

North Roanoke Baptist Church  
Roanoke

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Proposed  
Constitution and Bylaws

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Presented to the  
North Roanoke Baptist Church

November 19, 2023

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# **CONSTITUTION**

## **PREAMBLE**

Since it pleased Almighty God, by His Holy Spirit, to call certain of His servants to unite here in 1957 under the name North Roanoke Baptist Church of Roanoke, Virginia for the worship of God and the spread of the gospel of Jesus Christ, and He has sustained and prospered this work to the present day; and

Whereas we, the members of North Roanoke Baptist Church, having searched the Scriptures under the guidance of His Spirit, have recognized the need to reconstitute ourselves to more closely conform to His will for the Church in this age and prepare ourselves for greater efforts in His name;

Now therefore we, the members of North Roanoke Baptist Church, do hereby organize ourselves in accord with the Virginia Nonstock Corporation Act and adopt this Constitution as our articles of governance, to be interpreted at all times to reflect the character of and bring glory to Jesus Christ, as revealed in the Holy Bible and articulated in the standards set forth in the Statement of Faith and Covenant of this Church.

## **ARTICLE 1. NAME**

This body shall be known as the North Roanoke Baptist Church (“Church”).

## **ARTICLE 2. INCORPORATION AND TAX-EXEMPT PURPOSES**

### Section 1. Incorporation

This Church shall be incorporated under the Virginia Nonstock Corporation Act.

### Section 2. Tax-Exempt Purposes

The Church is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Revenue Law).

### Section 3. Prerogatives

The Church may engage in all legal activities to fulfill its non-profit purposes as a religious, educational, and charitable corporation.

## ARTICLE 3. GENERAL

### Section 1. Polity

The government of this Church is vested in the body of baptized believers who compose it. It is subject to the control of no other ecclesiastical body, but it recognizes and sustains the privileges and obligations of mutual consent and cooperation which are common among Churches affiliated with the Southern Baptist Convention.

### Section 2. Spiritual Purposes

This Church exists by the grace of God, for the glory of God, which shall be the ultimate purpose (1 Corinthians 10:31, Colossians 3:17, 1 Peter 4:11) in all its activities.

This Church glorifies God by loving Him and obeying His commands through:

- Worshiping Him;
- Striving for Biblical faithfulness to Jesus as a Church and purity in our lives as an act of loving and grateful obedience to Jesus Christ our King.
- Praying individually, as families, and as a Church for the glory of God to be made known and the will of God to be done;
- Proclaiming the gospel of Jesus Christ through preaching and personal evangelism, and any other means consistent with the teachings of Holy Scripture;
- Equipping the saints for mission, ministry, and spiritual growth through Biblical preaching, instruction, and study;
- Encouraging, supporting, and participating in evangelistic and missions efforts -- local, domestic, and international;
- Administering the ordinances of believer's baptism by immersion and the Lord's Supper;
- Encouraging Biblical fellowship among believers;
- Serving members by providing for physical, emotional, and spiritual needs, in the name of Jesus Christ;
- Loving the lost and caring for the poor as individual believers and as a Church on mission together by sharing the gospel and demonstrating the love of Jesus in practical ways in our community as we seek to make fully-devoted followers of Jesus.

### Section 3. Statement of Faith

This Church subscribes to the doctrinal statement of the *Baptist Faith and Message* as adopted by the Southern Baptist Convention in 2000 (and as amended in 2023) and incorporates the same herein by reference.

#### Section 4. Clarifying Statement on Human Sexuality

The Church agrees with the document titled “Nashville Statement: a Coalition for Biblical Sexuality.” <https://cbmw.org/nashville-statement/>, as accessed on September 18, 2023.

#### **ARTICLE 4. CHURCH COVENANT**

Having, as we trust, been brought by Divine Grace to repent and believe in the Lord Jesus Christ and to give up ourselves to Him, and having been baptized upon our profession of faith, in the name of the Father and of the Son and of the Holy Spirit, we do now, relying on His gracious aid, solemnly and joyfully affirm our covenant with each other.

We will work and pray for the unity of the Spirit in the bond of peace and for the progress of the gospel in our lives and out into the world.

We will walk together in brotherly love, as becomes the members of a Christian Church; exercise an affectionate care and watchfulness over each other and faithfully admonish and entreat one another as occasion may require.

We will rejoice at each other’s happiness and endeavor with tenderness and sympathy to bear each other’s burdens and sorrows.

We will seek, by Divine aid, to live carefully in the world, sharing the gospel as the Spirit gives opportunity, not neglecting the assembling of ourselves together for worship, fellowship, and discipleship, 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 work together for the continuance of a faithful evangelical ministry in this Church, as we sustain its worship, ordinances, discipline, and doctrines. We will contribute our finances cheerfully, generously, sacrificially, and regularly to advance the Kingdom of Christ through every aspect of Christ’s local Church – her ministries, her expenses, the relief of the poor, and the spread of the Gospel through all nations.

We will, when we move from this place, 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.

May the grace of the Lord Jesus Christ, and the love of God, and the fellowship of the Holy Spirit be with us all. Amen.

#### **ARTICLE 5. AMENDMENTS**

Amendments to this Constitution may originate with any three (3) members of the Church or the Constitution and Policy Committee. Amendments originating with three (3) members shall be submitted to the Constitution and Policy Committee for review. Any amendment approved by a simple majority vote of the members of the Constitution and Policy Committee present and voting at a duly called and noticed committee meeting shall be presented to the Church not less

than one (1) month before any regular or special meeting where the amendment shall be voted upon. Upon a two-thirds (2/3) majority vote of the members present and voting at a duly called and noticed meeting of the membership, such an amendment shall be approved.



