasks of the Church of worshiping, proclaiming, educating and ministering.

2. **Number of Active Deacons in Service:** The number of deacons shall be based on the needs of the Church as recommended by the Sr. Pastor. The needs of the Church in regard to the number of deacons for the next term shall be determined by the current year's Chairman of the Deacons with input from the current year's active deacon body and presented to the Sr. Pastor as a recommendation.

3. **Deacon Nominating Committee:** The Deacon Nominating Committee, hereinafter referred to as "Committee", shall consist of a sufficient number of active deacons, consisting of the Chairman of Deacons and other members, to be chosen by the Sr. Pastor and Chairman of Deacons. The Sr. Pastor acts as a nonvoting moderator over the voting committee members. It is preferred for the Committee to consist of deacons who are in their second or third year of deacon service or as church a member, has served at least one year as a deacon at First Baptist Church before. It is recommended that the Sr. Pastor designate his mentees to serve as nonvoting members of the Committee. These individuals will help to ensure current communications between the Sr. Pastor and the Committee. They will see to it that activities of the Committee requiring Church Staff assistance are fulfilled in a timely and accurate manner.

A. **Nominating Procedure-**The procedure is as follows:

i. It is essential to note the nature of the nominating procedure for our Church. It shall be a procedure in which men are reviewed and possi-

bly selected for deacon service through a process of encouragement and spiritual discernment and not be judgmental or fault focused. We desire to encourage and exhort men into service as deacons. A "hard copy" and an online list of eligible candidates will be made available to the church family no later than July 1. A church member may nominate as many individuals as they desire. The nominees will access a questionnaire online (reviewed and updated annually if necessary by the deacon body) prepared by the Committee. It is to be completed and submitted to the Church online prior to August 1. All questionnaires received after August 1 shall not be reviewed for service, but returned to the responder with a courteous letter indicating the response was received after the indicated deadline.

ii. When all questionnaires are submitted by nominees, the Sr. Pastor's designee will secure the anonymity of the candidate by removing the personal identification sheets. A code will be assigned to each candidate and anonymous copies will be given to each member of the Committee for review.

iii. The Committee shall evaluate the anonymous candidates on the basis of answers to the questions, the candidate's record of church membership, and the candidate's known compliance with the Church's qualification for deacon guidelines. Based on the total of all information received, the committee will make their selections of candidates to be interviewed for final evaluation and subsequent recommendation to the Sr. Pastor.

iv. The Committee shall interview each selected nominee individually. All information about each nominee is confidential and shall not be discussed with anyone outside of the Committee except for the Sr. Pastor. The Committee must have unanimous affirmation of each interviewed nominee in order to be presented to the Sr. Pastor for approval.

v. Once the Deacon Nominating Committee selects the candidates and they are approved by the Sr. Pastor, the Church is given an oppor-

tunity to affirm the candidates when they are presented to the Church by the Sr. Pastor at an ordination service.

vi. Deacons not selected by the Committee shall be notified by the Committee with great care. The procedure shall be conducted in a manner that encourages and supports the individual for service everywhere in the Church or may suggest mentoring support to prepare the individual for future deacon consideration and service.

4. Deacon Term of Service: The deacon body shall serve on a rotational basis. On the 30th day of September of each year, the term of office for those rotating off shall expire and the newly affirmed deacons shall begin service. After serving a term of three years, no deacon shall be eligible for re-election at the end of such term until a lapse of at least one year.

5. Eligibility Requirements: Any male, age twenty-one or over, with at least one year of membership in the First Baptist Church of Woodstock, as of August 1, and who meets the scriptural requirements of a deacon as found in 1Timothy 3:9-13 and Acts 6:3, is eligible to be nominated as a deacon.

B. Nomination Procedure for Deacon Chairman, Vice Chairman and Cell Group Leaders:

i. The outgoing Chairman will select a candidate he wishes to succeed him as Chairman. He will present his candidate to the Sr. Pastor for approval. Upon approval, the Chairman will ask the candidate to pray over becoming the new Chairman. This process takes place in the July/August time frame. If the candidate chooses not to serve as Chairman, the process continues until a Chairman is selected.

ii. The Vice Chairman(s) is selected by the incoming Chairman. He may select up to 2 candidates who are 2nd or 3rd year deacons. He will also consult with the Sr. Pastor before asking the candidates. Upon approval, the incoming Chairman will ask the candidate(s) to pray over being Vice-Chairman. This process takes place in the August/September time frame. If the candidate(s) chooses not to serve

as Vice-Chairman, the process continues until a Vice-Chairman is selected. No more than 2 Vice-Chairmen should be selected.

iii. The Cell Group Leaders are chosen by the incoming Chairman. Cell Captains should be deacons who are in their second or third year of service, or have previously served as deacon at the Church. Deacon cell groups shall be maintained with up to six (6) deacons in each cell. Each cell shall have a designated Cell Captain.

SECTION 8. FINANCE COMMITTEE

The Finance Committee is comprised of six members. The primary function of the Finance Committee is to continuously review the financial affairs of the Church to provide a level of stewardship accountability for the Church staff to the Church membership. This committee meets as needed (or as required by its Chairman) to review the financial statements prepared by the Church Staff, to examine prior approved disbursements for propriety, to consider the accounting and financial systems of the Church, to measure actual financial operations to budgeted amounts, and to advise the Board of Directors of any action needed by the body in the financial area. The Finance Committee meets annually to develop a proposed budget for the next Church fiscal year. Utilizing Church Staff input and through interviews of Church Staff submitting budget requests and recommendations of the Personnel Committee, the Finance Committee formulates a proposed budget, which is then presented to the Church in conference for church membership approval. The Finance Committee is to submit desired revisions in the current budget to the Church in conference as deemed appropriate by the committee and with approval of the Sr. Pastor.

The Treasurer is an ex-officio member, without vote, of the Finance Committee. Members of this committee serve for a three-year term and each year the Nominating Committee proposes to the Church in conference nominations to fill the two vacancies, which will occur during that year.

SECTION 9. PERSONNEL COMMITTEE

The Personnel Committee is a three-member committee one of whose members must be a member of the Finance Committee. The function of the Person-

nel Committee is to assist the Sr. Pastor in determining the staffing and compensation levels of the Church and with the consultation of the Sr. Pastor or his designee, to propose staffing and compensation changes within the Finance Committee guidelines.

The Personnel Committee members are to serve for a three-year term and one position is to become vacant for Nominating Committee action each year.

Additionally, the Personnel Committee may be asked to advise and counsel the Sr. Pastor in interviews of prospective staff members, employee benefit program considerations, and other personnel-related matters.

ARTICLE III. PASTOR

SECTION 1. SR. PASTOR

By virtue of his calling and office, the Sr. Pastor is the spiritual leader of the Church and Chief Executive Officer of the Corporation. He shall be elected for an indefinite period of time and may terminate his position with the Church by a notice of thirty days, or the Church may terminate his position by the same notice.

In the event of a vacancy in the position of Sr. Pastor, a replacement or fill-in shall be considered by a Pulpit Committee consisting of five (5) persons elected by the Church in conference from nominations made from the floor for members in good standing willing to serve. This committee shall consider the scriptural qualifications of potential Pastors. After due consideration, the Pulpit Committee shall recommend a man to the Church for approval or disapproval by written ballot. Only one name will be considered at a time. Approval by at least a three-fourths (3/4) majority of those members present and voting represents the acknowledgement of God's calling of the Sr. Pastor.

