**Bylaws**

**Section Contents**

Article I Name ……………………………………………………………….. 3

Article II Purposes ……………………………………………………….. 3

Article III Beliefs ……………………………………………………….. 5

Article IV Covenant ……………………………………………………….. 8

Article V Government ……………………………………………………….. 8

Article VI Relationships/Affiliations ……………………………………….. 8

Article VII Membership ……………………………………………………….. 9

 Section 1. General ……………………………………………….. 9

 Section 2. Candidacy ……………………………………….. 9

 Section 3. New Member Orientation ……………………….. 9

 Section 4. Voting Right of Members ……………………….. 10

 Section 5. Termination of Membership ……………………….. 10

 Section 6. Discipline ……………………………………….. 10

Article VIII Meetings ……………………………………………………. 11

 Section 1. Weekly ……………………………………………….. 11

 Section 2. Annual and Special Called Business Meetings ….... 11

Article IX Selection of Church Staff, Officers and Volunteers ……….. 12

Article X Licensing and Ordination ……………………………………….. 12

 Section 1. Pastoral License and Ordination ……………….. 12

 Section 2. Deacon Ordination ……………………………….. 12

Article XI Corporate Board ……………………………………………….. 13

Article XII Officers ……………………………………………………….. 14

Article XIII Ministry Teams/Temporary Task Groups ……………………….. 14

Article XIV Governing rules of Procedure ……………………………….. 15

Article XV Indemnification ……………………………………………….. 15

Article XVI Policy and Procedures ……………………………………….. 16

Article XVII Retention of Records and Reports ……………………….. 17

Article XVIII Amendments to Bylaws ……………………………………….. 17

Article XVIX Disillusion ……………………………………………………….. 17

Article XX Emergency Powers and Bylaws ……………………………….. 18

Article XXI Whistle Blower Policy ……………………………………….. 18

 Section 1. Purpose ……………………………………….. 18

 Section 2. Procedure ……………………………………….. 19

 Section 3. Safeguards ……………………………………….. 20

Article XXII Conflict of Interest ……………………………………….. 21

 Section 1. Purpose ……………………………………….. 21

 Section 2. Definitions ……………………………………….. 21

 Section 3. Procedures ……………………………………….. 21

 Section 4. Records of Proceedings ……………………….. 22

 Section 5. Compensation ……………………………………….. 22

Article XXIII Transactions of the Church ……………………………….. 23

 Section 1. Contracts and Legal Instruments ……………….. 23

 Section 2. Deposits ……………………………………………….. 23

 Section 3. Gifts ……………………………………………….. 23

 Section 4. Ownership of Property ……………………………….. 23

 Section 5. Real Property ……………………………………….. 24

 Section 6. Approval of Purchases ……………………………….. 24

Article XXIV Powers and Restrictions ……………………………………….. 24

Article XV Validation ……………………………………………………….. 25

These Bylaws govern the affairs of Southview Baptist Church of Hope Mills, Inc., a North Carolina nonprofit religious corporation. Southview Baptist Church of Hope Mills, Inc. is organized under the provisions of the North Carolina Nonprofit Corporation Act, NCGS §§ 55A-1-01 *et seq*., as amended (the “Code”). These Bylaws amend and restate, in its entirety, the previous Bylaws of the Church, as amended.

**Article I. Name and Principal Office**

The name of this religious nonprofit organization is Southview Baptist Church of Hope Mills, Inc., and it shall be referred to in this document as “Southview Baptist Church” or the “Church.” The principal office of the Church shall be located in Cumberland County, North Carolina. The Administration Coordination Team *(i.e*., the board of directors pursuant to the Code) of the Church shall have full power and authority to change any office from one location to another, either in North Carolina or elsewhere, upon the affirmative vote of the Church membership. The Church shall comply with the requirements of the Code and maintain a registered office and registered agent in the State of North Carolina. The Administration Coordination Team may change the registered office and the registered agent as provided in the Code.

**Article II. Purposes**

 The Church is formed for any lawful purpose or purposes not expressly prohibited under the Code. The Church is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Church’s purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

1. To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church’s combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.
2. To help people grow in the grace and knowledge of Christ that increasingly they may know and do His will.
3. To work for the unity of all Christians and to engage with them in the common task of building the Kingdom of God.
4. To ordain, employ, and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Church, and elsewhere.
5. To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of North Carolina and elsewhere.
6. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
7. This Church is also organized to: promote, encourage, and foster any other similar religious, charitable, and educational activities; accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

Consistent with such purposes and applicable federal and state law, Southview Baptist Church exists to lead people to Know God, Grow in their faith, and Go in God’s power. This simple statement is the catalyst for all we do as a Church body. To that end, Southview Baptist Church will fulfill the Great Commandment and the Great Commission in the use of this process.