# BYLAWS

## ARTICLE 1. MEMBERSHIP

### Section 1. General

Membership in this Church shall consist of all persons who have met the qualifications for membership and are listed on the membership roll as defined in these Bylaws.

### Section 2. Qualifications

To qualify for membership, a person must be a believer in Jesus Christ who gives evidence of regeneration, who has been baptized by immersion, 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, pledge to keep the commitments expressed in the Church Covenant, and to abide by the Church's Constitution and Bylaws. The Pastor(s) shall be responsible for determining each person's qualification for membership (he/they may delegate this as appropriate). In making this determination, the Pastor(s) (or his/their designee) may rely on a person's profession of faith, or such other evidence, as he/they deems appropriate. To help facilitate this process, it is required that candidates for membership who are age 18+ must complete the New Member class prior to joining the Church. Students and children will be provided other age-appropriate resources at the time of their baptism.

### Section 3. Admission of New Members

To be admitted into Church membership, applicants shall be ordinarily, but not necessarily, recommended by the Lead Pastor for admission and must be accepted by vote of the members at a business meeting, and shall, at that point, relinquish their membership in other Churches. A verbal acceptance into membership shall be by a minimum of two-thirds (2/3) of the Church body present and voting at a duly called and noticed Church business meeting.

### Section 4. Responsibilities and Privileges of Members

In accord 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 leading and with the gifts, time, and material resources each has received from God. Only those shall be entitled to serve in the ministries of the Church who are members of this Church; non-members may serve on an ad-hoc basis with the approval of the Pastor(s). Notwithstanding, non-members may serve the Church for purposes of administration and professional consultation.

Under Christ, this Church is governed by its members. Therefore, it is the privilege and responsibility of members to attend business meetings. Members 18 years old and older may vote on the election of officers, on decisions regarding membership status, and on such other matters as may be submitted to a vote.

Members in good standing may schedule the use of the Church facilities, including weddings, reunions, and family gatherings with approval of the Pastor(s) in agreement with Church policy concerning the properties in question. All such activities must be consistent with the Church's Constitution and Bylaws. Any such activity requires the sponsorship of an active voting member and attendance of a voting member.

The members of this Church shall:

- Grow in likeness of the character qualities of Christ in thought, attitude, speech, action, and abstain from all appearance of evil in word and deed.
- Lovingly respect and cooperate with the Pastor(s) and officers of the Church in their leadership in the advancement of the work.
- Attend faithfully for spiritual maturity, fellowship, and worship;
- Financially support the mission of the Church through generous giving;
- Pray regularly for the ministry of the Church;
- Abide by the constitution and bylaws of the Church, and
- Agree with the statement of faith and clarifying statements on human sexuality as defined in the Church Constitution and Bylaws.

#### Section 5. Discipline

Any member consistently neglectful of his or her duties or guilty of conduct by which the name of our Lord Jesus Christ may be dishonored, and so opposing the welfare of the Church and/or rendering doubtful a profession of faith, shall be subject to the admonition of the Pastor(s) and the discipline of the Church, according to the instructions of our Lord in Matthew 18:15–17 and the example of Scripture. Church discipline, then, should ordinarily be contemplated after individual private admonition has failed. Church discipline can include admonition by the Pastor(s) or congregation, deposition from office, and excommunication (see Matthew 18:15–17; 1 Timothy 5:19–20; 1 Corinthians 5:4–5).

The purpose 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 [note 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 (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); and 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 1:3–4; 5:27; 1 Peter 2:12).

A member subject to disciplinary action shall be notified in writing by the Pastor(s). Upon notification, such a member shall no longer be considered a member in good standing and shall no longer enjoy the privileges of membership until the disciplinary action is resolved. Any member considered an “inactive member” under the Church’s previous Bylaws shall not be considered a member in good standing upon the adoption of these Bylaws.

#### Section 6. Termination of Membership

Listed below are the occasions and ways in which the Church shall recognize the termination of a person’s membership:

- A. Upon the death of a member.
- B. By way of a letter of transfer to any Church of like faith and order.
- C. When a member of this Church joins a Church of different faith and order, membership in this Church shall be terminated.
- D. If a member requests to be released from his obligation to this Church, after the Church has patiently endeavored to secure his/her continuance in the fellowship, such request may be granted and his membership terminated upon recommendation to the Church (ordinarily, but not necessarily, at the recommendation of the Pastor(s)) and the subsequent vote of at least two-thirds (2/3) of the members present at a business meeting to terminate his/her membership.
- E. If a member demonstrates, by way of an extended absence without reasonable explanation (e.g., military service, surgery, illness, etc.), he/she is no longer fulfilling the Church Covenant, the Pastor(s) (or his/their designee) will endeavor to contact the member and remind him/her of his/her commitments to Christ and His Church. If the member has permanently moved out of the Roanoke Valley, cannot be located, expresses a desire to be removed from membership, or expresses no desire or intention of being a part of the Church and fulfilling the Church covenant, the Pastor(s) will recommend to the Church that his/her membership be terminated upon the vote of at least two-thirds (2/3) of the members present at a business meeting.