The Sr. Pastor shall serve as the preacher and senior Bible teacher by virtue of his calling. The Sr. Pastor, or his designee, shall be considered an ex-officio member, without vote, of all committees as Church Moderator. The Sr. Pastor shall oversee the total ministry of the Church.

The Sr. Pastor is solely responsible for the Church Staff who assume his delegated responsibilities. Each Church Staff member serves at the will of the Sr. Pastor. The Sr. Pastor may remove, replace, or realign existing Church Staff positions, as he deems necessary and appropriate.

ARTICLE IV. CHURCH MINISTRIES

The ministries of the Church are to be consistent with the Church Covenant and Articles of Faith. They are to be under the supervision of the Sr. Pastor, or his designated Church Staff member. In order for a ministry to be considered as a ministry of the Church it must be under the Scriptural authority of the Church so as to insure appropriate accountability, integrity, and management of such ministries.

A Directory of Church Ministries is to be maintained in the Church office. The directory shall describe the ministry name, the defined ministry objective, and the Church Staff position having responsibility for that ministry. The Church Staff person having that ministry responsibility may create such organizational structure as is needed with the approval of the Sr. Pastor.

A church Organizational Chart that describes the Church ministries and responsible supervisory staff is to be maintained under the supervision of the Sr. Pastor.

ARTICLE V. GENERAL

SECTION 1. LICENSING AND ORDINATION

Any person recommended by the Sr. Pastor having given evidence that he is called to the work of the ministry, may be licensed to preach. The Sr. Pastor shall possess the sole right to convene an Ordination Council to examine the qualifications of a candidate and, in turn, advise the Church as to the propriety of ordination. The final action to ordain such minister shall rest with the Church upon recommendation of the Sr. Pastor.

SECTION 2. ADOPTION OF CONSTITUTION AND BYLAWS

This Constitution and the Bylaws, shall be considered adopted and will become effective the 29th day of September, 2013 upon affirmative vote of two-thirds

(2/3) of the members present at a church conference. The adoption shall affect a repeal of all previously adopted rules in conflict herewith.

SECTION 3. FISCAL YEAR

The Church hereby adopts October through September as its fiscal year.

SECTION 4. AMENDMENTS

This Constitution and Bylaws may be amended at any regular or called church conference by a two-third (2/3) majority vote of those members present and voting, by giving at least a ten day notice through the mailing of a notice of meeting to the membership or through an announcement during the regular Sunday morning worship service.

A copy of this Constitution and Bylaws shall, at all times, be kept by the Church Clerk along with amendments to or revisions thereof. Up-to-date copies shall also be maintained in the church offices and made available to any church member upon request.

BYLAWS

villagebc.org

Proposed changes:

Changes about the deacon selection process and the timing of quarterly business meetings. Those will happen on any Sunday in the end of the quarter month, instead of the third Sunday of that month.

These changes have been recommended by the Deacon Committee and the Constitution Review Committee. Handouts of these changes are also available at the Sanctuary entrances.

**THE CONSTITUTION OF
VILLAGE BAPTIST CHURCH, INC.
906 S. McPHERSON CHURCH ROAD
FAYETTEVILLE, N.C.**

PREAMBLE

For the purpose of preserving and making secure the principles of our faith; to the end that this body be governed in an orderly manner, consistent with the accepted tenets of the Missionary Baptist Churches affiliated with the Baptist State Convention of North Carolina and the Southern Baptist Convention; for the purpose of preserving the liberties inherent in each individual member of the Church; and to set forth the relationship of this body to other bodies of the same faith, we do declare and establish this constitution.

This body will be known as Village Baptist Church, Inc.

The purpose of this church will be to provide regular opportunities for public worship; to sustain the ordinances, doctrines, and ethics set forth in the New

Testament for the Church of our Lord Jesus Christ; to nurture its members through a program of Christian education; to channel its offerings to the furtherance of the Redeemer's Kingdom; and to preach and propagate among all people the Gospel of the Revelation of God through Jesus Christ as Savior and Lord.

Section 1. POLITY

The government of this church is vested in the body of believers who compose it. It is subject to the control of no other ecclesiastical body, but it recognizes and sustains the obligation of mutual counsel and cooperation, which are common among Southern Baptist churches.

Section 2. AUTONOMY

This church is a free, autonomous, independent body, led only by the Lord Jesus Christ. It is congregational in nature and free of any outside control, authority or power, whether governmental or otherwise.

Section 3. ASSOCIATION and COOPERATION

The church recognizes the value and mutual helpfulness in the voluntary association of churches which are in such agreement in faith and practice as to make possible a spirit of fellowship and good will. It is recognized that the association and cooperation between such churches will influence the missionary, educational, and benevolent interests of each. The church does, therefore, declare its intentions as far as conscience will allow to work in mutual cooperation with other Southern Baptist Churches of like faith and order. This does not preclude the friendly cooperation of this church with churches of other denominations on special projects when approved by the church.

This church is deemed to be in friendly cooperation with the aims and purposes of the New South River Baptist Association, the Baptist State Convention of North Carolina, and of the Southern Baptist Convention as set forth in the constitutions of these autonomous bodies. This church will participate, through duly elected messengers, in their deliberative assemblies, and will also as able support the missionary, benevolent, and educational programs of each.

[<< return to top of page](#)

Article 4. DOCTRINAL STATEMENT

This body believes and holds to the statement of faith set forth in [“The Baptist Faith and Message”](#) adopted by the Southern Baptist Convention in 1925, reaffirmed in the 1963 Convention, and revised in the 1998 and the 2000 Convention. The same is hereby adopted and incorporated by reference into this Constitution. A copy of such statement of faith will be kept on file in the church office with this constitution and will be made available to any member upon request.

[<< return to top of page](#)

Article 5. CHURCH COVENANT

Having been led, as we believe by the Spirit of God, to receive the Lord Jesus as our Savior and, on the profession of our faith, having been baptized in the name of the Father, and of the Son, and of the Holy Spirit, we do now in the presence of God and this assembly, most solemnly and joyfully enter into covenant with one another as one body in Christ.

We engage, therefore, by the aid of the Holy Spirit to walk together in Christian love; to strive for the advancement of this church, in knowledge, holiness, and comfort; and to promote its prosperity and spirituality; to sustain its worship, ordinances, discipline and doctrines; to 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.

We also engage to maintain family and secret devotions; to bring up our children in the nurture and admonition of the Lord; to seek the salvation of our kindred and acquaintances; to walk circumspectly in the world; to be just in our dealings, faithful in our engagements, and exemplary in our deportment; to avoid all tattling, backbiting, and excessive anger; to abstain from the sale and use of intoxicating drink as a beverage; and to be zealous in our efforts to advance the Kingdom of our Savior.

We further engage to watch over one another in brotherly love; to remember one another in prayer; to aid one another in sickness and distress; to cultivate Christian sympathy in feeling and Christian courtesy in speech; and to be slow

to take offense but always ready for reconciliation and mindful of the rules of our Savior to secure it without delay.

We moreover engage that when we remove from this place we will, as soon as possible, unite with some other church where we can carry out the spirit of this covenant and the principles of God's word.

