

CONSTITUTION & BYLAWS  
*of*  
GUILFORD BAPTIST CHURCH

STERLING, VIRGINIA

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# CONSTITUTION

## I. NAME

This body shall be organized as a church corporation known as “Guilford Baptist Church” (doing business as “Sterling Park Baptist Church”) (hereinafter referred to in the Constitution and Bylaws as the “church”).

## II. PURPOSES

This church exists by the grace of God for the glory of God, which shall be the ultimate purpose in all its activities. This church glorifies God by loving Him and obeying His commands through:

Worshipping Him;

Equipping the saints through biblical preaching, instruction, and study;

Proclaiming the gospel of Jesus Christ through preaching, personal evangelism, and any other means consistent with the teachings of the Scriptures;

Encouraging, supporting, and participating in missions work, local, domestic, and international;

Administering the ordinances of baptism and communion;

Encouraging biblical fellowship among believers; and

Serving other individuals, families, and churches by providing for physical, emotional, and spiritual needs, in the name of Jesus Christ.

## III. STATEMENT OF FAITH

This church adopts the following as our Statement of Faith:

### The Scriptures

We believe that the Holy Bible was written by men divinely inspired, and is a perfect treasure of heavenly instruction; that it has God for its author, salvation for its end, and truth without any mixture of error for its matter; that it reveals the principles by which God will judge us; and therefore is, and shall remain to the end of the world, the true center of Christian union, and the supreme standard by which all human conduct, creeds, and opinions should be tried.

### Of The True God

We believe that there is one, and only one, living and true God, an infinite, intelligent Spirit, the Maker and Supreme Ruler of heaven and earth; inexpressibly glorious in holiness, and worthy of all possible honor, confidence, and love; that in the unity of the Godhead there are three persons, the Father, the Son, and the Holy Spirit; equal in every divine perfection, and executing distinct but harmonious offices in the great work of redemption.

### Of The Fall Of Man

We believe that Man was created in holiness, under the law of his Maker; but by voluntary

transgression fell from that holy and happy state; in consequence of which all mankind are now sinners, not by constraint but by choice; being by nature utterly void of that holiness required by the law of God, positively inclined to evil; and therefore under just condemnation to eternal ruin, without defense or excuse.

#### Of The Way Of Salvation

We believe that the salvation of sinners is wholly of grace; through the mediatorial offices of the Son of God; who by the appointment of the Father, freely took upon himself our nature, yet without sin; honored the divine law by his personal obedience, and by his death made a full atonement for our sins; that having risen from the dead he is now enthroned in heaven; and uniting in his wonderful person the tenderest sympathies with divine perfections, he is in every way qualified to be a suitable, a compassionate, and an all-sufficient Savior.

#### Of Justification

We believe that the great Gospel blessing which Christ secures to such as believe in Him is Justification; that Justification includes the pardon of sin, and the promise of eternal life, that it is bestowed, not in consideration of any works of righteousness which we have done, but solely through faith in the Redeemer's blood; by virtue of which faith His perfect righteousness is freely imputed to us of God; that it brings us into a state of most blessed peace and favor with God, and secures every other blessing needful for time and eternity.

#### Of The Freeness Of Salvation

We believe that the blessings of salvation are made free to all by the gospel; that it is the immediate duty of all to accept them by a cordial, penitent, and obedient faith; and that nothing prevents the salvation of the greatest sinner on earth, but his own inherent depravity and voluntary rejection of the gospel; which rejection involves him in an aggravated condemnation.

#### Of Grace In Regeneration

We believe that, in order to be saved, sinners must be regenerated, or born again; that regeneration consists in giving a holy disposition to the mind; that it is effected in a manner beyond our

comprehension by the power of the Holy Spirit, in connection with divine truth, so as to secure our voluntary obedience to the gospel; and that its proper evidence appears in the holy fruits of repentance, and faith, and newness of life.

#### Of Repentance And Faith

We believe that Repentance and Faith are sacred duties, and also inseparable graces, wrought in our souls by the regenerating Spirit of God; whereby being deeply convinced of our guilt, danger and helplessness, and of the way of salvation by Christ, we turn to God with unfeigned contrition, confession, and supplication for mercy; at the same time heartily receiving the Lord Jesus Christ as our Prophet, Priest and King, and relying on Him alone as the only and all sufficient Savior.

#### Of God's Purpose Of Grace

We believe that Election is the eternal purpose of God, according to which He graciously regenerates, sanctifies, and saves sinners; that being perfectly consistent with the free agency of man, it embraces all the means in connection with the end; that it is a most glorious display of God's sovereign goodness, being infinitely free, wise, holy and unchangeable; that it utterly excludes boasting, and promotes humility, love, prayer, praise, trust in God, and active imitation of his free mercy; that it encourages the use of means in the highest degree; that it may be ascertained by its effects in all who truly believe the Gospel; that it is the foundation of Christian assurance; and that to ascertain it with regard to ourselves demands and deserves the utmost diligence.

#### Of Sanctification

We believe that Sanctification is the process by which, according to the will of God, we are made partakers of his holiness; that it is a progressive work; that it is begun in regeneration; and that it is carried on in the hearts of believers by the presence and power of the Holy Spirit, the Sealer and Comforter, in the continual use of the appointed means, - especially, the word of God, self-examination, self-denial, watchfulness and prayer.

#### Of The Perseverance Of Saints

We believe that such only are real believers as endure unto the end; that their persevering

attachment to Christ is the grand mark which distinguishes them from superficial professors; that a special Providence watches over their welfare; and that they are kept by the power of God through faith unto salvation.

#### Of The Harmony Of The Law And The Gospel

We believe that the Law of God is the eternal and unchangeable rule of His moral government; that it is holy, just, and good; and that the inability which the Scriptures ascribe to fallen men to fulfill its precepts, arises entirely from their love of sin: to deliver them from which, and to restore them through a Mediator to unfeigned obedience to the holy Law, is one great end of the Gospel, and of the Means of Grace connected with the establishment of the visible church.