1. **To Know** — we are created for a growing, loving, passionate relationship with God. We seek to lead people to know God by sharing the Gospel of Jesus Christ. The lost will be introduced to a loving God who desires to know them personally. Believers will be encouraged to express love to God and continue to grow in their relationship with Him. The primary method for this purpose is the Sunday Morning Worship Services.
2. **To Grow –** we will help believers develop toward full Christian maturity and train them in ministry by promoting personal spiritual growth, accountability, and discipleship through Biblical teaching. Small Groups are the primary method for this purpose as people grow and mature best in a loving environment in fellowship with other believers.
3. **To Go –** we will lead believers to minister to the needs of others and lead those who are not believers to a saving faith in Jesus Christ. We will help believers discover their spiritual gifts and help them find a place of service/ministry through Southview Baptist Church. We will help believers better understand how to live a life of relational evangelism.

All members of Southview Baptist Church will be encouraged to be involved in each of these areas each week. We will challenge them to participate in, or attend, a worship service (Know), to be involved in a small group (Grow) and serve in some area of ministry (Go) each week.

**Article III. Statement of Faith and Beliefs**

 **3.01 What We Believe.**

The Holy Bible is the inspired word of God and is the basis for any statement of faith. The Church subscribes to the doctrinal statement of "The Baptist Faith and Message" as adopted by the Southern Baptist Convention of 2000. Accordingly, we believe:

1. All Scripture is verbally inspired as originally written and therefore infallible and inerrant (II Tim. 3:16-17; II Peter 1:21; Matt. 5:18; I Cor. 2:13).   The Bible IS the Word of God.  We CANNOT accept the misleading statement: "The Bible contains the Word of God."
2. There is one living and true God who exists in three Persons - Father, Son, and Holy Spirit.  (Matt. 28:19; II Cor. 13:14).  The Father is God (I Cor. 8:6); the Son is God (Isaiah 9:6; John 1:1, 14; Heb. 1:8-10); and the Holy Spirit is God (Acts 5:3-4).
3. The Lord Jesus Christ was born of a virgin (Isaiah 7:14; Matt. 1:18-25; Luke 1:26-38).
4. Christ rose bodily from the dead and ascended unto God the Father (Matt. 28; Mark 16; I Cor. 15; Rom. 1:4).
5. Christ will return:
	1. First, for the "dead in Christ" who will be resurrected bodily; and for those who are alive at His coming.  This resurrection not only precedes His return to earth to reign 1,000 years, but also precedes the Tribulation (I Thes. 4:13-18; 5:9).
	2. Then, to reign 1,000 years on the earth (Rev. 20:1-6; II Tim. 2:12).
6. All men inherit a depraved nature and are lost sinners in need of salvation (Rom. 3:9-19; Eph. 2:1-3).
7. God has provided salvation through offering His Son on the cross of Calvary and allowing His BLOOD to be shed to atone for our sins (Heb. 9:22-28; John 3:3-21; Romans 5:8-10; Eph. 1:7).
8. We are saved and justified when we recognize ourselves as sinners and put our trust in Christ as the son of God and His finished work on the cross of Calvary.   Salvation is by grace through faith plus nothing (Rom. 3:24; 4:5; Eph. 2:8-9).
	1. Once saved, we cannot be lost; we are eternally secure in Christ (John 3:16; 10:27-29; Phil. 1:6; Rom. 8:38-39).
	2. We believe that the baptism of the Holy Spirit takes place at the time of conversion and is the act of placing the believer into the body of Christ but is not a second work of grace (I Cor. 12:13. Gal. 3:27).  It is different than the filling of the Holy Spirit which is an ongoing process that may occur at any time in the believer's life (Eph. 5:18).  Neither of these aspects has to be accompanied by unusual signs such as speaking in tongues.
9. The Bible teaches that
	1. We should regularly participate at the Lord's table (I Cor. 11:23-32).
	2. All believers should be baptized by immersion as an act of obedience, but not for securing their salvation (Acts 2:41; 19:4-5; Matt. 28:19-20).
	3. The Bible teaches the eternal blessedness of the saved (John 4:14; 5:24; Eph. 2:7).  It also teaches the eternal punishment of the lost (John 5:28-29: Rev. 20:10, 15; Matt. 25:46).
10. The grace of God teaches us to "live soberly, righteously, and godly" (Titus 2:11-13).
	1. Titus 2:13 - "Looking for that blessed hope" of His returning for us.
	2. Col. 3:2-3; 1 John 2:15-17 - Setting our "affection on things above, not on things on the earth.
	3. II Cor. 6:14-18 - Living a life of separation from the world.  We believe in separation "unto God" (Rom. 1:1; 16:17; II Cor. 6:17-18; II Thes. 2:15; 3:6; I Tim. 6:3, 5).