- F. Should a member become an offense to the Church and its good name for unrepentant acts of immoral or unchristian conduct or advocate doctrines out of harmony with that held by the Church, the Church may terminate his/her membership. Such a case must be referred to the Pastor(s) for investigation and recommendation. In dealing with all such cases, the Church will be guided by the New Testament on Church discipline. The primary concern is restoration rather than punishment. No member may be excluded until he/she has been informed of the specified allegations against him/her and given an opportunity to answer. Termination of membership shall require the vote of two-thirds (2/3) of the members present at a business meeting (Matthew 18:15–17).

The Church shall have authority to refuse a member's voluntary resignation or transfer of membership to another Church, for the purpose of proceeding with a process of Church discipline. The public acknowledgement of a member's termination is to be announced at a business meeting and recorded in the minutes.

## **ARTICLE 2. MEETINGS**

### Section 1. Worship Services

The Church shall gather for corporate worship each Sunday and at other times throughout the week as the Church may determine. Meeting times may be adjusted by the Pastor(s) as circumstances require (e.g., weather, emergency, holidays, etc.). No other Church-sanctioned meetings shall be held on the Church campus or elsewhere during the hours scheduled for corporate worship or other Church-wide discipleship opportunities unless prior permission has been granted by the Pastor(s).

### Section 2. Regular Business Meetings

The Church shall hold regular business meetings, (during the months of January, April, July, and November.) Notice of regular meetings shall be provided to the membership by announcement, which may include electronic communication, at least two (2) Sundays before the regular meeting. The Church budget shall be presented in the regular business meeting in November and shall be made available to the membership not less than one (1) Sunday before the meeting and shall be approved in a special meeting called for the sole purpose of adopting the budget before the end of the current fiscal year.

### Section 3. Special Business Meetings

Special business meetings may be called by the Pastor(s), the Deacons, or by a petition of not less than thirty (30) active church members in good standing of voting age. Notice of special business meetings shall be provided to the membership by announcement, which may include electronic communication, at least one (1) Sunday before the special business meeting.

### Section 4. Meetings of Auxiliary Organizations

No meetings or auxiliary organization shall be held in the Church or elsewhere during regularly or previously scheduled Church-wide meetings unless authority has been previously granted by the Pastor(s).

#### Section 5. Quorum

Five percent (5%) of the voting membership present in good standing, of voting age, at a duly called and noticed meeting shall constitute a quorum.

#### Section 6. Fiscal Year & Church Year

The fiscal year shall be the same as the calendar year. The Church year shall start on September 1 and conclude on August 31 of each year.

#### Section 7. Parliamentary Procedure

The rules and procedures for business meetings shall be based on the principles of *Robert's Rules of Order, Revised* and the moderator's sense of fairness and common sense, giving all members a reasonable opportunity to be heard on a matter. The moderator is the final authority on questions of procedure.

#### Section 8. Inclement Weather Policy

In the case of inclement weather on Sundays, the Pastor(s) will assess the need for cancellation or delay of any service(s) and notify the congregation by using the primary communication avenues available at that time. For church events scheduled during the week (Monday–Friday), the event will be cancelled if Roanoke City Schools are closed due to weather. If staff can come to the church office safely, the church office will be open even during inclement weather. If the office must close, notice will be given through the various electronic means employed by the church at the time.

### **ARTICLE 3. BOARD OF TRUSTEES (DIRECTORS)**

#### Section 1. Board of Directors Composition, Number, Qualifications, Duties, Selection, Term, and Committees

- A. **Composition.** There shall be a Board of Trustees (“Board”), which may also be referred to as the Board of Directors, who shall oversee the corporate affairs of the Church as a nonstock, tax-exempt corporation under the Virginia Nonstock Corporation Act and Internal Revenue Service Code § 501(c)(3). The Board shall be composed of the Lead Pastor, who shall serve as an *ex officio* Director, and additional members. The initial trustees shall be Bill Goode, Anthony Ford, and Cheryl Sheets, who shall continue serving the remainder of the terms to which they were elected when the Church was an unincorporated association. After these Bylaws are adopted, a fourth trustee shall be nominated and approved by the Church body by a simple majority vote of the members at a duly called and noticed business meeting.

- B. **Number.** There shall be no fewer than four (4) Trustees/Directors in addition to the Lead Pastor. The Board shall set the number of Trustees/Directors in compliance with this Article.
- C. **Qualifications.** All Trustees/Directors shall have been a member of the Church for not less than three (3) years with the exception of the Lead Pastor.
- D. **Term.** Trustees/Directors shall be elected no later than the July business meeting and shall serve four (4) year terms of service with one (1) trustee rotating off every year. Trustees/Directors may serve an indefinite number of terms. The Lead Pastor shall be a permanent standing member of the Board so long as he serves as Lead Pastor.
- E. **Duties.** The Board shall fulfill the fiduciary duties of loyalty, care, obedience, and diligence in overseeing the corporate affairs of the Church as authorized by the Church body and these Bylaws. In exercising its fiduciary duties, the Board shall not usurp the authority of the membership, but shall engage with the membership to ensure the Church's corporate affairs are conducted decently and in order, pursuant to the laws of the Commonwealth and the United States.
- F. **Selection and Term.** Trustees shall be nominated by the nominating committee in consultation with the Pastor(s) and elected by a simple majority vote of the members present and voting at a duly called and noticed business meeting of the Church.