#### Of A Gospel Church

We believe that a visible church of Christ is a congregation of baptized believers, associated by covenant in the faith and fellowship of the Gospel; observing the ordinances of Christ; governed by His laws; and exercising the gifts, rights, and privileges invested in them by His word; that its only scriptural officers are Elders or Pastors, and Deacons, whose qualifications, claims, and duties are defined in the Epistles to Timothy and Titus.

#### Of Baptism And The Lord's Supper

We believe that Christian Baptism is an ordinance of the New Testament, given by Christ, to be dispensed upon each person professing faith by baptizing the believer into the name of the Father, and Son, and Holy Spirit; that the regular mode of baptism is by immersion in water, to show forth in a solemn and beautiful emblem our faith in the crucified, buried, and risen Savior, with its effect, in our death to sin and resurrection to new life; and that it is pre-requisite to the privileges of a church relation and to the

Lord's Supper—in which the members of the church, by the reverent use of bread and wine, are to commemorate together the dying love of Christ, preceded always by solemn self-examination.

#### Of Civil Government

We believe that Civil Government is of Divine appointment, for the interests and good order of human society; and that authorities are to be prayed for, conscientiously honored, and obeyed; except only when obedience would require the believer to oppose the will of our Lord Jesus Christ as expressed in Scripture, who is the only Lord of the conscience, and the Prince of the kings of the earth.

#### Of The Righteous And The Wicked

We believe that there is a radical and essential difference between the righteous and the wicked; that such only as through faith are justified in the name of the Lord Jesus, and sanctified by the Spirit of our God, are truly righteous in His esteem; while all such as continue in impenitence and unbelief are in His sight wicked, and under the curse; and this distinction holds among men both in and after death.

#### Of The World To Come

We believe that the end of the world is approaching; that at the last day Christ will descend from heaven, and raise the dead from the grave to final retribution; that a solemn separation will then take place; that the wicked will be adjudged to endless punishment, and the righteous to endless joy; and that this judgment will fix forever the final state of men in heaven or hell.

*Based on the New Hampshire Baptist Confession of Faith (1853).*

## IV. MARRIAGE AND SEXUALITY

In accordance with our Statement of Faith, we believe that Marriage unites one man and one woman

in a lifetime commitment to each other (Genesis 2:23-24; Matthew 19:4-6). Marriage provides for intimate companionship, pure sexual expression (Genesis 2:25; Ephesians 5:31-33), procreation, and reflects the relationship of Christ and the church (Genesis 1:28; Proverbs 5:15-19; 1 Corinthians 7:1-5).

We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between one man and one woman. We believe that any form of fornication, adultery, pornography, homosexuality, lesbianism, bisexuality, bestiality, or incest are sinful perversions of God's gift of sex. We believe that God disapproves of and forbids any attempt to alter one's gender by surgery or appearance and that all conduct with the intent to adopt or express a gender other than one's birth gender is immoral and therefore sin (Genesis 1:27, 2:24; Genesis 19:5, 13; Genesis 26:8-9; Deut. 22:5; Lev. 18:1-30; Romans 1:26-29; 1 Cor. 5:1; 6:9; 1 Thess. 4:1-8; Hebrews 13:4). Such sinful pattern if not repented will be a barrier to membership and leadership in a body of believers.

## V. CHURCH COVENANT

This church adopts the following as our 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 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;

To promote its fruitfulness and spiritual health, 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.

To be zealous in our efforts to advance the kingdom of our Savior.

We will endeavor to raise the children under our care in the nurture and admonition of the Lord, and by a pure and loving example to seek the salvation of our family and friends.

We will seek, by the aid of the Holy Spirit, to live carefully in the world, being just in our dealings and exemplary in our conduct, denying ungodliness and worldly lusts, and remembering that, as we have been voluntarily buried by baptism and raised again from the symbolic grave, so there is on us a special obligation now to lead a new and holy life.

We will strive to avoid all tattling, backbiting, gossip, and ungodly anger.

We will not forsake the assembling of ourselves together, recognizing the priority we must place on corporate worship.

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; to cultivate Christian sympathy in feeling; to speak the truth in love; to be slow to take offense but always seeking reconciliation, and mindful of the rules of our Savior, to secure it without delay.

We agree to be bound by the Articles of Incorporation, Constitution and Bylaws of the church, including the church disciplinary process.

gospel preaching church, where we can carry out the spirit of this covenant and the principles of God's Word.

We moreover commit that when we remove from this place we will, as soon as possible, unite with a

## VI. AMENDMENTS

The Constitution may be amended at any regular or special meeting of the church by a three-fourths (3/4) majority vote of the members present, provided (a) the proposed amendment is presented at a previous members' meeting, and mailed or made available to the members at least four weeks before the meeting to act on the amendment; and (b) the meeting to consider the proposed amendment is announced at all Sunday morning services on four consecutive Sundays before the vote is taken, one of which may be the same day as the meeting.

# BYLAWS

## ARTICLE 1 MEMBERSHIP

### Section 1 – Qualifications

To qualify for membership in this church, a person must be a believer in Jesus Christ who gives evidence of regeneration, who has been baptized in obedience to Christ, following his or her regeneration, and who wholeheartedly believes in the Christian faith as revealed in the Bible. Each member must agree to submit to the teaching of Scripture as expressed in the Statement of Faith and must promise to keep the commitments expressed in the Church Covenant. The elders shall be responsible for determining each person's qualification for membership candidacy. In making this determination, they may rely on a person's profession of faith, or such other evidence as the elders deem appropriate.

### Section 2 - Admission

To be admitted into church membership, candidates shall be recommended by the elders for admission and accepted by a simple majority vote of the members present at any regular or special meeting of the members. Upon admission, all candidates, except for candidates for associate membership, shall relinquish their membership in any other churches.