**3.02 Marriage Policy.**

We believe that because God our Creator established marriage as a sacred institution between one (1) man and one (1) woman, the idea that marriage is a covenant only between one (1) man and one (1) woman has been the traditional definition of marriage for all of human history (“Traditional Definition of Marriage”). Because of the longstanding importance of the Traditional Definition of Marriage to humans and their relationships and communities, and, most importantly, the fact that God has ordained that marriage be between one (1) man and one (1) woman, as clearly conveyed in God’s inerrant Scriptures, including for example in *Matthew 19:4-6* where in speaking about marriage Jesus referred to the fact that “he which made them at the beginning made them male and female,” the Church hereby creates this policy, which shall be known as the “Marriage Policy.”

Under this Church’s Marriage Policy, the Traditional Definition of Marriage is the only definition of marriage that will be recognized or accepted. No director, trustee, elder, officer, employee, servant, agent, or any person, corporation, organization, or entity under the direction or control of this Church shall commit any act or omission, or make any decision whatever, that would be inconsistent with, or that could be perceived by any person to be inconsistent with, full support of this Church’s Marriage Policy and strict adherence to the Traditional Definition of Marriage rather than any alternative to the Traditional Definition of Marriage.

 This Church’s Marriage Policy specifically prohibits acts or omissions including but not limited to permitting any Church assets or property, whether real property, personal property, intangible property, or any property or asset of any kind that is subject to the direction or control of the Church, to be used in any manner that would be or could be perceived by any person to be inconsistent with this Church’s Marriage Policy or the Traditional Definition of Marriage, including but not limited to permitting any Church facilities to be used by any person, organization, corporation, or group that would or might use such facilities to convey, intentionally or by implication, what might be perceived as a favorable impression about any definition of marriage other than the Traditional Definition of Marriage.

We believe this Church’s Marriage Policy is based upon God’s will for human life as conveyed to us through the Holy Scriptures, upon which this Church has been founded and anchored, and this Marriage Policy shall not be subject to change through popular vote; referendum; prevailing opinion of members or the general public; influence of or interpretation by any government authority, agency, or official action; or legal developments on the local, state, or federal level.

**3.03 Common Law Marriage Policy.**

In no case shall persons be accepted into Church Membership and/or Church employment that are known to be living in: (i) a common-law state of matrimony; or (ii) a manner inconsistent with the Church’s teaching on marriage or sexuality pursuant to these Bylaws.

**3.04 Sexuality Policy.**

Sexuality and the divinely prescribed boundaries for the expression thereof is covered clearly in the Holy Scriptures, which limit sexual expression to the marital relationship of one (1) man with one (1) woman.  Homosexual acts, adultery, bestiality, and all forms of fornication are categorically condemned in the Holy Scriptures. *See 1 Corinthians 6:18*; *1 Thes. 4:3*; *Rom. 1:26-27*; *Prov. 5:3-5, 8-13*; *7:21-27*; *Gal. 5:19*; *Exodus 20:14*; *Deut. 5:18*; *Matt. 5:27*; *19:18*; *Luke 18:20*; *Rom. 13:9*; *James 2:11*; *Lev. 20:10-21*; *1 Corinthians 10:8*; and *6:18*; *Jude 7*. Furthermore, the Church believes that sexuality is assigned by God at birth, whatever that may be, and the Holy Scripture does not permit an individual to alter their sexual identity physically or otherwise. *See Deut. 23:1*.

**3.05 Bathroom Policy.**

Consistent with the Church’s sincerely held religious beliefs, gender specific bathroom facilities may only be utilized consistent with gender assigned at birth and not gender identity or expression.  Optional family (non-gender specific) bathrooms may also be made available.

**3.06 Child Dedication Policy.**

The Church believes that children are a gift from the Lord and desire to affirm the dedication of a child to the Lord, recognizing that dedication does not offer salvation but only serves as a reminder that all good gifts come from the Father of Heavenly lights. *See Psalm 127:3; James 1:17*. The Church reserves the right to dedicate children in the most God-honoring manner that, in its discretion and understanding of Biblical principles and methodology, the Church determines is best.

**Article IV. Covenant**

Having been brought by God’s grace to repent and believe in the good news of Jesus Christ, and having been baptized upon our profession of faith, we do now, relying on His grace, solemnly and joyfully affirm our covenant with each other.