#### Section 2. Board Meetings, Notice, and Action

- A. **Regular Meetings.** The Board shall meet at least one (1) time per year to conduct the necessary corporate business of the Church as required by the Virginia Nonstock Corporation Act.
- B. **Call.** The President or Secretary may call a special meeting of the Board.
- C. **Notice of Regular Meeting.** Notice of a regular meeting of the Board shall be provided no less than fourteen (14) days before the meeting and no more than thirty (30) days before the meeting via electronic communication or first-class mail.
- D. **Notice of Special Meeting.** Notice of a special meeting of the Board shall be provided in writing no less two (2) days and no more than seven (7) days before the meeting via electronic communication or first-class mail. The notice requirement may be waived by a unanimous vote, provided all Trustees/Directors in office are present at the Board meeting either in person or pursuant to Section 2(G) of this Article.
- E. **Quorum.** A majority of Trustees/Directors present shall constitute a quorum.
- F. **Percentage Required to Approve Action.** To be approved, all action by the Board must receive a simple majority vote of the Board, unless otherwise prescribed in these Bylaws.

G. **Meetings by Electronic Means.** The Board may also hold meetings by means of a remote electronic communications system, including video or telephone conferencing technology or the Internet, or any combination, only if each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

H. **Action Without a Meeting.** The Board may approve a resolution or action via electronic mail or the like, provided the motion is clearly articulated in the email and receives an affirmative vote from all Trustees/Directors in office. The vote shall be recorded in the minutes of the next regular or special meeting of the Board.

### Section 3. Removal, Resignation, and Vacancy of Trustees/Directors

A. **Removal.** Upon the recommendation of a simple majority of the Trustees/Directors in office at the time and a simple majority vote of the Church members present and voting at any duly called and noticed meeting of the membership, a Trustee/Director may be removed from office.

B. **Resignation.** Any Trustee/Director may resign by submitting a written letter of resignation to the Lead Pastor and/or Secretary.

C. **Vacancy.** In the event of a vacancy by removal, death, or resignation, such a vacancy may be filled by the selection process prescribed in these Bylaws.

D. **Chairperson.** The Lead Pastor shall serve as Chairperson of the Board. If there is no Lead Pastor, the Deacon Chairman will serve as interim President until the next Lead Pastor is called. If the Deacon Chairman is already serving on the board, the Deacon Vice Chairman shall serve as Interim President until the next Lead Pastor is called.

### Section 4. Compensation

The Trustees/Directors shall receive no compensation for their service on the Board. Notwithstanding the foregoing, the Lead Pastor shall receive appropriate compensation for his service as Lead Pastor.

## **ARTICLE 4. CORPORATE OFFICERS**

### Section 1. General

There shall be a President, Secretary, and Treasurer who shall serve as corporate officers as contemplated by the Virginia Nonstock Corporation Act.

## Section 2. President

- A. **Selection.** The Lead Pastor shall serve as the president of the Corporation for so long as he serves as Lead Pastor.
- B. **Duties.** The President shall oversee the daily operations of the corporation.
- C. **Vacancy.** In the event of a vacancy, the Deacon Chairman will serve as Interim President until the next Lead Pastor is called. If the Deacon Chairman is already serving on the board, the Deacon Vice Chairman shall serve as Interim President until the next Lead Pastor is called.

## Section 3. Secretary

- A. **Selection.** The Secretary shall be the Church Clerk.
- B. **Duties.** The Secretary shall maintain all corporate documents, including minutes of all Board meetings. The Board may develop a more extensive job description for the Secretary.

## Section 4. Treasurer

- A. **Selection.** The Treasurer shall be nominated by the nominating committee in consultation with the Lead Pastor and elected by a simple majority vote of the members present and voting at any duly called and noticed business meeting.
- B. **Duties.** The Treasurer shall oversee all the finances of the Church, including but not limited to the provision of receipts to donors, the provision of reports to the Board, Budget Committee and membership, and the maintenance of all appropriate financial records.
- C. **Assistance.** The Church may appoint other persons or hire such professionals as needed to assist the Treasurer in completing the above-described duties.
- D. **Removal.** The Treasurer may be removed with or without cause by a simple majority vote of the Church members present and voting at a duly called and noted business meeting of the Church. The Treasurer shall not vote in such a meeting.
- E. **Vacancy.** Any vacancy shall be filled by the selection process prescribed in this Section.



## **ARTICLE 5. PASTORS**

### Section 1. General

Pastors (also called “elders” and “overseers” in the New Testament) shall be men 1) who have a personal testimony of an inward calling to serve Christ as a pastor (1 Timothy 3:1), 2) who exhibit the character required for the office of elder as set forth in 1 Timothy 3:1–7 and Titus 1:6–9, 3) who have demonstrated competency (i.e. ordained: 1 Timothy 3:2; 1 Timothy 5:22; 2 Timothy 2:15) in Baptist theology, expository preaching, teaching, shepherding, evangelism, and church oversight, 4) who are passionate about the local church as God’s plan for equipping and sanctifying the saints and reaching the lost, 5) who are driven to lead God’s people to live by God’s Word within the context of their local church and their personal lives, and 6) who are recognized by the Pastor(s) and affirmed by the church as being called, qualified, gifted, and competent to serve as a Pastor on the pastoral team.

No Pastor shall hold the office of deacon during his tenure. Subject to the will of the congregation, the Pastor(s) shall oversee the ministry and resources of the Church. In keeping with the principles set forth in Scripture (see especially Acts 6:1–6, 1 Timothy 3:1–7; 5:17; Titus 1:5–9; James 5:14, and 1 Peter 5:1–4), the Pastors shall devote their time to prayer and the ministry of the Word (by teaching and encouraging sound doctrine).