### Section 3 – Duties and Privileges

In accordance with the duties enumerated in the Church Covenant, each member shall be privileged and expected to participate in and contribute to the ministry and life of the church, consistent with God's purposes each has received from God. Only members shall be entitled to serve in the ministries of the church; non-members may serve on an ad hoc basis with the approval of the elders. Nevertheless, non-members may serve the church for purposes of administration and professional consultation.

Under Christ, this congregation is governed by its members. Therefore, it is the privilege and responsibility of members to attend members' meetings and vote on such matters as may be submitted to a vote.

Members are responsible to abide by the consensus of the church body regarding matters of faith and practice as expressed in the Constitution and Bylaws and agree to submit to the policies and procedures duly developed in support of the Constitution and Bylaws as provided in Article 9.

No member of this church, nor any officer, nor any member of the board of directors shall by virtue of such membership, office, or position, incur or be subject to personal liability to any extent for any indebtedness, obligations, acts, or omissions of this church corporation.

## Section 4 – Voting

The following matters shall be presented to the members at a regular or special members' meeting for a vote, and shall be deemed approved upon obtaining the requisite majority indicated.

- (a) Election of officers other than elders. A simple majority vote is required for all offices except elder.
- (b) Election or dismissal of elders. A three-fourths majority vote is required.
- (c) Calling of pastors. A three-fourths majority vote is required.
- (d) Admission into, or termination of, membership. A simple majority vote is required.
- (e) The Annual Budget and any increase of more than one percent (1%) in the total expenses under the budget during the year. A simple majority vote is required.
- (f) Acquisition or sale of real property, building projects, or indebtedness secured by the real property of the church. A three-fourths majority vote is required.
- (g) Amendments to the Constitution. A three-fourths majority vote is required.
- (h) Amendments to the Bylaws. A two-thirds majority vote is required.
- (i) Dissolution of the church corporation or the disposition of all, or substantially all, of the church assets. A three-fourths majority vote is required.
- (j) Any other decision brought before a regular or special members' meeting for vote. A simple majority vote is required unless otherwise provided in the Constitution or Bylaws.

Only the votes of members present shall be counted in determining whether the requisite majority is obtained. Abstentions shall not be counted as votes. Voting by proxy or absentee ballot is not permitted.

Voting shall be by voice vote or by show of hand or by secret ballot as determined by the moderator; provided, however, if a voice vote is taken, and there are any dissenting votes, a show of hands shall be required.

## Section 5 – Associate Members

Students and others temporarily residing in the area may apply for associate membership. Qualifications and admission procedures are identical to those for full membership as set out above, except that home church membership must be retained. Duties and privileges of associate members are the same as for other members except that (a) when absent from the area they are released from the responsibility to attend our church services; (b) while they will be encouraged to participate in members' meetings they will not be eligible to vote or stand for any office. Termination of associate membership as a disciplinary measure will be as it is for other members, except that the elders shall also notify the pastor or elders of the home church of that termination.

## Section 6 – Church Discipline

Church discipline is the process of correcting sin in the life of the congregation and its members. This can mean anything from correcting sin through a private word of admonition all the way to correcting sin by formally removing an individual from membership. Therefore, any member consistently neglectful of his or her duties as embodied in the Church Covenant or the Constitution and Bylaws, or guilty of conduct by which the name of our Lord Jesus Christ may be dishonored, and so opposing the welfare of the church, shall be subject to church discipline according to the instructions found in Matthew 18:15–17, 1 Corinthians 5 and other examples in Scripture.

If private efforts are taken to bring about the member's repentance and reconciliation, yet are unsuccessful, or if private efforts are deemed inappropriate in light of the circumstances, one or more members or elders shall bring the matter to the attention of the elder board. The elders shall review and investigate the matter. After prayer and deliberation, the elders may (a) dismiss the matter, (b) take disciplinary action (other than termination of membership, which may only be effected by a vote of the members), or (c) submit the matter (with or without a recommendation for action) to the members at a regular or special meeting for either consideration or a decision. If the elders fail or refuse to act on the matter, the members may bring it up for consideration or a vote at a special members' meeting called in accordance with Article 2, Section 2.

Members who have been excommunicated by the church shall be restored to full membership privileges according to the spirit of 2 Corinthians 2:7-8 when their conduct is judged by the elders and a vote of the membership to be in accordance with the Statement of Faith, Church Covenant, and biblical repentance.

With all appropriate involvement from the elders and congregation, church discipline can result in admonition, deposition from office, and excommunication (see Matthew 18:15-17; 2 Thessalonians 3:14-15; 1 Timothy 5:19-20; 1 Corinthians 5:4–5; Galatians 6:1).

The purposes of such discipline should be:

For the repentance, reconciliation, and spiritual growth of the individual disciplined;

*See* Proverbs 15:5; 29:15; 1 Corinthians 4:14; Ephesians 6:4; 1 Timothy 3:4–5; Hebrews 12:1–11; Psalm 119:115; 141:5; Proverbs 17:10; 25:12; 27:5; Ecclesiastes 7:5; Matthew 7:26–27; 18:15–17; Luke 17:3; Acts 2:40; 1 Corinthians 5:5; Galatians 6:1–5; 2 Thessalonians 3:6, 14–15; 1 Timothy 1:20; Titus 1:13–14; James 1:22.

For the instruction in righteousness and good of other Christians, as an example to them;

*See* Proverbs 13:20; Romans 15:14; 1 Corinthians 5:11; 15:33; Colossians 3:16; 1 Thessalonians 5:14 [NB: this is written to the whole church, not just to leaders]; 1 Timothy 5:20; Titus 1:11; Hebrews 10:24–25.

For the purity of the church as a whole;

*See* 1 Corinthians 5:6–7; 2 Corinthians 13:10; Ephesians 5:27; 2 John 10; Jude 24; Revelation 21:2.

For the good of our corporate witness to non-Christians; and

*See* Proverbs 28:7; Matthew 5:13–16; John 13:35; Acts 5:1–14; Ephesians 5:11; 1 Timothy 3:7; 2 Peter 2:2; 1 John 3:10.