We will, by the aid of the Holy Spirit, walk together in Christian love; not forsaking assembling together, but faithfully attending our corporate worship, treasuring our Church’s weekly opportunity to sing, pray, and receive the whole counsel of God’s Word.

We will defend and maintain a gospel-centered ministry by upholding and attending to biblical preaching, the administration of the Lord’s Supper and baptism, and the exercise of Church discipline; to contribute cheerfully and regularly to the support of the ministry, the expenses of the Church, and the relief of the poor, and the spreading of the gospel to all nations.

We also engage to maintain family and personal devotions; to bring up our children in the discipline and instruction of the Lord; to seek the salvation of our friends and family; to, by Divine aid, live carefully in the world, denying ungodliness and worldly lusts. Because of our union with Christ in His death, burial, and resurrection, it is only fitting and appropriate that we now lead a new and holy life. Therefore, by our voluntary declaration of this union through water baptism, we also recognize our accountability to one another to live out this special obligation of a holy life.

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

**Article V. Government**

The government of this Church is vested in the body of believers who compose it. Power to manage and govern certain affairs of the Church is vested in the Pastoral Team and The Administration Coordination Team (the board of directors under the Code) of the Church as approved and authorized by the Church membership.

**Article VI. Relationships/Affiliations**

This Church shall be subject to the control of no other ecclesiastical body, but it recognizes and sustains the obligations of mutual counsel and cooperation which are common among Baptist churches. Insofar as is practical and as far as conscience allows as it relates to the authority of the Bible, God’s Holy Word, this Church may affiliate or cooperate with the New South River Baptist Association, the Baptist State Convention of North Carolina, and the Southern Baptist Convention

**Article VII. Membership**

**Section 1. General**

The Church shall have one (1) form of corporate members (Church “members” or “membership”) under the Code. Only Church members may serve on The Administration Coordination Team (the board of directors under the Code).

This is a sovereign Baptist church under The Lordship of Jesus Christ. The membership retains unto itself the exclusive right of self-government in all phases of the spiritual and temporal life of this Church, including the membership’s right to grant the Pastoral Team and The Administration Coordination Team (the board of directors under the Code) with the authority to manage and govern certain affairs of the Church.

The membership reserves the exclusive right to determine who shall be members of this Church and the conditions of such membership. Notwithstanding , the Church’s membership may grant the Pastoral Team and The Administration Coordination Team (the board of directors under the Code) with the authority to develop membership policies, procedures, and related documents for the Church membership’s final approval.

**Section 2. Candidacy**

Any person may offer himself as a candidate for membership. Having expressed their interest in joining the Church they will be enrolled and asked to satisfactorily complete the membership process. At the conclusion of this process all candidates shall be presented to the Church at any regular Church service for full membership in any of the following ways:

1. By profession of faith and for baptism according to the policies of this Church.
2. By promise of letter of recommendation from another Baptist church.
3. By restoration upon a statement of prior conversion experience and baptism in a Baptist church when no letter is obtainable.
4. By testimony of believer's baptism-having been immersed as a believer.
5. The requirement of immersion baptism may, on recommendation of the pastor and consent of the deacons, be suspended in cases of physical impossibility or severe hardship.

Should there be any dissent as to any candidate, such dissent shall be referred to the pastor and the deacons for investigation for the purpose of a recommendation to the Church within thirty (30) days.

A three-fourths (3/4) vote of those Church members present and voting shall be required to elect candidates to membership.

 **Section 3. New Member Orientation**

New Church members will be expected to participate in the Church's new member orientation plan as developed by the Pastoral Team (the board of directors under the Code) and approved by the Church membership.

**Section 4. Voting Right of Members**

Every member of the Church having reached the age of eighteen (18), satisfied the requirements of this Article VII, and being present during a called business meeting, will be entitled to vote at all elections and on all questions submitted to the Church in conference. Voting by proxy is prohibited.

**Section 5. Termination of Membership**

Membership shall be terminated in the following ways: (1) death; (2) exclusion by action of this Church; (3) upon becoming affiliated with a church of another faith or denomination; or (4) by making a request in writing to the Church.