This constitution may be amended, altered, or repealed by a two-thirds vote of the members present at any regular or special business meeting of the church. However, such amendment, alteration, or repeal must be given to the clerk in writing. This proposed change will be presented to the church at least thirty days prior to the time the vote is taken.

**THE BY-LAWS OF
VILLAGE BAPTIST CHURCH, INC.
906 S. McPHERSON CHURCH ROAD
FAYETTEVILLE, N.C.**

Article 1. MEMBERSHIP

Section 1. QUALIFICATIONS

The membership of this church will be composed of persons who have given evidence of regeneration, who have been baptized by immersion, who subscribe to the constitution of this church, and who have been received by majority vote of those members present and voting, and who has satisfied any other requirements that may be established by the church.

Section 2. PROCEDURE

1. Profession of faith and baptism by immersion.
2. Transfer: A member of another Southern Baptist church of like faith and order may be received upon a letter of transfer from that church.
3. Statement: Anyone who has once been a member of a Southern Baptist church and as a result of unusual circumstances, has no membership record, may be received for membership upon a statement of baptism by immersion and

statement of previous membership.

4. Membership from Non-Southern Baptist Churches:
 - A. Statement: Those coming from churches of unlike faith and order on examination by the pastor as to their statement of faith and statement of baptism by immersion may be received for membership.
 - B. Baptism: Baptism will be required of those who have not had believer's baptism by immersion.

Section 3. DUTIES

Members are expected to be faithful in all the duties essential to the Christian life as expressed in the Doctrinal Statement in Article 4 and the Church Covenant in Article 5, of the Constitution.

Section 4. RIGHTS

Such active members as are in good standing may act and vote on the transactions of the church. A member in good standing is one who is not on the inactive roll as defined in Article 1, Section 6. of the By-Laws.

Section 5. DISCIPLINE

1. This church believes strongly in self-discipline, the holding of self to high ideals of living, and strict loyalty to Jesus and conformity to His Word. Each one is asked to keep in mind the fact that he is judged of the Lord; in his relationship to Him he must stand or fall. He should himself be constrained and restrained by the love of God.
2. In the case of disaffection between members, Matthew 18:15-18 offers the steps of procedure. If these steps do not bring reconciliation, the matter may be brought before the deaconship.
3. The guiding principle in member discipline at Village Baptist Church is ensuring that every reasonable measure is taken to assist any troubled member. The pastor, other members of the church staff, and deacons are available for counsel and guidance. Redemption, rather than punishment, should be the guideline which governs the attitude of one member toward another.

4. Should some serious condition exist which would cause a member to become a liability to the general welfare of the church, every reasonable measure will be taken by the pastor and by the deacons to resolve the problem. All charges, witnessed by two, will be made in writing. The accused will be given an opportunity to be heard. No accusation against a member will be brought before the church until it has been presented to the Deacons and considered by them. All such proceedings will be pervaded by a spirit of Christian kindness and forbearance. Finding that the welfare of the church will be best served by the exclusion of the member, the church may take this action by a 75% vote of the members present, voting by secret ballot at a meeting called for this purpose; and the church may proceed to declare the offender to be no longer in the membership of the church.
5. Any person whose membership has been terminated for any condition resulting from discipline which has made it necessary for the church to exclude him may upon his request and upon evidence of his repentance and reformation be restored to membership by a 75% vote of members present and voting at any business meeting.

Section 6. INACTIVE MEMBERSHIP

If a member fails to attend church services for a continuous one-year period and has failed to contribute to the financial support of the church for the same one-year period, that member may be reclassified as an inactive member.

If the church records appear to indicate that a member meets the above-stated criteria, that member will be sent written notice concerning his or her possible reclassification to inactive status.

The member will have thirty (30) days from the date of the notice to respond to the church. If no response is received within thirty (30) days, that member will be placed on the inactive roll, maintained by the church. Inactive members are not eligible to vote on the transactions of the church. Any member placed on the inactive roll of the church in accordance with this section will be restored to active membership by either attending or contributing to the support of the church.

This section shall not apply to church members who are hospitalized, in nursing homes, or confined to their homes.

Section 7. TERMINATION

1. Letters of transfer may be granted only to churches of like faith and order for members. When letters are granted, membership in this church will terminate.
2. When a member of this church joins a church of different faith and order, membership in this church will terminate.
3. When a member has remained on the inactive roll for three (3) years after due notice in writing to the last known address, the church will terminate membership.
4. Membership will be terminated by personal request or upon death.

Section 8. REINSTATEMENT

Any person terminated from the church for reasons other than discipline will be restored to active membership upon meeting the criteria as stated in Article 1, sections 1 and 2.

Section 1. REGULAR MEETINGS

This church will hold regular meetings for worship, teaching, training, and fellowship. The Lord's Supper will be observed at least once a quarter.

Section 2. BUSINESS MEETINGS

This church will hold regular business meetings the third week of the month following each calendar quarter. At least one week prior to the meeting, notice of the regular business meeting will be published in the church bulletin or newspaper, and will contain the time and place of the regular business meeting.

Section 3. SPECIAL BUSINESS MEETINGS

This church may hold special business meetings as the need arises. Notice of such special meetings will be published at least one week prior to the meeting. Notification will be published in the church bulletin or newspaper. This will contain the time, place, and purpose of the special meeting. No items of business will be considered in such meetings except the matters for which the meeting is called. Only by unanimous consent of the members present may other matters be considered which were not specified in the notice.

Section 4. OTHER MEETINGS

Other meetings of the church as a whole or of authorized groups within the church, will be set according to the needs of the congregation.

Section 5. CHANGES OR CANCELLATIONS OF SCHEDULED MEETINGS

Should a situation deemed an emergency/*non emergency* by the Senior Pastor and Church Administrator (or their designee) arise, changes or cancellations of scheduled meetings will be made by the Senior Pastor and Church Administrator (or their designee).

[<< return to top of page](#)

Article 3. REGULAR BUSINESS MEETING ORDER

For the conduct of church business meetings, “Let all things be done decently and in order.” The official parliamentary law of the church will be Robert’s Rules of Order Revised (latest edition). The procedure will be as follows:

1. Prayer and meditation
2. Presentation of minutes of previous meeting
3. Report of Finance Committee
4. Report of other church officers and other organizations
5. Unfinished business (Note: A motion to consider is not necessary. The matter is before the church and should be acted upon unless a motion to postpone is passed.)
6. Report of committees: These reports should be adopted, together with any amendments that may be made unless a motion to postpone be carried. In such case, such reports remain as unfinished business for the next meeting.
7. New business (Note: It is the privilege of any member to present any matter which in his or her judgment should claim the attention of the church. But such procedure is usually unwise unless the one presenting the matter is prepared to make a motion to consider the matter, and unless the counsel of others has previously been sought.)
New business may include but is not limited to:
 - A. Report of church clerk, membership terminations and transfer letter requests

- B. Consideration of recommendations of the deacons or committees
 - C. Authorization of expenditure of money
 - D. Consideration of new buildings and repairs or replacements
 - E. Any other matter which should claim the attention of the church
8. Adjournment and closing prayer

[<< return to top of page](#)

Article 4. QUORUM AND VOTING

Section 1. QUORUM

One Hundred-twenty-five members of the active membership for regular church business meetings; Two Hundred-fifty members of the active membership for an amendment, alteration or repeal of the church constitution, or items of major concern as determined by the Deacons; and twenty (20) percent of the active membership for the call or dismissal of the Senior Pastor will constitute a quorum for business meetings and voting.