Supremely for the glory of God by reflecting His holy character.

*See* Deuteronomy 5:11; 1 Kings 11:2; 2 Chronicles 19:2; Ezra 6:21; Nehemiah 9:2; Isaiah 52:11;

Ezekiel 36:20; Matthew 5:16; John 15:8; 18:17, 25; Romans 2:24; 15:5–6; 2 Corinthians 6:14–7:1; Ephesians 1:4; 5:27; 1 Peter 2:12.

## Section 7 – Termination

Termination of membership in this church occurs:

- (a) When the church, at a regular or special members' meeting, recognizes the voluntary resignation of a member;
- (b) With respect to an associate member, when the church, at a regular or special members' meeting, recognizes the end of the period of his or her temporary residence in the area;
- (c) Upon the death of the member; or
- (d) As an act of church discipline, when a majority of the members present and voting at a regular or special member's meeting vote to terminate the membership of the member.

## ARTICLE 2 WORSHIP SERVICES AND MEETINGS

### Section 1 – Worship Services

Worship services shall be held on the Lord's Day, and may be held throughout the week as the church determines.

### Section 2 – Members' Meetings

In every meeting together, members shall act in a spirit of mutual trust, openness, and loving consideration, which is appropriate within the body of our Lord Jesus Christ.

Regular Meetings. There shall be a regular members' meeting at least every other month, beginning in January, at some time apart from a public worship service as agreed upon by the membership. The January meeting shall be considered the annual business meeting of the members.

Special Meetings. Special members' meetings may be called as required by the elders, or at the written request of at least five percent of the voting membership of the church. The voting membership consists of all regular members who are entitled to vote at members' meetings. Any request for a special members' meeting shall be signed by the members requesting the meeting and mailed or delivered in person to the elders. The elders shall call a special meeting to be held within one month of their receipt of the request.

The elders shall see that the stated meetings of the church are regularly held and that required reports are submitted to the church by the responsible members.

Place. Members' meetings shall be held at the church meeting place or at such other place as may be

designated by the elders in the meeting notice.

Notice. Written notice of the date and time of regular meetings shall be given at least ten (10) but not more than sixty (60) days before the meeting date. Written notice of the date, time, and purpose of any special meeting shall be given at least ten (10) but not more than sixty (60) days before the meeting date. Notwithstanding the foregoing, notice of a members' meeting to act on an amendment of the articles of incorporation, a plan of merger, domestication, a proposed sale, lease, exchange, or other disposition of all or substantially all of the church assets, or the dissolution of the church corporation shall be given not less than twenty-five (25) nor more than sixty (60) days before the meeting date.

Notices of regular or special meetings may be delivered in person; by mail or other method of delivery; or by telephone, voice mail, email, or other electronic means. Notice by electronic transmission constitutes written notice. Any telephone numbers, email addresses, or other electronic contact information provided to the church by a member may be used for notice purposes; provided, however, such electronic contact information may be changed by the member at any time by providing written notice to the clerk or church administrator.

Quorum. Those members present at a members' meeting duly noticed and called shall constitute a quorum of the membership for the transaction of business.

Moderator. An elder designated by the elders shall preside as moderator at all members' meetings of the church.

Minutes. Minutes of the regular and special members' meetings shall be taken and kept in the church records under the custody of the clerk.

Business. The members shall consider such matters as may be presented at the members' meetings. At any regular or special members' meeting, officers may be elected and positions filled as needed, so long as all relevant requirements of the Constitution and Bylaws have been met. A budget for a new fiscal year shall be approved by the membership at a members' meeting no more than three months before the end of the current fiscal year and no more than three weeks after the start of the new fiscal year.

Voting. Unless otherwise provided in the Constitution or Bylaws, matters presented to the members for vote shall be decided by a simple majority vote of the members present at the members' meeting.

### ARTICLE 3 OFFICERS

#### Section 1 – Summary

The biblical offices in the church are elders and deacons. In addition, our church recognizes the administrative offices of clerk and treasurer. All officers must be members of this church prior to assuming their responsibilities.

#### Section 2 – Elders

Number and Qualifications. The authorized number of elders shall be such number as may from time to time be authorized by the elders, but in no event fewer than three. If there are more than three elders, at least half of the active eldership must be composed of church members who are not in the regular employ of the church.

Elders shall be men who satisfy the qualifications for the office of elder set forth in 1 Timothy 3:1–7 and Titus 1:6–9. No elder may hold the office of deacon during his tenure.

Duties. In keeping with the principles set forth in Acts 6:1–6 and 1 Peter 5:1–4, the elders shall devote their time to prayer, the ministry of the Word (by teaching and encouraging sound doctrine), and shepherding God’s flock. Subject to the will of the congregation, the elders shall oversee the ministry and resources of the church.

The elders shall take particular responsibility to examine and instruct prospective members, examine and recommend all prospective candidates for offices and positions, oversee the work of the deacons and appointed church agents and committees, conduct worship services, administer the ordinances of baptism and communion, equip the membership for the work of the ministry, encourage sound doctrine and practice, admonish and correct error, oversee the process of church discipline, coordinate and promote the ministries of the church, and mobilize the church for world missions.

The elders are further to ensure that all who minister the Word to the congregation, including outside speakers, share our fundamental convictions. The elders may establish ministry positions or advisory teams to assist them in fulfilling their responsibilities. The elders may also propose funding for new paid non-pastoral staff positions. The scope and approval of job descriptions for any staff position shall reside in the hands of those with hiring authority for that position. The elders shall have primary responsibility for the employment, supervision, and evaluation of staff members. This responsibility may, on a case-by-case basis, be delegated to another staff member. The duties and responsibilities, composition, and appointment of members to advisory teams shall be outlined in the Policies and Procedure Manual.