### Section 2. Selection and Dismissal

The Church shall recognize men gifted and willing to serve in this calling, in accordance with the constitutional provisions on elections. The call of a Pastor shall take place at a special business meeting. Notice of this meeting must be given to the congregation by letter or other electronic means used by the Church at that time. The election shall be upon the recommendation of the Pastor Search Committee for the office of Lead Pastor, while the election of all Associate Pastors shall be upon the recommendation of the Personnel Committee in consultation with the Lead Pastor. An affirmation vote of at least three-fourths (3/4) of those members present and voting providing that a quorum of twenty-five percent (25%) of the voting membership is present shall be necessary for extending the call.

A Pastor may be terminated by resignation or dismissal. Any two (2) members with reason to believe a Pastor should be dismissed should express such concern to the Deacons and, if need be, to the congregation. Any such action shall be done in accordance with the instructions of our Lord in Matthew 18:15–17 and 1 Timothy 5:17–21. Any Pastor may be dismissed by a two-thirds (2/3) vote of the members at any business meeting of the Church provided a quorum of at least twenty-five percent (25%) of the voting membership is present.

### Section 3. Lead Pastor

The Lead Pastor along with, at his discretion, the assistance of any other Pastors and/or ministers, shall have particular authority: to plan and oversee worship services; to oversee the ordinances, namely baptism and the Lord’s Supper; to examine and instruct prospective

members; to oversee the process of Church discipline; to examine and recommend candidates for all offices and positions; to encourage sound doctrine; to admonish and correct error; to monitor the Church finances; to oversee the work of the deacons and all other agents of the Church; to shepherd the flock, providing Pastoral care, accountability and counseling; to equip for the work of the ministry; to coordinate and promote the ministries of the Church; to mobilize the Church for local evangelism and global missions; to have primary responsibility for the supervision and evaluation of staff members and to take any other action which shall be necessary and proper for faithfully overseeing, shepherding, and leading the Church.

The Lead Pastor shall be *ex-officio* member of all organizations and committees of the Church with the exception of the Audit Committee and the Counting Committee. The Lead Pastor may call a special meeting of the deacons or any committee to discuss special problems not covered in regular meetings or of such nature as needing immediate attention. He shall have special charge of the pulpit ministry of the Church and shall arrange for supply of the pulpit in his absence. He, or his designee, shall arrange for all workers needed for special services, meetings, conferences, or other events.

Further, the Lead Pastor should seek to ensure that all who minister the Word to the congregation, including outside speakers, affirm our fundamental gospel convictions and do not teach our Church anything contrary to the Statement of Faith. Likewise, he should seek to ensure that all Church-sanctioned teaching and curriculum is consistent with our fundamental gospel convictions and does not teach anything contrary to the Statement of Faith. No money or items shall be solicited from members by or on behalf of the Church, any of its ministries, or any other ministries without the approval of the Lead Pastor.

The Lead Pastor may establish ministry positions or ministry teams to assist him in fulfilling his responsibilities. The Lead Pastor may also propose, in consultation with the personnel and budget committees, funding for paid staff positions through the normal budgeting process (November meeting) or, if needed, at any other business meeting during the year. The membership shall approve all candidates for the positions of Lead, Associate, and Assistant Pastor(s). The Lead Pastor, in consultation with the personnel committee, will develop job descriptions for any paid staff position and all other ministry staff.

#### Section 4. Associate Pastors

The Church may call additional Pastors whose relationship to the Lead Pastor is that of Associate. An Associate Pastor shall perform the duties of a Pastor described in these Bylaws and shall be recognized by the Church as particularly gifted and called to the ministry of preaching and teaching.

The Associate Pastor(s) shall assist the Lead Pastor in the performance of his regular duties and shall perform any other duties as usually pertain to the office of Pastor, or as set forth in the constitution, or which may be specifically assigned to him by the congregation. In the absence or incapacity of the Lead Pastor for defined periods of time (such as sabbatical or illness), the Associate Pastor(s) shall assume the responsibility for his ministerial duties until the Lead Pastor

returns or is replaced.

### Section 5. Assistant Pastors

The Church may call additional Pastors, from within the congregation only, whose relationship to the Lead Pastor is that of layman and Assistant. Assistant Pastors will be nominated to the Church for election by the Lead Pastor in conjunction with the other Pastors based upon their calling, qualifications, and readiness to serve Christ as a Pastor. An Assistant Pastor shall not receive a salary/wages or benefits from the Church (occasional gifts of appreciation are acceptable). The Assistant Pastor will perform the duties of a Pastor in these Bylaws, and shall be recognized by the Church as gifted and called to the ministry of preaching and teaching. An Assistant Pastor's call shall be subject to the triennial reaffirmation by the Church, normally in the July business meeting. After an Assistant Pastor has served two (2) consecutive, three (3) year terms, he may only be elected to the office of an Assistant Pastor after at least one (1) year. He shall assist the Pastor(s) in the performance of their regular duties and shall perform any other duties as usually pertain to the office of Pastor. The Pastor(s) shall define the responsibilities for any Assistant Pastors. This section of the constitution is included in recognition that we aspire to be a Church led by our Pastors as described in the New Testament, but, at the time of the writing of this constitution, such men must still be identified, qualified, and equipped to serve in this role.