Section 2. VOTING

The normal method of voting will be by voice or show of hands, unless otherwise specified in these By-Laws.

Section 3. ABSENTEE BALLOTS

No absentee ballots will be accepted in a church business meeting.

[<< return to top of page](#)

Article 5. CHURCH OFFICERS

Section 1. OFFICERS

The officers of this church will be the Senior Pastor, the Church Clerk, Assistant Church Clerk, the Treasurer, Assistant Treasurer and the Parliamentarian. Other church officer positions may be established to meet the needs of the church. All officers will be elected by the church and will be members in good standing.

Section 2. ELECTIONS AND DUTIES

1. **Senior Pastor** The Senior Pastor will be called by the church to serve until the relationship is dissolved at the request of either the Senior Pastor or the church.

A. Nomination

Whenever a pastoral vacancy occurs, a special committee shall be elected to seek out and nominate as Senior Pastor, a minister of the Gospel whose Christian character and qualifications fit him for the office of Senior Pastor. The committee will bring only one name at a time for consideration and no nomination will be made except that of the special committee.

B. Call

The call of the Senior Pastor will be by written ballot. A call will be issued upon a 90% majority vote of those members present and voting. Should the one recommended by the committee fail to receive this vote or fail to accept the call, the meeting will be adjourned without debate and the committee will seek out another nominee. When a Senior Pastor is secured, the services of this special committee will terminate.

C. Duties

The Senior Pastor will have responsibility for the welfare and oversight of the church. He will be the administrative head of the church. The Senior Pastor will conduct worship services on regular and special occasions, performing the duties that usually pertain to his office, including, but not limited to:

1. preaching and teaching the Gospel of Christ;
2. administering the ordinances,
3. ministering to the members of the church and the community.

The Senior Pastor will be an *ex-officio* member of all organizations, departments, councils and committees. He may call a special meeting of the deacons or of any committee, organization, department, or council according to procedures which may be set forth in the by-laws.

The Senior Pastor will have special charge of the pulpit ministry of the church. He will provide for pulpit supply when he is absent and arrange for workers to assist in revival meetings and other special

services in cooperation with the deacons.

D. Termination

At least sixty days' notice of the termination of the relationship between the Senior Pastor and the church will be given, unless otherwise mutually agreed upon, with both the Senior Pastor and the church seeking to follow the will of God and the leadership of the Holy Spirit.

2. **Clerk** The clerk will be elected annually. It will be this officer's duty to attend, or be represented at, all church business meetings; to see that an accurate record is kept of all business transactions; to assure that the annual associational letter is prepared; and to assure that officers, members of committees and messengers are notified of their election or appointment. This officer will issue letters of dismissal and request letters of recommendation as authorized by the church. It will be the duty of the clerk to see that an accurate roll of the church membership is kept with dates and methods of admission and dismissal, with changes in names, correct mailing addresses and other pertinent information. The church clerk will see that all papers and valuable letters and records that belong to the church are preserved.
3. **Assistant Clerk** The Assistant Clerk will be elected annually by the church. In the absence of the Clerk, in the event of his/her death, or his/her inability or refusal to act, the Assistant Clerk will perform the duties of the Clerk. When so acting, the Assistant Clerk will have all of the powers of the Clerk.
4. **Treasurer** The treasurer will be elected annually by the church and be bonded. This officer will also be a member of the Corporate Board of Directors. It will be the duty of the treasurer to insure the receiving, preserving and paying out, upon proper authority, all money or things of value paid or given to the church, according to generally accepted accounting standards and IRS regulations. The treasurer shall delegate the overseeing, on a day to day basis, the above mentioned duties. In addition, the treasurer will also delegate

the compiling of accurate and full quarterly and annual financial reports to the administrator. These reports will be presented to the church body at business meetings and preserved by the church clerk as a part of the permanent record of the church. The treasurer, in conjunction with the administrator, will study the best methods of keeping the financial records of the church and make such recommendations to the Finance Committee. An annual audit will be performed as directed by the Finance Committee. Copies of the auditor's report will be accessible in the church office. All books, records, and accounts will be considered property of the church. The books and records of the church will be open for inspection by any member of the church during regular church office hours. However, any personal financial records of any member of the church will be inspected only by that person, the financial secretary, the administrator, or Senior Pastor.

5. **Assistant Treasurer** The assistant treasurer will be elected annually by the church and be bonded. In the absence of the Treasurer, in the event of his/her death, or his/her inability or refusal to act, the Assistant Treasurer will perform the duties of the Treasurer. When so acting, the Assistant Treasurer will have all of the powers of and be subject to all the restrictions upon the Treasurer.
6. **Parliamentarian** It will be his duty to advise the moderator as to points of order using the most recent edition of Robert's Rules of Order as his reference standard. Upon election by the church the Parliamentarian will become a member of the Constitution Review Committee.

Section 3. LIMITATIONS

It is the belief of this church that as many of its members as possible should take part in the operation of the various church functions. No member should be delegated or required to assume a greater obligation than that which he can adequately perform. Therefore, it is the belief that no one member should hold more than one of the following offices at the same time: Moderator, Chairman of the Deaconship, Clerk, Assistant Clerk, Treasurer, Assistant Treasurer, Sunday School Director, Discipleship Training Director, Brotherhood Director, or Woman's Missionary Union Director.

[<< return to top of page](#)

Article 6. STAFF MEMBERS AND PROCEDURE FOR SELECTION

Section 1. All staff positions will be filled in accordance with the guidelines of the church's Employee Policy Manual in the following manner:

(1) Ministerial Staff

(A) Ministerial Staff - The ministerial staff will be those vocational staff members who have direct responsibility for an area of ministry. They will be under the direct supervision of the Senior Pastor. They are subject to the supervision of the administrator as they relate to the financial and administrative areas of the church. They will also be subject to any other duties and responsibilities as designated by the Senior Pastor. Employment or dismissal of members of the ministerial staff will be on the recommendation of the Senior Pastor and the committee having jurisdiction as set forth in the by-laws. Any new ministerial staff position must be approved by the church prior to any other church action.

(B) Administrator - The administrator will serve under the direct supervision of the Senior Pastor. The administrator will have the duty of overseeing the administration of the business affairs of the church. This includes the church's physical property and financial assets, and oversees all personnel of the church in conjunction with the personnel committee. The administrator will execute the Personnel Committee policy regarding the introduction and orientation of new Ministerial Staff to the church. The administrator will oversee the receiving, preserving, and paying out, upon proper authority, all money or things of value paid or given to the church, according to generally accepted accounting principles and IRS regulations. This will include compiling accurate and full quarterly and annual financial reports. These reports will be presented to the church body at business meetings. The administrator will also be responsible, in conjunction with the treasurer, for studying and implementing the best methods available of keeping and maintaining the financial records of the church and making such recommendations to the Finance Committee. The administrator will also supervise the ministerial staff as they relate to the financial and office areas of the church. The administrator will assume any

other supervisory responsibilities as designated by the Senior Pastor. He will be an ex-officio member of all organizations, departments, councils, and committees. Employment or dismissal of the administrator will be on the recommendation of the Senior Pastor and committee having jurisdiction as set forth in the by-laws. Recommendation will be subject to approval by the deaconship.