Meetings. The elders shall elect a chairman of elders’ meetings. Meetings of the elders shall be conducted in accordance with the Constitution and Bylaws and any procedures adopted by the elders. Unless otherwise provided by the Constitution and Bylaws or any procedures adopted by the elders, the act of the majority of the elders present at a meeting at which a quorum is present shall be the act of the elders. The elders shall also designate one of their number to serve as moderator of members’ meetings.

Participation by Conference Telephone. Elders may participate in a meeting of the elders or any committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting, noting participation of those who were present by means of such communications equipment.

Action without Meeting. Any action required or permitted to be taken by the elders may be taken without a meeting, if all of the elders, individually or collectively, consent in writing to the action.

Such action by written consent shall have the same force and effect as the unanimous vote of the elders. Such written consent or consents shall be filed with the minutes of the proceedings of the elders.

Minutes. Minutes of the meetings of the elders shall be recorded and circulated to the elders in a timely manner.

Quorum. A quorum of elders shall consist of three-fourths of the elders of the church.

Election. The church shall recognize, in accordance with Article 5, Section 2 of the Bylaws, men gifted and willing to serve in the calling of elder. These men shall be received as gifts of Christ to His church and set apart as elders. Except in the case of the senior or associate pastor(s), this recognition shall be reaffirmed by the church triennially by a three-fourths majority vote. If the church fails to reaffirm its recognition of an elder, such elder's term of office shall terminate as of the third anniversary of his election as elder. After an elder, other than the senior or associate pastor(s), has served six consecutive years, he must take a sabbatical of at least one year before he is eligible to be reelected to the office of elder.

While the ordinary length of continuous service for elders, other than the senior or associate pastor(s), is six years, the elders in their discretion may present a nomination for an elder to serve for a designated term of less than six years. If elected to a term of more than three but less than six years, such elder shall also be subject to reaffirmation after three years. In addition, should such elder serve six consecutive years, he must take a sabbatical of at least one year before he is eligible to be reelected to the office of elder.

### Section 3 – Deacons

Qualifications and Duties. A deacon or deaconess shall be a church member who satisfies the requirements and description in 1 Timothy 3:8–13 and Acts 6:1–7. Deacons and deaconesses shall care for the temporal needs of members, attend to the accommodations for public worship, and encourage and support those able to help others and those with gifts of administration. The deacons and deaconesses, with the agreement of the elders, may establish unpaid administrative positions or committees of members to assist them in fulfilling their responsibilities in the church.

Election. The church shall recognize, in accordance with Article 5, Section 2 of the Bylaws, men and women who are giving of themselves in service to the church, and who possess particular gifts of service. These members shall be received as gifts of Christ to His church and set apart as deacons and deaconesses. They shall be nominated by the elders and elected to serve for a term of three years, or until their successors for their respective ministry areas are elected, and thereafter may be elected to another term after a sabbatical of one year.

### Section 4 – Clerk

The clerk shall be responsible for recording the minutes of all members' meetings of the church, preserving an accurate roll of the membership, and rendering reports as requested by the pastor, the elders, the deacons, or the church. The church clerk also shall ensure that dated copies of the most recent version of the Constitution and Bylaws are available for all members. In the absence or

incapacity of the clerk, the elders shall appoint another member to perform the duties of the clerk. The clerk shall be nominated by the elders and elected by the members to serve a term of one year, or until a successor is elected.

#### Section 5 – Treasurer

The treasurer, who shall not be a paid church staff member, shall ensure that all funds and securities of the church are properly secured in the name of the church in such banks, financial institutions, or depositories as appropriate. The treasurer also shall keep full and accurate accounts of receipts and disbursements in books belonging to the church, and implement adequate controls to ensure that all funds belonging to the church are appropriately handled by any officer, employee, or agent of the church. The treasurer shall be responsible for presenting biannual reports of the account balances, revenues, and expenses of the church at a regular members' meeting; this responsibility may be delegated with the approval of the elders. The treasurer shall render to the elders an account of all transactions as treasurer and of the financial condition of the church as requested by the elders, but in any event at least annually. The treasurer shall be nominated by the elders and elected by the members to serve a term of one year, or until a successor is elected.

#### Section 6 – Termination

Any officer's term may be terminated prior to its expiration by resignation or by dismissal. Any two members with reason to believe that an officer should be dismissed should express such concern first to the elders and thereafter, if need be, to the congregation at any regular or special members' meeting. Any such action shall be done in accordance with the instructions of our Lord in Matthew 18:15–17 (and, in the case of elders, 1 Timothy 5:17–21). Any officer may be dismissed by a three-fourths majority vote of the members present at any regular or special meeting of the members.

### ARTICLE 4 PASTORAL STAFF

#### Section 1 – The Parity of Elders

In the New Testament, the office of elder is given to exercise spiritual care, oversight, and authority over the local church. Elders are also called overseers (or bishops) and pastors, and all elders possess equal authority in their spiritual oversight of the church (see Article 3, Section 2). However, it may be wise to bring some elders into the employ of the church so that they may devote more of their time to the work of ministry. Such elders are assigned the titles of Senior Pastor, Associate Pastor, and Assistant Pastor. These titles serve 1) to indicate the different roles of elders in the employ of the church and 2) to show the structure of supervision within the church's staff. Therefore, while the Biblical titles of elder and pastor are synonymous with respect to spiritual authority and responsibility, the title of 'pastor' in the following sections describes elders in the employ of the church in order more clearly to define their roles.

#### Section 2 – Senior Pastor

The senior pastor shall be an elder. He shall perform the duties of an elder described in Article 3, Section 2, and shall be recognized by the church as particularly gifted and called to the full-time

ministry of preaching and teaching. His call shall not be subject to the triennial reaffirmation or to the term limitation for elders set out in Article 3, Section 2. His call shall be defined as per Article 5, Section 3. He shall regularly preach on the Lord's Day and perform such other duties as usually pertain to the work of an elder, or as set forth in the Constitution. In the absence or incapacity of the senior pastor, the other elders shall assume responsibility for his duties, any of which may be delegated.