**Section 6. Discipline**

1. It shall be the basic purpose of the Church to emphasize to its members that every reasonable measure will be taken to assist any troubled member. The pastor, other members of the Church staff, and deacons are available for counsel and guidance. Redemption rather than punishment should be the guideline which governs the attitude of one member toward another. The Church shall follow the passages found in Matthew 18:11-20
2. Should some serious condition exist, which would cause a member to become a liability to the general welfare of the Church, every reasonable measure will be taken by the pastor and by the deacons to resolve the problem. All such proceedings shall be pervaded by a spirit of Christian kindness and forbearance. But, if finding that the welfare of the Church will best be served by the exclusion of member, the Church may take this action by a three-fourths (3/4) vote of the members present and voting at a meeting called for this purpose; and the Church may proceed to declare the offender to be no longer in the membership of the Church.
3. Any person whose membership has been terminated for any condition which has made it necessary for the Church to exclude him may upon his request be restored to membership by a vote of the Church upon evidence of his repentance and reformation.
4. If a legal dispute arises within between the members, staff, or officers, against the Church, and cannot be resolved through the internal procedures described above, it shall be resolved as follows:
	1. The dispute shall be submitted to mediation and, if necessary, legally binding arbitration. An arbitration award may be entered in any court otherwise having jurisdiction.
	2. All mediators and arbitrators shall agree with the statement of faith of Southview Baptist Church and our basic form of government unless this requirement is modified or waived in writing and in advance by all parties to the dispute.

Any member under Church discipline for any reason and at any stage of such discipline pursuant to this Article VII(6) is prohibited from voting on any Church matter for any reason.

**Article VIII. Meetings**

**Section 1. Weekly**

The Church shall hold regular meetings for worship, education, discipleship, and other areas consistent with its nonprofit religious purposes. Meetings will take place on Sundays, Wednesdays, and at other days and times deemed needful for the advancement of the Kingdom.

# Section 2. Annual and Special Called Business Meetings

The Church shall have an annual business meeting in November for the purpose of voting on the annual budget, officers, and team leaders other than all paid staff. Additional business meetings may be called as needed as long as the purpose of the meeting is announced, and a two (2) weeks’ notice is given to the congregation. Examples of when the Church will be called into special session shall include but not be limited to the following:

1. Major purchases (real and otherwise) not approved in budget.
2. Church’s Annual Budget
3. The taking on of a debt
4. Amending of the Articles of Incorporation and the Bylaws
5. Substantive policy changes
6. Calling of Ministerial Staff
7. Calling for the ordination of an individual.

Other special business meetings may be called by the Administration Coordination Team, in keeping with the rules for special called meetings. A Church clerk will be selected by the Ministry Connection and Coordination Team to maintain records of all meetings.

Unless otherwise specified in these Bylaws, a matter before the Church membership requires a simple majority affirmative vote of the Church membership present and voting at a meeting called to approve such matter.

# Article IX. Selection of Church Staff, Officers and Volunteers

The Church shall follow the guidelines found in the policies and procedural manuals for the selection of ministerial and non-ministerial staff. Ministry team leaders are selected by the Ministry Connection and Coordination Team and approved by the Church at the annual business meeting. If an opening occurs during the year the Ministry Connection and Coordination Team may temporarily fill the position for the remainder of the year. Ministry volunteers will be approved and selected by ministry team leaders based on the specific requirements and processes of the respective ministries. An organizational chart shall be established by the The Administration Coordination Team (the board of directors under the Code) for guidance and reference to this process.

# Article X. Licensing and Ordination

# Section 1. Pastoral License and Ordination

When a member of the Church feels a call to pastoral ministry, the individual will present himself to the pastoral leadership for license or ordination. The candidate must submit himself to a minimum of one (1) year of discipling and training with the pastoral leadership of the Church. When the pastoral leadership feels it is appropriate, the candidate will be presented to the congregation for affirmation to his ministry calling. The clerk of the Church may furnish the member with a copy of the minutes or a certificate of license or ordination as his credential. It is understood that the performance of civil duties by the member shall be governed by state law.

# Section 2. Deacon Ordination

The following process will be followed for the selection and ordination of deacons:

June - The congregation will be asked to submit prayerful suggestions for men to serve in the deacon ministry. Ballots will be given, filled out, and returned during the month of June.

July - The pastors will examine the respective candidates to determine Scriptural qualifications, skill set, and ability to serve in the ministry. Then, the current deacons will examine the respective candidates, minus those removed by the pastors, to help determine Scriptural qualifications, skill set, and ability to serve in the ministry.

August - The prospective deacons will be contacted and given a deacon application

packet. They will have the month to prayerfully consider, fill out, and return the packet.

September - The Senior Pastor and Chairman of Deacons will meet with the

prospective deacons and their wives to vet and answer questions.

October - The list of prospective deacons will be compiled and presented to the congregation for vote at the November business meeting.

November - A congregational vote will be held on the new deacons during the yearly

business meeting.

January - Any new deacons will be ordained for ministry in the Church.

Deacons serve a three-year (3-year) term and may rotate off.