## **ARTICLE 6. CHURCH STAFF**

Those ministers, directors, etc. with significant supervision of other personnel and/or volunteers who have significant leadership responsibilities in regular programming for the Church shall be considered program staff. The Church will affirm the call of any program staff (e.g. Children's Director, Discipleship Minister, Director of Communications, etc.) in a duly called and noticed meeting of the membership.

An affirmative vote of at least three-fourths (3/4) of those members present and voting shall be necessary for extending a call. Should the candidate recommended by the personnel committee fail to receive a three-fourths (3/4) majority vote, the personnel committee shall be instructed to seek out another candidate, and the meeting shall be adjourned without debate. The program staff shall be advisors for those committees assigned to them by the Lead Pastor. The Church may employ additional personnel to attend to the various and ever-changing mix of ministry, administrative, custodial, maintenance, and other needs that may arise. All non-program staff will be considered support staff.

## **ARTICLE 7. DEACONS**

### Section 1. General

The office of deacon is described in 1 Timothy 3:8–13. The Church shall recognize these men who are giving of themselves in service to the Church and who possess gifts of service. In keeping with the principles set forth in Acts 6:1–6, these members shall be received as gifts of Christ to His Church and set apart as deacons to serve the Church in ways that enable the

Pastor(s) to remain focused on the work of preaching, teaching, oversight, and prayer so that they might effectively equip the Church for the work of the ministry. Deacons shall be elected to one (1) term lasting a maximum of three (3) years and may be elected to another term after one (1) year from the conclusion of the previous term.

### Section 2. Qualifications

A deacon must be a committed Christian, having received Jesus Christ as Lord and Savior at least three (3) years prior to the beginning of his term of service. He must also be committed to this local Church, having been a member for at least one (1) year prior to the beginning of his term. All men, if they have not previously been ordained to deacon ministry, will be ordained upon their election to the office of deacon. A deacon must have embraced the Word of God as his way of life, have a good reputation in the Church and in his private life, and demonstrate his commitment to Christ by righteous living, faithfulness in generous giving (regularly giving to the general Church budget for the advance of God's mission through the Church), being a good steward of his time and resources, by his love and compassion for other people, and by his sincerity and seriousness about doing God's will as revealed in God's Word and reflected in the Church's Statement of Faith and Church Covenant.

### Section 3. Duties

Deacons shall care for the temporal needs of members (e.g., hospital/rest home visitation, lawn care, home repairs, pall bearers, benevolence, etc.), attend to the accommodations for public worship (e.g., greeting, Lord's Supper, Baptism, ushering, etc.) and other Church events and activities (e.g., chair set up and tear down, assistance with building maintenance/repair, etc.), and encourage and support those able to help others and those with gifts of administration. Deacons are responsible for assisting the Pastor(s) and the Church staff in promoting and carrying out the total ministry of the Church. Deacons shall be concerned with the protection of the Church fellowship and encourage unity and harmony, encouraging members to look to God's Word and submit to one another in love. The deacons, serving under the leadership of the Lead Pastor, shall prayerfully support the Pastor's ministry of the Word, work to maintain Church unity, and care for the physical needs of the Church. Specific deacon roles shall be established and maintained by the mutual agreement of the Lead Pastor and deacons.

Deacons shall maintain close contact with the group assigned to them and strive to alleviate the needs and promote the welfare of the membership. A Deacon shall be faithful in his participation in corporate worship and actively participate in small-group discipleship and service/mission opportunities as much as his schedule permits. Deacons shall attend meetings faithfully and maintain strict confidentiality in any matters that should not be discussed publicly because of their potential to undermine the cause of Christ in the process of Church discipline/restoration or any other similar issue.

A deacon is to be continually committed to Christ and His Church, living every day in such a way as to keep from bringing reproach to the cause of Christ, His Church, or the office of deacon. A deacon is expected to accept and discharge the above responsibilities to the best of his ability in a togetherness in Christ. A deacon is expected to continue in his personal spiritual

development through regular Bible study, a continuous prayer life, and by the application of God's truth to his life.

The deacons, with the agreement of the Lead Pastor, may establish unpaid administrative positions or member teams to assist them in fulfilling their responsibilities in the Church (e.g., Greeter Team, Lord's Supper Team, Baptismal Team, Usher Team, Security Team, etc.). The Lead Pastor may also recommend to the deacons the addition of members to existing teams or the addition of teams to assist them in their work.

#### Section 4. Selection

During the month of April, the Lead Pastor shall announce the opportunity for members in good standing to recommend prospective candidates to serve as a deacon. After reviewing the list of names, the Pastor(s) will bring the list of men to the deacons for their consideration. After considering each man listed, the overall number of deacons needed, and all other such considerations, the deacons will select the men they wish to nominate from among those recommended by the congregation. The Pastor(s) will notify them of the deacons' determination with a letter (may be sent electronically). The letter will highlight the Biblical qualifications for the office of deacon and remind the prospective nominee of the Statement of Faith and Church Covenant. The Pastor(s) and/or deacons will follow up with each prospective nominee to determine his willingness to serve if elected. The deacon chairman shall, at the July business meeting, present to the Church a list of nominees to serve as a deacon. Each nominee, having the approval of at least three-quarters (3/4) of the members voting on the nomination, shall be a deacon, after which the Church shall publicly recognize these individuals and set them apart as such. They shall be elected to one (1) term lasting three (3) years. Following a three (3) year term, a deacon may, after one (1) year, be duly recommended, nominated, and re-elected to serve as a deacon. In the event of a vacancy or vacancies during the year that must be filled (due to need/demand), the Lead Pastor shall recommend a person to fill the vacancy with the process of election being the same and occurring either in a special business meeting or in the next regularly scheduled business meeting.