### Section 3 – Associate Pastor

The church may call additional pastors whose relationship to the senior pastor is that of associate. An associate pastor shall be an elder. He shall perform the duties of an elder described in Article 3, Section 2, and shall be recognized by the church as particularly gifted and called to the full-time work of an elder. His call shall not be subject to the triennial reaffirmation or to the term limitation for elders set out in Article 3, Section 2. His call shall be defined as per Article 5, Section 4. He shall assist the senior pastor in the performance of his regular duties and shall perform any other duties as usually pertain to the work of an elder, or as set forth in the Constitution, or which may be specifically assigned to him by the other elders. In the absence or incapacity of the senior pastor for defined periods of time (such as sabbatical or illness), the associate pastor(s) shall assume the responsibility for his duties under the oversight of his fellow elders.

### Section 4 – Assistant Pastor

The church may call additional pastors whose relationship to the senior pastor is that of assistant. An assistant pastor shall be an elder. He shall perform the duties of an elder described in Article 3, Section 2, and shall be recognized by the church as particularly gifted and called to the full-time work of an elder. His call shall be subject to the triennial reaffirmation and term limitation for elders set out in Article 3, Section 2. His call shall be defined as per Article 5, Section 5. He shall assist the senior pastor and associate pastor(s) in the performance of their regular duties, and shall perform any other duties as usually pertain to the work of an elder. The elders shall define the responsibilities of the assistant pastor(s).

### Section 5 – Pastoral Assistants

The senior pastor may hire additional staff to assist with pastoral ministry, designated as pastoral assistants. These shall not be pastors, unless they are recognized as elders by the congregation in accordance with Article 3, Section 2. The senior pastor shall assign the responsibilities of the pastoral assistant(s). They shall serve at the will of the senior pastor, and the position shall be reviewed no less than annually and may be extended with the approval of the elders

## ARTICLE 5 ELECTIONS

### Section 1 – Principles

The process for church elections shall be interpreted and carried out to fulfill the following principles:

- Substantial prayer, both individually and corporately, should be an integral part of the election process;
- Nominations should proceed with the support of the elders;
- All candidates for church office should be treated with the grace, kindness, and honesty appropriate in evaluating fellow members;
- The election process shall express that spirit of mutual trust, openness, and loving consideration that is appropriate within the body of our Lord Jesus Christ.

## Section 2 – Selection of Officers

The election of officers shall be held at a members' meeting of the church. The elders shall be responsible for nominating candidates to serve as officers of the church, but should seek recommendations and involvement from the general membership in the nomination process. Names of nominees to serve as elders, deacons, clerk, or treasurer shall be presented by the elders at a members' meeting, at least eight weeks prior to the election, and the election shall proceed as directed by the moderator. Any member with reason to believe that a nominated candidate is unqualified for an office should express such concern to the elders. Members intending to speak in opposition to a candidate should express their objection to the elders as far in advance as possible before the relevant church members' meeting.

For the office of elder, the moderator shall declare elected all men receiving three-fourths majority vote of the members present. For all other offices, the moderator shall declare elected all persons receiving a simple majority vote of the members present. The persons elected shall assume their respective offices upon election, unless another date has been specifically designated.

## Section 3 – Calling of the Senior Pastor

For calling any man to the position of senior pastor, the same process of calling an elder must be followed. In addition, however, the church must be given adequate opportunity to assess the preaching gifts of any potential senior pastor and, before being asked to express its judgment, must receive assurance from the elders that, having interviewed the man concerned, they are in no doubt as to his wholehearted assent to the Statement of Faith and Church Covenant. Notice of the nomination of a man to be elected to membership and called as senior pastor (which shall include, if necessary, election to membership of his wife if he is married) must be given at all church services on two Sundays following the nomination, prior to the vote at a members' meeting.

## Section 4 – Calling of an Associate Pastor

For calling any man to the position of associate pastor, the same process of calling an elder must be followed. In addition, however, the church must be given adequate opportunity to assess the preaching gifts of any potential associate pastor and, before being asked to express its judgment, must receive assurance from the elders that, having interviewed the man concerned, they are in no doubt as to his wholehearted assent to the Statement of Faith and Church Covenant. Notice of the nomination of a man to be called as associate pastor (which shall include, if necessary, election to membership of him and his wife if he is married) must be given at all church services on two

Sundays following the nomination, prior to the vote at a membersf calling a

#### Section 5 – Calling of an Assistant Pastor

The calling of any man to the position of assistant pastor requires that that man has been recognized and called by the congregation to the office of elder, according to the process described in Article 3, Section 2. Such a man may then be called by the elders to serve as assistant pastor with defined duties specified by the elders in the terms of his call.

### ARTICLE 6 CORPORATE BOARD OF DIRECTORS

#### Section 1 – General Powers

The corporate powers of the church shall be exercised by or under the authority of the Board of Directors (hereafter referred to as the “Board” or the “elders”). The powers, business and property of the church shall be exercised, conducted and controlled by the Board for the purposes to direct the affairs of the church with consensus agreement. If, in the course of the decision-making process, the Board cannot unanimously agree, then the decision will be made by majority vote of the Board members present and voting at that meeting.

#### Section 2 – Composition, Number, Election and Term

The Board of Directors shall consist of the Senior Pastor, one or more Associate Pastors as designated by the Senior Pastor, and the elders. The secretary and treasurer shall not be Board members, unless they are also elders. The authorized number of Board members shall be such number as may from time to time be authorized by the Board, providing that such number shall not be less than three (3). No less than fifty (50%) percent of the Board shall be lay Members and not related to paid staff. Elders shall be elected according to the procedures outlined in these Bylaws and, upon his election an elder shall serve for a term of three (3) years. No lay elder shall serve for more than two (2) consecutive terms (a total of 6 years) without taking at least one year off before being eligible for reelection.