(2) Support Staff

The support staff will be those staff members who serve in non-ministerial positions, including custodians and maintenance personnel. They will be under the direct supervision of the administrator, except where otherwise noted in the By-Laws. Employment or dismissal of a member of the support staff will be on the recommendation of the administrator and/or the Senior Pastor and such committee having jurisdiction as set forth in the By-Laws.

(3) Educational Staff

The educational staff will be those staff members who serve in non-ministerial, non-support positions as a part of the educational ministry of Village Baptist Church, to include Village Christian Academy and Village Daycare & Preschool. Employment, dismissal, and supervision of all educational staff personnel will be as set forth in their respective areas of the By-Laws.

This church will be served by a minimum of twelve (12) deacons or a maximum of one (1) deacon per fifty (50) members. Any increase will be subject to a recommendation of the deaconship. Deacons will at all times consider themselves servants of the church. The deacons will maintain a family ministry program. Along with the Senior Pastor and as the Holy Spirit may direct, they are to consider and make recommendations to the church in all matters pertaining to her work and progress. They will also assist the Senior Pastor in the observance of the ordinances. They will arrange for regular meetings and such committees as are necessary for the discharge of their duties. The Senior Pastor, or the chairman of the deaconship, may call the deacons into special session whenever need for such arises. Upon the written request of any three (3) deacons, the chairman will call a special meeting of the deacons. The deacons will annually recommend the Senior Pastor's salary to the Budget Planning Committee.

The deacons will be elected from those who have Scriptural qualifications, and have been a member of the church in good standing for at least one (1) year prior to nomination. A member may not be elected to serve as a deacon if he is a member of the Ministerial Staff, a full time member of the Support Staff as defined by the Church's Employee Policy Manual, the Church Administrator, and the VCA Superintendent. If an active Deacon accepts one of the aforementioned positions at Village Baptist Church he must resign from the Deacon Body effective upon his date of hire. Deacons will be elected for a term of three years with one-third of the number being elected each year. Deacons will be elected by the following procedure:

The Church Nominating Committee will recommend four (4) church members to the church for election to serve with three (3) retiring deacons as the Deacon Selection Committee. The deaconship will select the three deacons to serve on this committee. The church will elect the four (4) church members by the first day of September.

Nominations for deacons by the church will be in this manner: On or about the first Sunday in May the church will distribute nomination ballots to all church members who will have at least two Sundays to cast their nomination ballot. A ballot box will be placed in the vestibule and be available during each service for ballots. Each member may nominate up to the number of vacancies occurring on the deaconship. After the close of the second Sunday evening service the Deacon Selection Committee will take the ballots from the balloting box. The Deacon Selection Committee will meet and count the nominations for each proposed Deacon. The Deacon Selection Committee will comprise a master list of nominees, which shall be utilized during the upcoming church year. The master list shall be ranked in descending order starting with the nominee receiving the most nominations. In the event of a tie, nominees will be listed alphabetically. The master list shall be maintained by the church secretary.

Starting with the first nominee on the master list, the Deacon Selection Committee will examine each nominee in descending order, to confirm they are spiritually qualified to fill the position of Deacon. The Deacon Selection Committee will select the number of nominees necessary to fill the vacant positions. The list of those Deacons selected will be communicated to the Church

as soon as possible. These Deacons' terms will begin the first day of September of the upcoming church year

Vacancies occurring during the church year will be filled in this manner: The Deacon Selection Committee will examine the next nominee on the master list. The Deacon Selection Committee will select the number of nominees necessary to fill the vacant position(s). The list of those Deacon(s) selected will be communicated to the church as soon as possible.

After the completion of his elected term, excluding those elected to fill a vacancy who have served one year or less, no deacon will be eligible for re-election until after the lapse of one year. The deacons will elect annually their own officers.

The deaconship may provide for regular or special meetings on a monthly or quarterly basis, but it will hold at least one meeting no later than September of each year for the purpose of electing the corporate officers of this church who are authorized by this constitution and by-laws. Also, it will be the responsibility of the deacons to secure all offerings.

If an emergency arises and actions must be taken before a business meeting can be called as specified in Article 2 Section 2 of the By-Laws, the deaconship will meet with the committees involved in the emergency and take appropriate action.

[<< return to top of page](#)

Article 8. CORPORATE OFFICERS AND DUTIES

The deaconship, elected by the members of the church for the period of duration and in the manner hereinbefore set out in this constitution, will act as the Board of Directors of the Corporation along with the Church Treasurer. It should be noted that Deacons and Board of Directors constitute separate functions. The responsibilities of the Board of Directors will transpire only at meetings designated as Board of Directors' Meeting. A majority of the number of Board of Directors fixed by Article 7 of these By-Laws will constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of Board

of Directors present may adjourn the meeting from time to time without further notice.

The Board of Directors or any officer of the church (corporation) will have no power to buy, sell, mortgage, lease, or transfer any property of the church without a specific vote of the church authorizing such actions. The Board of Directors shall have the discretion and authority to accept or reject any charitable contribution to the Corporation.

(1) **Corporation Officers** The officers of the corporation will be the chairman of the deaconship, who will be president; a vice-chairman, who will be the vice-president of the corporation; a secretary, who will be secretary of the deaconship; and a treasurer, who will be the treasurer of the church. Each will be elected by the deaconship except the treasurer, who will be elected by the church members.

(2) **Election and Terms of Office** The officers of the corporation to be elected by the deaconship will be elected annually by the deacons. Each officer will hold office until his successor will have been duly elected and will have qualified; until his death; until he will resign; until he has terminated his membership in this church; or he will have been removed in the manner hereinafter provided.

(3) **Removal** Any officer or agent elected or appointed by the deacons may be removed by the deaconship whenever, in its judgment, the best interest of the church (corporation) would be served thereby.

(4) **Vacancies** A vacancy in any office (elected or appointed by the deacons) because of death, resignation, removal, disqualification or otherwise, may be filled by the deacons for the unexpired portion of the term.

(5) **Duties of the President** He will, when present, preside at meetings of the Board of Directors. He may sign, with the secretary of the Board of Directors or any other proper officer of the church authorized by the Board of Directors or the church members, any deeds, mortgages, bonds, contracts or other instruments, which the Board of Directors or the church members have authorized to be executed. Exceptions to this policy will be when the signing and execution will be expressly delegated by the Board of Directors or the

church members or by this constitution or by these by-laws to some other officer or agent of the church or will be required by law to be otherwise signed or executed. In general, he will perform all duties incident to the office of President of Board of Directors and such other duties as may be prescribed by the Board of Directors or by the church members from time to time.

(6) **Duties of the Vice-President** In the absence of the President, in the event of his death, or his inability or refusal to act, the Vice-President will perform the duties of the President. When so acting, the Vice-President will have all the powers of and be subject to all the restrictions upon the President. The Vice-President will perform such other duties as from time to time may be assigned to him by the President, Board of Directors or by the Church.