**Article XI. The Corporate Board**

The government of this Church is vested in the body of believers who compose it. Power to manage and govern certain affairs of the Church is vested in the The Administration Coordination Team(the board of directors under the Code) of the Church as approved and authorized by the Church membership. The term “The Administration Coordination Team” shall mean the “board of directors” as required by the Code. The Administration Coordination Team shall be made up of the chairpersons for the Deacon Team, Finance Team, Personnel Team, Corporate Board, and Lead Pastor

The Corporate Board shall be selected by the Ministry Connection and Coordination Team and voted on by the Church at the yearly business meeting. The Corporate Board of the Church shall consist of at least three (3) persons as required by the Code, which shall include the Church Administrator (if applicable) but shall not consist of more than nine (9) persons. The duties and limitations of the Corporate Board are as follows:

1. They shall elect from among themselves officers, to include a President, Vice President and Secretary.
2. They shall have the duties and responsibilities attendant to directors under the Code, subject however to the limitations set forth in the Bylaws. They shall meet as often as needed or at a minimum have one (1) yearly meeting prior to the Church’s annual meeting.
3. Minutes of the Corporate Board shall be kept as a permanent record.
4. The directors on the Corporate Board shall not have power, except as authorized by the Church membership, to purchase or sell or encumber any real or personal property, to install or remove officers or staff, to amend the Articles or Bylaws or, or to bind the Church to any contract.
5. The Corporate Board shall be allowed to make minor adjustments (if so determined to be minor by the Corporate Board and Administration Coordination Team) to Church policies and procedural manuals as requested by the Administration Coordination Team without approval from the Church membership.
6. Consistent with our spiritual principles, Baptist polity, and long-term practice, the membership as a whole retains the ultimate authority to govern the affairs, spiritual and temporal, of the Church.

The directors (members) of the Corporate Board are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Unless otherwise specified in these Bylaws, a matter before the Corporate Board requires a two-thirds (2/3) affirmative vote of the members on the Corporate Board.

**Article XII. Officers**

The election and term of service for the officers of the Church shall be consistent with the method described in the Church’s policies and procedural manuals under the duties of the Administration Coordination Team. Officers of the Church shall consist of but not be limited to the following:

* Pastor
* All ordained ministerial staff
* Corporate Board
* Deacons
* Clerk

Duties of officers will be contained in the Church’s policy and procedure manual.

# Article XIII. Ministry Teams/Temporary Task Groups

The Church shall operate with as many Ministry Teams as needed to carry out the purpose and function of the Church. New Ministry Teams are created by the Ministry Connection and Coordination Team. The Ministry Connection and Coordination Team creates, defines, and selects the leadership for all Ministry Teams. New Ministry Teams and leadership are then voted on by the Church at the annual business meeting. An organizational chart shall be established and maintained by the The Administration Coordination Team, in consultation with the Ministry Connection and Coordination Team, as a guide and for reference to this process.

The Church from time to time may have the need to appoint temporary task groups. These groups shall be appointed by the Administration Coordination Team or Ministry Connection and Coordination Team. Appointments of such groups will not require a Church vote. They shall report to and may be dissolved or revised by the applicable Church team having appointed them.

No Ministry Team or temporary task group shall have the authority to: (a) amend the Articles of Incorporation; (b) adopt a plan of merger or a plan of consolidation with another corporation; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church; (d) authorize the voluntary dissolution of the Church; (e) revoke proceedings for the voluntary dissolution of the Church; (f) adopt a plan for the distribution of the assets of the Church; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of the Church, a member (director) of The Administration Coordination Team, or officer of the Church; (i) approve any transaction to which the Church is a party and that involves a potential conflict of interest as defined in Article [TBD] of these Bylaws; or (j) take any action outside the scope of authority delegated to it by the Ministry Connection and Coordination Team, The Administration Coordination Team, or in contravention of the Code.

**Article XIV. Governing Rules of Procedure**

The Church shall use general consensus in business conferences, and other administrative meetings where action will be taken by vote. A moderator shall be appointed by the Administration Coordination Team for Church business conferences. The items to be voted on will be given to the congregation at least two (2) weeks before the vote. At the meeting, after a time of discussion, a ballot vote will be cast with the measure passing by a simple majority. The following measures require a three-fourths (3/4) majority of eligible Church membership to pass:

* Calling or dismissing a pastor
* The buying or selling of property
* The acquisition of debt
* The amendment of Church bylaws
* The dissolution of the Church

**Article XV. Indemnification**

Section 1. The Church may provide a trust fund, insurance, or other arrangement to effectuate this Article XV. As described herein, requests for indemnification shall not be unreasonably withheld.