#### Section 3 – Specific Duties and Responsibilities

The Board shall annually appoint a Chairman and Secretary from among their number to facilitate Board meetings and take the minutes of the Board meetings, respectively. Without prejudice to the general powers set forth above, and subject to the same limitations, the Board shall have the following duties and powers:

- Establishing governing principles, policies and determining practices for the church, including the creation and maintenance of policies and procedure manuals, which shall contain all controlling policies and procedures governing any and all aspects of the church’s affairs, including, but not limited to, committee task descriptions and policies regarding the handling of funds, use of facilities, and employment policies and practices;
- Exercising oversight of the church financial, business, and property matters and providing

- counsel;
- Hearing and considering all reports and recommendations submitted by councils, committees and church staff;
- Recommending the borrowing of money and incurring indebtedness on behalf of the church and the cause to be executed and delivered for the church's purposes and in the church's name, promissory notes, and other evidences of debt and securities;
- Conducting such other duties and activities as the Board may determine from time to time that are consistent with the Articles of Incorporation, Constitution, and these Bylaws, including those actions requiring a vote of the Members.

The Board may delegate some of its authorities and duties to individual elders, deacons, church staff, committees and others as long as the delegation does not breach its fiduciary duties to the church.

#### Section 4 – Vacancies

A vacancy on the Board because of death, resignation, removal, disqualification, or any other cause shall be filled using the same procedures outlined in Article 5.

#### Section 5 – Resignation and Termination

Any Board member may at any time deliver a written notice of intent to resign to the Chairman, which shall be effective upon acceptance by the Board. Any two members (with preference to unrelated individuals) with reason to believe that a Board member should be dismissed will follow the procedures for elder removal outlined in Article 3, Section 6.

#### Section 6 – Transactions with Interested Parties

A contract or other transaction between the church and one or more of its elders, officers, pastors, or family members thereof (hereinafter “Interested Party”), or between the church and any other entity, of which one or more of the church or its elders, officers, or pastors are also Interested Parties, or in which entity is an Interested Party has a financial interest – will be voidable at the sole election of the church unless all of the following provisions are satisfied:

- The church entered into the transaction for its own benefit;
- The transaction was fair and reasonable as to the church, or was in furtherance of its exempt purposes at the time the church entered into the transaction;
- Prior to consummating the transaction, or any part, the Board authorized or approved the transaction, in good faith, by a vote of a majority of the elders then in office, without counting the vote of the interested elder or elders, and with knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and
- Prior to authorizing or approving the transaction, the Board, in good faith, determined after reasonable investigation and consideration, that either the church could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the church's tax-exempt purposes.

Common or interested Board members may not be counted in determining the presence of a quorum at a meeting of the Board (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction. The Board may adopt additional Conflicts of Interest policies, in

addition to the above, that shall provide for full disclosure of material conflicting interests by Board members, officers, or staff. These policies shall permit the Board to determine whether the contemplated transaction may be authorized as just, fair and reasonable to the church. Notwithstanding the above, no loan shall be made by the church to any of its elders, officers, staff, or Members.

#### Section 7 – No Compensation for Board members

No salary or compensation shall be paid to any Board member in his capacity as a member of the Board, but nothing herein shall be construed to preclude any Board member from serving the church in any other permitted capacity and receiving reasonable compensation therefor. Moreover, Board members may receive reasonable reimbursement for church-related travel and approved expenses upon request and submission of proper written documentation.

#### Section 8 – Regular Meetings of the Board

The regular meetings of the Board shall be held at least annually at a time and place as designated by the Board. Notice of such Board meetings given in accordance with the procedures established by the elders shall constitute proper notice of the meetings of the Board.

#### Section 9 – Special Meetings

Special meeting of the Board may be called by the President, the Chairman, or by a majority of the Board members for whatever purpose(s) at any time. The transactions of any meeting of the Board however called and noticed and wherever held, will be valid as though at a regular meeting. Notice of a special meeting of the Board shall include the purpose of the meeting.

### ARTICLE 7 CORPORATE OFFICERS

#### Section 1 – In General

The officers of the church corporation shall be the president, chairman of the board, treasurer, secretary, and any other officers as the Board may deem necessary from time to time.

#### Section 2 – President

Unless otherwise determined by the directors, the senior pastor shall serve as the president and shall have all the rights and powers attributed to a chief executive officer and which the Board sets unless he delegates some of the duties to other elders, deacons, or staff.

#### Section 3 – Chairman of the Board

The chairman of the elders shall also serve as the chairman of the Board. The chairman shall work with the President to set the agenda for and facilitate all Board meetings. The chairman shall also serve as the Vice President and, in the absence of the President, shall carry out the duties and responsibilities of President and such other duties as delegated to him by the Board.

#### Section 4 – Secretary

The Board shall annually appoint a secretary from among their number. The secretary shall record and preserve the minutes of all Board meetings. The secretary shall be charged with the duty of giving proper notice to the Board members of the Board meetings.

#### Section 5 – Treasurer

The church treasurer shall serve as the treasurer of the church corporation.

#### Section 6 – Vacancies

In the event of a vacancy in the office of secretary or treasurer because of death, resignation, removal, disqualification, or any other reason, the directors may appoint a member of the church to serve in such office on an interim basis until such time as a successor has been nominated and elected by the church.

### ARTICLE 8 FINANCIAL POLICIES

#### Section 1 – Budget and Audit

The elders shall prepare and submit an annual budget to the church at the annual business meeting. At the meeting, the inclusive budget shall indicate the amount needed and sought for all local and other expenses. The elders, or their designee, shall conduct or arrange for an annual review or audit of a type and nature they deem appropriate; however, every five (5) years, the church shall conduct either a review or audit by an outside auditor.

#### Section 2 – Accounting Procedures

All funds received for any and all purposes shall pass through the hands of the treasurer or someone of their designation and be properly recorded on the books of the church. The establishment of a system of accounting for handling of all funds shall be the responsibility of the elders.