### **ARTICLE 8. CLERK AND ASSISTANT CLERK**

#### Section 1. General and Duties

It shall be the duty of the clerk to record the minutes of all regular and special business meetings of the Church, to preserve an accurate roll of the membership, and to render reports as requested by the Pastor(s) or the Church. The clerk shall keep a record of all the actions of the Church, except as otherwise noted in these Bylaws. The clerk shall be responsible for all correspondence pertaining to membership. The clerk shall issue letters of dismissal as approved by the Church, preserve all communications and written official reports, and give notice of all meetings where such notice is necessary, as indicated by this Constitution. The clerk is responsible for keeping a register of the names of members with dates of admission/baptism, dismissal, or death. The Church may delegate some of these clerical duties to the Church's head secretary/office manager (or another similar title/role). The clerk will have at each regular business meeting the minutes of all such business meetings for one year prior to the current meeting for the purpose of

clarification of previous transacted business. All Church records are Church property and shall be filed in the Church office. The clerk shall also be responsible for determining if a quorum is present at the business meetings. The Church clerk shall ensure that dated copies of the most recent revision of this constitution shall be available for all Church members in good standing.

### Section 2. Election and Term

The clerk shall be elected no later than the July business meeting and shall be elected annually. The clerk, who shall be a member in good standing, shall be nominated by the nominating committee in consultation with the Lead Pastor and elected by the congregation annually. The clerk may be nominated and re-elected for as many times as the clerk is a member in good standing and is willing and able to serve.

An Assistant clerk shall also be nominated and elected by the Church in the same manner as the clerk to act in the absence of the clerk.

## **ARTICLE 9. MODERATOR AND VICE MODERATOR**

### Section 1. Duties

The moderator will preside at all Church business meetings, regular and special (except the budget adoption meeting on Sunday morning). The moderator shall maintain the order of business prescribed by the Church. The moderator may appoint a parliamentarian. The rules and procedures for business meetings shall be based on the principles of *Robert's Rules of Order, Revised* and the moderator's sense of fairness and common sense, giving all members a reasonable opportunity to be heard on a matter. The moderator is the final authority on questions of procedure.

### Section 2. Election and Term

The moderator shall be elected no later than the July business meeting and shall be elected annually. The moderator, who shall be a member in good standing, shall be nominated by the nominating committee in consultation with the Lead Pastor and elected by the congregation annually. The moderator may be nominated and re-elected for as many times as the moderator is a member in good standing and is willing and able to serve.

A vice-moderator shall also be nominated and elected by the Church in the same manner as the moderator to act in the moderator's absence. In the absence of the moderator and vice-moderator, the chairman of the deacons shall serve as moderator; in the absence of the chairman of the deacons, the Lead Pastor shall serve as moderator.

## **ARTICLE 10. COMMITTEES**

### Section 1. Standing Committees

The Church shall operate with the following standing committees:

1. Nominating Committee
2. Budget Committee
3. Constitution and Policy Committee
4. Personnel Committee
5. Property Committee
6. Audit Committee
7. Counting Committee
8. Long Range Planning Committee

The standing committees shall be governed by a Committee Manual drafted by the Constitution and Policy Committee and approved by the members present and voting at any duly called and noticed Church business meeting. Any revisions to the Committee Manual must be approved by a simple majority vote of the Constitution and Policy Committee and the members present and voting at any duly called and noticed Church business meeting.

#### Section 2. Ad Hoc Committees

The Church shall have such ad hoc committees as needed, such as a Pastor Search Committee. The members and the chair of such committees shall be nominated by the nominating committee in conjunction with the Lead Pastor and elected by a simple majority vote of the members present and voting at a duly called and noticed Church business meeting.

### **ARTICLE 11. MINISTRY TEAMS**

The Lead Pastor or the deacons working together with the Lead Pastor may create ministry teams and appoint a leader or leaders for those teams. Ministry teams are fluid by design. Any member in good standing may be appointed at any time at the Lead Pastor's discretion and may serve for as long as desired at the Lead Pastor's discretion. Examples of these ministry teams include but are not limited to Greeting, Parking, Baptismal, Usher, Security, Audio/Visual, etc.

### **ARTICLE 12. NONPROFIT STATUS**

#### Section 1. Private Inurement

No part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distribution in furtherance of the purposes set forth in Article 3, Section 2 hereof.

#### Section 2. Political Involvement

No substantial part of the activities of the Church shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Church shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## ARTICLE 13. THE CHURCH AS EMPLOYER

### Section 1. At Will Employment

The Church is an at will employer and has the right to terminate any employee at any time, pursuant to the requirements of these Bylaws and the laws of the United States and the Commonwealth of Virginia. Any document to the contrary is superseded by this Bylaw.

### Section 2. Religious Employer

The Church is a religious employer and deems every employee necessary to fulfill its religious purposes. Every employee is required to adhere to the Church's Statement of Faith and moral teachings.

### Section 3. Employee Manual

The Personnel Committee shall adopt an Employee Manual consistent with these Bylaws to govern the daily operations of the staff.