(7) **Duties of Secretary** The secretary will (a) keep the minutes of the meetings of the Board of Director in one or more books provided for that purpose, (b) see that all notices are duly given in accordance with constitution and by-laws or as required by law, (c) be custodian of the corporate records of the church and of the seal of the church (corporation), (d) see that the seal of the church (corporation) is affixed to all documents, the execution of which on behalf of the church (corporation) under its seal is duly authorized, and (e) in general perform all duties as from time to time may be assigned to him by the President, by the Board of Directors, or by church members.

(8) **Duties of Treasurer** The duties of the treasurer of the church (corporation) will be the same as set forth in Article 5 Section 2 Paragraph 4 of these By-Laws.

(9) **Duties of Assistant Treasurer** The duties of the assistant treasure of the church (corporation) will be same as set forth in Article 5 Section 2 paragraph 5 of these By-Laws.

The Moderator and Vice-Moderator will be elected by the deaconship and will preside at all business meetings of the church. In the absence of the moderators, the Chairman of Deacons will preside or appoint a Temporary Moderator.

Section 1. VOLUNTEERS IN MISSIONS COUNCIL

This council will interview all applicants who request mission support for a volunteer experience, determine the worthiness of the mission project and the

applicant, determine the amount of money to be awarded to the applicant for the trip (from the account established by the finance committee), and present their findings to the deacons for final approval. After approval the finance committee will be notified for the disbursement of funds. This fund maybe used for home and foreign mission trips.

The council is composed of the WMU Director, Brotherhood Director, three (3) Deacons, and one staff member appointed by the Senior Pastor as Chairman of this council

Section 2. DISCIPLESHIP TRAINING COUNCIL

This council will be responsible for planning, scheduling, and coordinating the ministry of discipleship training.

This council will be composed of the Discipleship Training Director, one (1) Deacon, coordinators for Discipleship, Evangelism, Counseling, and Family Life (Minister of Education, ex-officio).

Section 1. LICENSE

When a member announces to the church that he feels a call to the ministry, the church after a majority vote by secret ballot, may license him as an acknowledgment of his call to the ministry and encouragement to make preparation for it. The clerk of the church may furnish the member with a copy of the minutes or a certificate of license as his credential. It is understood that the performance of civil duties by the member will be governed by the laws of the State of North Carolina.

Section 2. ORDINATION

In the event this church has been requested to ordain a member who has been called to the position of pastor of a Baptist Church, and/or is active in the service of our denomination, the following procedure will be followed: The church will express her approval by secret ballot vote of two-thirds of the members present at any regular or special business meeting of the church. The church may invite the Associational Council on Ordinations to examine the candidate concerning his fitness for the ministry. In the alternative the church may invite representatives of neighboring Southern Baptist churches to exam-

ine the candidate and report to the church. In the event the report of the committee is favorable, the church will proceed with the ordination.

[<< return to top of page](#)

Article 12. PROPERTY HOLDING

It is agreed that the securing and maintaining of real property, buildings, and equipment by this church will be for the express purpose of providing facilities for public worship and for the engagement upon the missionary, educational, and benevolent interests of this church, specific to the character and in the spirit of the constitution and the by-laws of this church.

If at any time this church will determine to alter the quality of its beliefs and practices so as, in important respects, to be at variance with the character described in the constitution and in these by-laws, and if the decision is by less than unanimous vote of those present at a regular business meeting of the church; it is understood that the rights of the property of the church will inhere or remain in that part of the congregation which will agree to continue to use the property for the purpose for which it was purchased and has been to that time maintained.

[<< return to top of page](#)

Article 13. OFFICERS OF CHURCH MINISTRIES

Officers of the church ministries will be the Director of the Sunday School, Director of the Brotherhood, Director of the Woman's Missionary Union, Director of Discipleship Training, Director of Outreach and Visitation, Director of Children's Church, Director of Singles Ministry and such other officers as may be recommended by the nominating committee and approved by the church. All officers of the church ministries and its organizations, unless otherwise specified upon the recommendation of the nominating committee, will be elected by the church for a term of one year, and may serve consecutive terms. The nominees will be a member of the church in good standing for at least one (1) year prior to being nominated. All Church Ministries officers will coordinate their activities with the Senior Pastor or the Senior Pastor's designee(s).

Section 1. SUNDAY SCHOOL DIRECTOR

The Director of the Sunday School will have general oversight of the entire Sunday School. The director will administer the affairs of the Sunday School in cooperation with and according to the plans and methods of the Sunday School Board of the Southern Baptist Convention, subject to the approval of the local church. He will acquaint himself with the best methods of religious education and endeavor to adopt them in this school. It will be his duty to counsel, weekly or monthly, with his teachers and officers through officers' and teachers' meetings, regarding the work of the Sunday School, giving advice, and receiving suggestions from his co-workers. It is desired that a report be given in the regular business meeting of the church.

Section 2. BROTHERHOOD DIRECTOR

The Director of the Brotherhood will promote the work of the brotherhood, seeking to enlist the men and boys of the church in an active program for Christ. It is desired that a report be given in the regular business meeting of the church.

Section 3. DIRECTOR OF THE WOMAN'S MISSIONARY UNION

The Director of the Woman's Missionary Union will seek to enlist all the women and girls of the church in a program of missions, training, giving, and activity according to plans promoted by the Woman's Missionary Union, auxiliary to the Southern Baptist Convention. It is desired that a report be given in the regular business meeting of the church.

Section 4. DIRECTOR OF DISCIPLESHIP TRAINING

The Director of Discipleship Training is charged with responsibility for promoting and coordinating all church wide training programs. It is desired that a report be given in the regular business meeting of the church.

Section 5. DIRECTOR OF OUTREACH AND VISITATION

The Director of Outreach and Visitation will direct the evangelistic outreach program of the church in an effort to reach as many people as possible in the city and county. It is desired that a report be given in the regular business meeting of the church.

Section 6. DIRECTOR OF CHILDREN'S CHURCH

The Director of Children's Church will provide plans and methods for spiritual training for children attending children's church. It is desired that a report be given in the regular business meeting of the church.

Section 7. DIRECTOR OF SINGLE ADULT MINISTRY

The Director of Single Adult Ministry provides plans and methods of spiritual training as well as fellowship for single adults. It is desired that a report be given in the regular business meeting of the church.

Section 8. DIRECTOR OF SENIOR ADULT MINISTRIES

The Director of Senior Adult Ministry provides plans and methods of spiritual training as well as fellowship for senior adults. It is desired that a report be given in the regular business meeting of the church.

[<< return to top of page](#)

Article 14. OTHER CHURCH MINISTRIES

Section 1. KINDERGARTEN AND DAY CARE

This is a ministry of the church provided at a nominal cost to the enrollee designed to give each child an opportunity to develop physically, mentally, socially, emotionally, and spiritually to the best of his/her ability.

[<< return to top of page](#)

Article 15. STANDING COMMITTEES

Section 1. NUMBER OF COMMITTEES

The church will elect such standing committees as may be deemed necessary to efficiently and effectively carry out the various phases of the program of the church.

All members of standing committees will be nominated by the nominating committee and elected by the church to serve on a three-year rotating basis, unless otherwise specified. The term of office will run from September 1st to August 31st.

When a committee member's term has expired, he or she will not be eligible for re-election to said committee until at least one year has lapsed, unless otherwise specified. Anyone elected to fill a standing committee vacancy who serves for one year or less may be elected to serve a three-year term on the same committee without a one-year waiting period.