#### Section 3 – Deposits

The elders shall select banks, trust companies, or other depositories in which all funds of the church not otherwise employed shall, from time to time, be deposited to the credit of the church.

#### Section 4 – Checks

All checks or demands for money and notes of the church shall be signed by such officer or officers or such other persons as the elders may from time to time designate. Any check over the amount of five hundred dollars (\$500.00) shall require two authorized signatures from two disinterested elders or officers.

## Section 5 – Fiscal Year

The elders shall have the power to fix, and from time to time to change, the fiscal year of the church. Accurate records shall be kept by all organizations of the church and report made on the fiscal year basis. All funds handled by any and all organizations shall be reported to the elders.

## Section 6 – Contracts

The President and/or the Chairman can sign contracts to bind the church once approved by the elders or according to its procedures. However, the elders may authorize any officer or officers, agent or agents of the church, in addition to these two officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the church, including real estate transactions once proper approval has been sought and obtained. Such authority may be general or confined to specific instances. All contracts for major services or expenditures should be reviewed by a competent attorney.

## Section 7 – Endowments

The elders may recommend on behalf of the church any endowments for the general purposes or for any special purposes of the church for approval by the members.

## Section 8 – Designated Contributions

The church may accept any designated contributions, grant, bequest, or devise consistent with its general tax exempted purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions shall be accepted for special funds, purposes, or uses as approved by the elders, and such designations generally shall be honored. However, the church reserves all rights, title, and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any funds (including designated contributions) to assure that such funds will be used to carry out the church's tax exempt purposes.

## Section 9 – Benevolence Fund

The elders shall establish procedures to receive and disburse by check all funds allocated to them in a Benevolence Fund. It will be the duty of the elders or a designated Benevolence committee to determine needs of the congregants or others in the community as they arise. The elders or its designated Benevolence committee shall examine the need of the recipients of these designated funds.

## Section 10 – Partnerships, Joint Ventures, LLC's, and Auxiliary Corporations

Upon approval by the members, the elders may authorize in writing any officer(s) or agent(s) of the church to enter into any partnerships or joint ventures or create auxiliary corporations or limited liability companies that the elders determine shall advance the religious purposes and goals of the church as described herein and not violate the church's tax exempt status.

## Section 11 – Purchase or Sale of Property and Borrowing

Neither officers nor agents of the church may purchase or sell real or personal property on behalf of the church unless authorized by the elders and in cases of real property, the members according to these Bylaws. Any borrowing of money must be approved by the elders and the members according to these Bylaws.

## ARTICLE 9 BIBLICAL DISPUTE RESOLUTION

Believing that the Bible commands Christians to make every effort to live at peace and to resolve disputes with each other in private or within the Christian church (*see, e.g.,* Matthew 18:15, 1 Corinthians 6:1-8), the church expects its members to resolve conflict among themselves according to biblically based principles as outlined below, without reliance on the secular courts.

Consistent with its call to peacemaking, in any dispute arising between or among church members, the dispute may be resolved by the elders (or a duly appointed committee from the elders) under the Christian Conciliation Rules and Procedures published at [www.Peacemaker.net](http://www.Peacemaker.net). All employees of the Church shall sign policies or contracts with the Christian Dispute Resolution clause in it. All contractors and vendors of the church may be asked to sign policies or contracts with the Christian Dispute Resolution clause in it.

Any dispute between a member and the church, or its agents in their representative capacity, shall be resolved through Christian Conciliation. Christian mediation should be attempted but if it does not resolve the dispute then legally binding Christian Arbitration shall be employed by the Board or individuals selected by the Board in accordance with the *Rules of Procedure for Christian Conciliation* found at [www.Peacemaker.net](http://www.Peacemaker.net), a hard copy of which can be found in the church office. A decision shall be reached after prayerful consideration, in a spirit of humility, with each Arbitrator seeking that which most glorifies God and regarding one another before himself.

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

## ARTICLE 10 INDEMNIFICATION

### Section 1 – Mandatory

If a legal claim or criminal allegation is made against a person because he or she is or was a director, officer, employee, or agent of the church, the church shall provide indemnification against liability and costs incurred in defending against the claim if the elders determine that the person acted (a) in good faith, (b) with the care an ordinarily prudent person in a similar position would exercise under similar circumstances, and (c) in a manner the person reasonably believed to be in the best interest of the church, and the person had no reasonable cause to believe his or her conduct was unlawful.

#### Section 2 – Permissive

With the unanimous decision of the elders, the church also may indemnify any person who acted in good faith and reasonably believed that his or her conduct was in the church's best interest.

#### Section 3 – Determinations

If a quorum of the elders is not available for an indemnification determination because of the number of elders seeking indemnification, the requisite determination may be made by the membership or by special legal counsel appointed by the membership.

#### Section 4 – Insurance

The church may purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification specified above; and (b) its elders, deacons, and officers.

### ARTICLE 11 POLICIES AND PROCEDURES

The elders and any of their designees shall be responsible for overseeing the development, maintenance and periodic review of policies and procedures for the day-to-day functions of the church. Such policies and procedures shall be maintained in a Policies and Procedures Manual, which shall be available at the church office for members to review.

### ARTICLE 12 AMENDMENT

The Bylaws may be adopted or amended at any regular or special meeting of the church by a two thirds (2/3) majority vote of all members present, provided (a) the proposed amendment is presented at a previous members' meeting, and mailed or made available to the members at least four weeks before the meeting to act on the amendment; and (b) the meeting to consider the proposed amendment is announced at all Sunday morning services on two consecutive Sundays before the vote is taken, one of which may be the same day as the meeting.

I, the undersigned clerk of Sterling Park Baptist Church do hereby certify that the above Constitution and Bylaws were adopted on \_\_\_\_\_ by the members at a duly called meeting and that this Constitution and Bylaws are current and in operation as of that time.

\_\_\_\_\_  
Church Clerk

\_\_\_\_\_  
Date