 (a) *Mandatory Indemnification*. To the maximum extent permitted by the Code, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Article XV(1)(a) which occur subsequent to the effective date of such amendment), the Church shall indemnify and advance expenses to any person who is or was a director (member of The Administration Coordination Team) (either elected or ex-officio) or officer of the Church, or to such person’s heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (the “Proceeding”), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

1. The Proceeding was instituted by reason of the fact that such person is or was a director (member of The Administration Coordination Team) or officer of the Church; and
2. The director (member of The Administration Coordination Team) or officer conducted himself in good faith, and he reasonably believed: (a) in the case of conduct in his official capacity with the Church, that his conduct was in its best interest; (b) in all other cases, that his conduct was at least not opposed to the best interests of the Church; and (c) in the case of any criminal proceeding, that he had no reasonable cause to believe his conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director (member of The Administration Coordination Team) or officer did not meet the standard of conduct herein described.

 (b) *Permissive Indemnification*. The Church may, to the maximum extent permitted by the Code, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Article XV(1)(b) which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church, or to such person’s heirs, executors, administrators and legal representatives, to the same extent as set forth in this Article XV, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Church and met the standards of conduct set forth in this Article XV. The Church may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church to the extent doing so is consistent with public policy or as may be provided by these Bylaws, by contract, or by general or specific action of The Administration Coordination Team as approved and authorized by the Church membership.

# Article XVI. Policy and Procedures

The Church shall have at all times a policies and procedural manuals on matters to include but not limited to children, youth, personnel, property, financial internal controls, use of facilities and equipment and all other matters the Church deems needful to maintain safety, and to keep within its purposes. All policies established within the Church shall be developed within the guidelines of the Code.

When additional policy is deemed necessary, or when modification of existing policy is needed, any Church member or ministry team may submit a request for new or modification of policy to The Administration Coordination Team. New policy shall be discussed and either developed or rejected based on current law and only after consulting with an expert on the matter by the Administration Coordination Team leaders. The final decision for immediate implementation of proposed new or modified policy to the Church shall be effected by a unanimous vote of The Administration Coordination Team and the Corporate Board.

A copy of the Church's policy and procedure manual may be available online, as well as kept in the Church office at all times for reference and copies made available to eligible members upon advance written request.

**Article XVII. Retention of Records and Reports**

The Church through its officers and staff shall retain permanently the following records and documents: Articles of Incorporation, Church Bylaws, titles to property, insurance policies, membership rolls, stock certificates & transfer lists, minutes of Church business meetings (Church-in-Conference), annual financial reports, audit reports, copyrights and trademark registrations, Church newsletters, Sunday bulletins, legal correspondence, tax returns and working papers, retirement and pension records, and such other documents whose permanent retention is required by congregational action. These documents shall be maintained in a secure location under the control of the Church.

The following records shall be retained for a period of ten (10) years in a secure location: all Church financial records and statements (bank statements and recorded checks; contribution statements; vendor documentation; purchase orders; housing allowance designations); accident reports; personnel records (applications for employment, terminated employee records, expired contracts, personnel files, payroll records); property documents (appraisals, expired insurance policies, tax or other financial matters); contracts and agreements, wills of deceased donors; federal/state/local filings; insurance documents (accident reports, claims (after settlement), expired policies, and safety reports); and expired trust agreements.

**Article XVIII. Amendments to Bylaws**

These Bylaws shall be considered adopted and in immediate effect if and when three-fourths (3/4) of the members present at the business meeting shall vote in favor of the same.

**Article XVIX. Dissolution**

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

**Article XX. Emergency Powers and Bylaws**

An “emergency” exists for the purposes of this Article XX if a quorum of the Church membership cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Ministry Connection and Coordination Team, Administration Coordination Team, and Corporate Board, in mutual agreement, may: (i) modify lines of succession to accommodate the incapacity of any The Administration Coordination Team member, officer, employee, or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the The Administration Coordination Team and/or Church membership only needs to be given to those The Administration Coordination Team members and/or Church membership whom such notice is practicable. The form of such notice may also include notice by publication or radio. One (1) or more officers of the Church present at a meeting of the The Administration Coordination Team may be deemed The Administration Coordination Team members for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any The Administration Coordination Team member, officer, employee, or agent of the Church on the ground that the action was not authorized. The Ministry Connection and Coordination Team, Administration Coordination Team, and Corporate Board may also adopt emergency bylaws, subject to amendments or repeal by the full Church membership, which may include provisions necessary for managing the Church during an emergency including: (i) procedures for calling a meeting of the The Administration Coordination Team and/or Church membership; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute The Administration Coordination Team members. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

**Article XXI. Whistleblower Policy**

**Section 1 Purpose.**

The Church requires all of its directors, officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Church, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Therefore, if a director, officer, employee, or volunteer of the Church reasonably believes that the Church, by and through its directors, officers, employees, or volunteers, or entities with whom the Church has a business relationship, is in violation of applicable law or regulation, or any policy or procedure of the Church, then that individual shall file a written complaint with either his or her supervisor or the The Administration Coordination Team of the Church. This policy is intended to encourage and enable employees and others to raise serious concerns within the Church prior to seeking resolution outside the Church.