At the first election one-third of the committee will be elected for a one-year term, one-third of the committee will be elected for a two-year term, and one-third to be elected for a three-year term. All persons elected after the initial year will serve full three-year terms.

Each committee will review the operating guidelines of said committee at the beginning of the church year. If revisions are deemed necessary, they will be so stated by the committee and approved by the church. A copy of the guidelines approved by the church of each committee will be furnished the church clerk annually for filing. All committee members, both voting and ex-officio, will be notified of any and all committee meetings.

No committee will have final authority within itself. Each committee, following approval by the church in conference of matters with which it is charged, will be responsible for the proper accomplishment of such matters.

For committees a minimum number of members is stated. If the committee determines that additional member/members are needed, they may request the nominating committee to submit additional members to the church.

Section 2. COMMITTEES

It is the belief of this church that as many of its members as possible should take part in committee service. No member will serve on more than two (2) committees for any given church year. It is assumed that any individual who accepts a place of service on a committee will serve faithfully. If, however, for any reason a committee member does not attend committee meetings or show interest in the work of same for a period of one year, membership on committee will automatically terminate. The Nominating Committee will nominate a replacement. (The committee contacts the Nominating Committee and asks for replacement)

1. **Audio Committee:** The Audio Committee will consist of no less than six (6) members. This committee will be in charge of all audio equipment and will be expected to keep such equipment in good repair. It will be responsible for the purchase and maintenance of all equipment necessary for this ministry. This committee will be responsible for the use of equipment both in and out of the church. It will be responsible to the tape ministry committee for the production of the master tape for each recorded service. This tape is to be labeled and left in a location so designated. The members of this committee will be elected to serve for one year and will be eligible for reelection each year.
2. **Baptismal Committee** The Baptismal Committee will consist of not less than six (6) members, three of whom will be female and three male. They will be charged with making all arrangements for the Ordinance of Baptism, including but not limited to preparing, instructing, and assisting the candidates for baptism.
3. **Benevolence Committee** The Benevolence Committee will consist of not less than three (3) members. They will be charged with the distributions to the poor and needy. They will administer properly to such special calls for assistance as the need arises. The committee will act on its own discretion and to the limit of available resources according to the approved budget.
4. **Budget Planning Committee** The Budget Planning Committee will be composed of the Finance Committee, the Chairman of Deacons, and the Personnel Committee Chairman. They will draft and monitor a unified budget each year for recommendation to and approval by the church. Other committee chairmen may meet with the Budget Planning Committee to present their individual committee's budget but will not be a member of the Budget Planning Committee. The members of this committee will be elected to serve for one year and will be eligible for reelection each year.
5. **Building and Grounds Committee** The Building and Grounds Committee will consist of not less than six (6) members. It will be the duty of this committee to give attention to and study the condition and state of repair and appearance of the buildings and grounds. They will see that any repairs and improvements included

in the budget and/or authorized by the church are made. This committee will work jointly with the Decorating Committee on decisions affecting the interior decor of the church. All matters of major repair or improvement and items of equipment not provided for in the budget will be referred to the Finance Committee for recommendation to the church. This committee will be responsible for seeing that the buildings are properly secured.

6. **Constitution Review Committee** The Constitution Review Committee will consist of no less than six (6) members. The duty of this committee will be to review and interpret the constitution and by-laws and recommend changes when necessary. Upon election by the church the Parliamentarian will become a member of the Constitution Review Committee.
7. **Counting Committee** The Counting Committee will consist of no less than six (6) members. This committee will be responsible for counting the regular and special collections of the church, properly accounting for same, and delivering such collections to the specified bank. The members of this committee will be elected to serve for one year and will be eligible for reelection each year.
8. **Day Care Committee** The Day Care Committee will consist of not less than six (6) members. The director of the daycare will be an ex-officio member. The duties will be to oversee the weekday tuition day care ministries of the church. Matters relating to the discharge, resignation, or securing of the director will be referred to the personnel committee. All other positions will be filled upon the recommendation of the director to this committee for approval. It is intended that the day care center be self supporting. No Day Care employee may serve on this committee.
9. **Deacon Selection Committee** Refer to Article 7, paragraph 3. The Church Nominating Committee will recommend four (4) church members to the church for election to serve with three (3) retiring deacons as the Deacon Selection Committee. The deaconship will select the three (3) deacons to serve on this committee. The church will elect the four (4) church members by the first day of September. The members of this committee will be elected to serve for one year and will be eligible for reelection each year.

10. **Decorating Committee** The Decorating Committee will consist of not less than six (6) members. They will be responsible for the interior decor of the church. They will work jointly with the building and grounds committee as to the feasibility of proposed projects.
11. **Finance Committee** The Finance Committee will consist of not less than six (6) members, which will include the vice-chairman of the deaconship and the treasurer, (administrator, ex-officio) will be charged with the finances of the church. Without limiting the generalities of the foregoing, the members of this committee will devise ways and means for the prompt discharge of all financial obligations. The committee will devise and recommend to the church a sound policy governing all church purchases except those under the purview of the Board of Directors. The chairman in the exercise of his sound discretion is authorized and empowered to delegate specific duties to the respective members of the committee. This committee will receive and approve the annual church audit.
12. **Flower Committee** The Flower Committee will consist of not less than six (6) members and will be charged with the floral arrangements for the worship services of the church and the distribution of same to appropriate persons.
13. **Historical Committee** The Historical Committee will consist of no less than six (6) members. The committee will consist of members representing a variety of the church membership. This will include at least one member 18 years old or younger and one member over 60 years old. The committee will file and pursue historical information as represented by a variety of the church ministries, activities, social events, or other occurrences indicated. The chairman of this committee will designate the duties of selection, recording, and preserving for the indicated material or events. It is suggested that the bulletins, news articles, minutes and photographs of the church events be a minimum standard of preservation.
14. **Hostess Committee** The Hostess Committee will consist of not less than six (6) members. It will be the duty of this committee to host or facilitate churchwide activities involving the use of the kitchen and fellowship hall. This committee will supervise the work of the church cook and recommend to the

personnel committee the employment or dismissal of this position, as well as salary recommendations.

15. **Lighting Committee:** The Lighting Committee will consist of no less than six (6) members. This committee will be in charge of all lighting equipment and will be expected to keep such equipment in good repair. It will be responsible for the purchase and maintenance of all equipment necessary for this ministry. The members of this committee will be elected to serve for one year and will be eligible for reelection each year.
16. **Media Center Committee** The Media Center Committee will consist of not less than three (3) members. Additionally, one member of the Village Christian Academy Committee, and the VCA Superintendent or their designee shall serve on this committee ex officio. This committee will make recommendations for the acquisition of books and other media resources to the ministerial staff and the Village Christian Academy committee. This committee will promote the Media Center's ministry, and coordinate Media Center operations with other ministries of the church.
17. **Men on Mission Committee** The Men on Mission Committee will consist of no less than six (6) members, three (3) to be nominated by the Board of Deacons and three (3) to be nominated by the Nominating Committee. The purpose of this committee is to authorize the spending of funds that have been designated for use by the Men on Mission.
18. **Music Committee** The Music Committee will consist of not less than six (6) members. It will be the duty of this committee to work with the Minister of Music in planning, coordinating, evaluating, and executing the music program of the church. This committee will be charged with the maintenance of the musical instruments of the church.
19. **Nominating Committee** The Nominating Committee will consist of no less than six (6) persons. It will be the duty of the Nominating Committee to present nominees to the church for all vacancies except as provided elsewhere in this Constitution and By-Laws. Upon their election by the church, the Sunday School Director, the Woman's Missionary Union Director, and the Brotherhood Director

will join the Nominating Committee in preparing only the slate of officers and/or teachers for their respective organizations. Should other organizations with three or more officers and/or teachers be called into service by the church, the first officer would become a member of this committee with regard to that officer's respective organization. No member of the Nominating Committee will serve on any other committee while a member of the Nominating Committee, unless already serving on another committee prior to being considered for the Nominating Committee.