## ARTICLE 14. FINANCE AND PROPERTY

### Section 1. General

All funds for the maintenance of the Church shall be provided by the voluntary contributions, tithes, and offerings of the members and friends of the Church, as well as income from all other legal sources that does not jeopardize the Church's tax-exempt status.

### Section 2. Right to Reject

The Church maintains the right to reject any gift for any reason.

### Section 3. Donor's Designation

All donor designated funds shall be used pursuant to the donor's designation as is reasonably possible. Gifts to designated accounts that are closed by the Church or that receive more contributions than necessary shall be used in a manner that most closely aligns with the donor's intent.

### Section 4. Real Property

- A. **Holding and Alienation.** All real property shall be held in the name of the Church and the sale, encumbrance, or alienation of real property shall require a two-thirds (2/3) majority vote of the members present and voting at a duly called and noticed meeting of the same.



B. **Lease and Use.** In addition to the privilege of members to use the Church's real property, the Church may allow use by other churches and/or ministries of like faith and practice as well as other entities who agree not to violate the Church's Statement of Faith or moral teachings during such use.

#### **ARTICLE 15. ECCLESIASTICAL AUTHORITY**

Any disputes that arise over the interpretation of this Church's Constitution, Bylaws, doctrine and/or moral teachings shall be deferred to Constitution and Policy Committee who shall make a recommendation regarding the issue to the highest authority of this Church, the membership, which shall have the final authority to determine the issue.

#### **ARTICLE 16. MUTUAL INTEREST**

The behavior of anyone in fellowship with this Church is of common interest to the Board of Directors and the membership (Gal. 6:1). This Church requires every director, employee, ministry leader, and volunteer to adhere to a lifestyle that is consistent with the doctrines and moral teachings of this Church as taught in the Holy Scriptures.

#### **ARTICLE 17. CONFLICT OF INTEREST**

No director, officer, staff member, committee member, or other such person in a position of leadership shall be disqualified, by reason of his or her office, from dealing or contracting with the Church, either as vendor, purchaser, or otherwise.

No lawful transaction or contract of the Church shall be void or voidable on the grounds that any such person or entity in which such person has any financial interest or membership, is in any way interested in the transaction or contract, provided that: (1) the person's interest in the transaction was disclosed or known to the Church or the appropriate committee prior to the transaction or contract being approved, and (2) the Church or appropriate committee authorized, approved or ratified the transaction or contract without counting in the vote of any such interested person; and (3) the transaction or contract was fair to the Church.

No accounting of profit/loss from the transaction or contract shall be required of a director, officer, staff member, committee member, or other such person in a position of leadership when approval is granted under the conditions of this Article.

#### **ARTICLE 18. INDEMNIFICATION AND ELIMINATION OF LIABILITY**

To the full extent allowed by the laws of the Commonwealth of Virginia in force on the date of these Bylaws, the Church shall indemnify against liability and advance reasonable expenses to any individual who was, is, or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, because he is or was a director

or officer, or while a director or officer, is or was serving at the Church's request as a director, officer, partner, trustee, employee, or agent of another Church, partnership, joint venture, trust, employee benefit plan, or other enterprise. As authorized by the laws of the Commonwealth of Virginia the provisions of this Article are in addition to and not in limitation of the specific powers of a Church to indemnify agents set forth therein.

## **ARTICLE 19. DISSOLUTION**

### Section 1. Dissolution

Any resolution for dissolution must be approved by a two-thirds (2/3) majority vote of the Trustees/Directors present and voting at any duly called and noticed meeting of the Board to be recommended to the membership. For the Board's recommendation to be approved, it shall require a two-thirds (2/3) vote of the church members present and voting at a duly called and noticed regular or special business meeting.

### Section 2. Winding Up

Upon the dissolution of the Church, none of its funds or assets shall be distributed to any Officer, Director, or any other individual. The Board shall, after paying or making provision for the payment of all the liabilities of the Church, dispose of all the funds and assets of the Church by conveying the same to another Church or ministry, provided that at the time, the Church or ministry meets the requirements for an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). Any such funds or assets not so disposed of shall be disposed of by a court of competent jurisdiction to such organizations as the court shall determine.

## **ARTICLE 20. OTHER ENTITIES**

The Church by action of the Membership may create other such legal entities as necessary to further the purpose of the Church, including but not limited to additional non-profit corporations, non-profit holding companies, and for-profit companies (whether a corporation or limited liability company) designed to promote the Church's stated purposes, but which may not qualify for tax-exempt status pursuant to the Internal Revenue Code of 1986.

## **ARTICLE 21. EMERGENCY BYLAWS**

In the event of an emergency that prevents the membership from physically meeting to conduct the business of the Church, the Pastors and Deacon Chair may adopt Emergency Bylaws to provide for the continued operation of the Church, including but not limited to changing or postponing the dates for membership meetings, extending the terms of current directors, officers, committee members, and the like, and appointing new directors, officers, and committee members as necessary.

All Emergency Bylaws shall expire upon a physical meeting of the membership, wherein the membership shall take such action as required to continue the operation of the Church.

This Article shall not be construed to eliminate any other provision of the Virginia Nonstock Corporation Act regarding Emergency Bylaws so long as that provision is not in conflict with this Article.

#### **ARTICLE 22. AMENDMENTS**

These Bylaws may be amended by a two-thirds (2/3) majority vote of the members present and voting at any duly called and noticed meeting of the Church membership.