20. **Personnel Committee** The Personnel Committee will consist of not less than six (6) members. It will be the purpose of this committee to keep itself familiar with the work and the needs of the ministerial staff and all support staff, as well as the needs of all employees of the church. The committee will always and only work as an entire group and never as individual members. The administrator, under the direct supervision of the Senior Pastor, will oversee all personnel of the church, keeping the Personnel Committee informed as to any relevant issues affecting them.

All matters of finance involving new ministerial personnel or positions will be taken first to the Finance Committee and then, jointly, to the church. All matters involving new support staff personnel and positions will be taken to the Finance Committee and as information, to the church. Matters relating to the discharge, resignation, or securing of ministerial personnel on payroll will be done in consultation with and recommendation of the Senior Pastor. Matters relating to the discharge, resignation, or securing of non-ministerial personnel on payroll will be done in consultation with and recommendation of the administrator. Through these channels the committee will fill vacancies whenever they occur.

This committee, in conjunction with the Senior Pastor and the administrator, will review at least annually the entire personnel situation under their jurisdiction and make any changes which might be indicated. The committee will also hear any requests, grievances, and suggestions offered by any staff or church member. The committee may make suggestions to the Senior Pastor or administrator for any changes in duties which would contribute to

greater efficiency and/or harmony. Also, this committee will prepare job descriptions and salary recommendations for all positions, except the Senior Pastor, Village Day Care, and Village Christian Academy. The Personnel Committee is responsible for developing a policy to introduce and orient new Ministerial Staff members to the church. The Church Administrator will be responsible for executing this policy.

21. **Preschool Committee** The Preschool Committee will consist of no less than six (6) members and will be charged with the supervision of the activities of the church Preschool Ministry. This committee's main emphasis is quality child care for those attending Village Baptist Church Sunday School, worship, training, and special event services. This committee will supervise the work of the preschool coordinator, recommend to the personnel committee the employment or dismissal of this position, and make salary recommendations. The preschool coordinator will be an ex-officio member of this committee.
22. **Recreation Committee** The Recreation Committee will consist of no less than nine (9) members. This committee serves as advisory to the staff person responsible for recreation. Recreation seeks a broad base of involvement through coordinators simultaneously developing various ministry areas that enlarge and enrich the fellowship of the church.
23. **Stewardship Committee** The Stewardship Committee will consist of no less than six (6) members. This committee helps accomplish the mission of the church by teaching individual and corporate stewardship.
24. **Tape Ministry Committee** The Tape Ministry Committee will consist of no less than three (3) members. This committee will maintain audio taped copies of worship or special services, and provide tapes for shut-ins. The members of this committee will be elected to serve for one year and will be eligible for reelection each year.
25. **Transportation Committee** The Transportation Committee will consist of no less than six (6) members. It will be concerned with the rules and regulations pertaining to the use and maintenance of

church owned vehicles. This committee will be responsible for recommending the purchase and disposition of church vehicles.

26. **Ushers Committee** This Committee will be comprised of a Chairman, and three (3) Vice Chairman. They are responsible for securing as many church members as are necessary to provide ushers for each church service. They will establish and administer policies and procedures regarding greeting, seating, receiving offerings, distributing materials, or any other activities appropriate for ushers. The members of this committee will be elected to serve for one year and will be eligible for reelection each year. The committee limits as set forth in **ARTICLE 15. Section 2** will not apply to members of this committee.
27. **Video Committee:** The Video Committee will consist of no less than six (6) members. This committee will be in charge of all video equipment and will be expected to keep such equipment in good repair. It will be responsible for the purchase and maintenance of all equipment necessary for this ministry. This committee will be responsible for the use of equipment both in and out of the church. It will be responsible for the production and maintenance of the master tape for each recorded service, and the duplication of this master tape to fill requests made. The members of this committee will be elected to serve for one year and will be eligible for reelection each year.
28. **Village Christian Academy Committee** The Village Christian Academy Committee will consist of no less than nine (9) members. The VCA Superintendent of the school, the church administrator, and the daycare director will be ex-officio members of this committee. The duties of this committee will be to establish policies for the Academy which reflect the beliefs and values of Village Baptist Church; to monitor the operations of the Academy to insure adherence to established Church policies; and to act as a resource body to assist the VCA Superintendent when called upon. Establishment and implementation of programs and day-to-day operations will be the responsibility of the VCA Superintendent. Matters relating to the discharge, resignation, and securing of the VCA Superintendent of the Academy will be referred to the personnel

committee. The VCA Superintendent will be directly supervised by the church administrator. All other positions of the Academy will be filled upon the recommendation of the VCA Superintendent to the VCA committee for approval. It is intended that Village Christian Academy will be self-supporting. No Village Christian Academy employee may serve on this committee.

29. **Wedding Committee** The Wedding Committee will consist of no less than three (3) members. This committee will see that the wedding policy of the church is adhered to and recommend changes to the policy as needed to the church.

30. **Youth Committee** The Youth Committee will consist of not less than six (6) members. It will be the duty of this committee to work with the Youth Minister in planning, coordinating, evaluating, and executing the youth work of the church.

Standing Committee A committee, once approved by the church, that is an ongoing committee for its designated purpose. Such committee formation requires only a vote by the church, not a Constitutional Amendment.

Special Committee Any additional committee will be approved by the church and will serve its designated purpose. Such committee formation requires only a vote by the church, not a Constitutional Amendment. Members of these committees must be presented by the Nominating Committee and elected by the church. These committees are task driven; and once the task is completed, the committee is dissolved.

Ad-hoc Committees Such committees can exist only for a defined period of time (event driven) and/or a defined short term purpose (training driven). Members of this type committee will serve voluntarily, without election by the church; however, such a committee would be required to have approval from the Senior Pastor and Church Administrator.

These By-Laws may be amended, altered, or repealed by a two-thirds vote of the members present at any regular or special business meeting of the church. However, such amendment, alteration, or repeal must be given to the clerk in writing. This proposed change will be presented to the church at least thirty days prior to the time the vote is taken.

This Constitution and By-Laws will effect a modification or amendment of all previously adopted rules of the church body and will operate as a repeal of any rules heretofore existing and in conflict with this said Constitution and By-Laws.

A copy of this Constitution and By-Laws will at all times be kept by the clerk among his/her records and another copy will be kept in the church office. All amendments to or revisions thereof by the church will be prepared by the clerk and added to the copies of the Constitution and By-Laws, and made available to the church members upon request.

[This document is accurate as of 1/13/08.]

© 2015 Village Baptist Church. Website Design By: Biz Tools One