**Section 2 Procedure.**

(a) *Reporting Responsibility*.It is the responsibility of all of the Church’s directors, officers, employees, and volunteers to comply with all applicable laws and regulations, as well as all policies and procedures of the Church and to report violations or suspected violations in accordance with the Policy.

If a director, officer, employee, or volunteer of the Church reasonably believes that any policy, practice, or activity of the Church is in violation of any applicable law, regulation, policy, or procedure of the Church, then the director, officer, employee, or volunteer should share their questions, concerns, or complaints with someone who may be able to address them properly. If the concerns are not addressed, the reporting individual should make a formal complaint as outlined herein.

(b) *Acting in Good Faith*.Anyone filing a complaint concerning a violation or suspected violation of any applicable law, regulation, policy, or procedure of the Church must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the applicable law, regulation, policy, or procedure of the Church. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

(c) *Reporting Violations*.In most cases, an employee or volunteer’s supervisor is in the best position to address an area of concern. However, if the reporting individual is not comfortable speaking with his or her supervisor, or the reporting individual is not satisfied with his or her supervisor’s response, the reporting individual is encouraged to speak with a member of the The Administration Coordination Team. Directors are required to report suspected violations directly to the entire The Administration Coordination Team.

 (d) *Accounting and Auditing Matters*.The Administration Coordination Team shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Administration Coordination Team shall work until the matter is resolved.

(e) *Evidence*.Although the reporting individual is not expected to prove the truth of an allegation, the reporting individual needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.

(f) *Investigation of Complaint*.After receipt of the complaint, the director to whom the complaint was made shall provide the complaint to the entire Administration Coordination Team. The Administration Coordination Team shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Administration Coordination Team shall receive a report on each complaint and a follow-up report on action taken.

(g) *Handling of Reported Violations*.The director to whom the complaint was made shall notify the reporting individual and acknowledge receipt of the reported violation within five (5) business days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

A reporting individual who reasonably believes that s/he has been retaliated against in violation of this Policy shall follow the same procedures as s/he did when s/he filed the original complaint.

**Section 3 Safeguards.**

(a) *Confidentiality*. Reported or suspected violations may be submitted on a confidential basis by the reporting individual or may be submitted anonymously. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

However, the reporting individual is encouraged to put his or her name to the allegation because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to:

* The seriousness of the issue raised;
* The credibility of the concern; and
* The likelihood of confirming the allegation from documentation
and/or other sources.

Every effort will be made to protect the reporting individual’s identity; though all individuals considering such a report should be advised that anonymity cannot be assured if an external investigation or criminal proceedings relating to the report occur.

(b) *No Retaliation*.No reporting individual who, in good faith, reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or representative of the Church who retaliates against a reporting individual who has reported a violation in good faith is subject to discipline up to, and including, termination of employment or dismissal from Church representation.

(c) *Harassment or Victimization*.Harassment or victimization of the reporting individual for providing information in accordance with this policy by anyone affiliated with the Church will not be tolerated. In addition, the provision of such information shall not in any way influence, positively or negatively, the carrying out of routine disciplinary procedures by management as stated in the Church’s employment policy.

 (d) *Malicious Allegations*.The Administration Coordination Team recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations would be damaging to the mission, integrity, and moral of the Church or the reputation of the accused individual. The safeguards stated in this policy do not apply to individuals who make such complaints. Such allegations may result in disciplinary action, including but not limited to termination of employment and/or dismissal of Church Membership.

**Article XXII. Conflict of Interest Policy.**

**Section 1 Purpose.**

The purpose of the conflict-of-interest policy is to protect the Church’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director or officer of the Church or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

 **Section 2 Definitions.**

1. *Interested Person*. Any director, principal officer, or member of a committee with powers delegated by The Administration Coordination Team, who has a direct or indirect financial interest, as defined below, is an interested person.
2. *Financial Interest*. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
	1. An ownership or investment interest in any entity with which the Church has a transaction or arrangement;
	2. A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or
	3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

 **Section 3 Procedures.**

1. *Duty to Disclose*. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given opportunity to disclose all material facts to The Administration Coordination Team.
2. *Determining Whether a Conflict of Interest Exists*. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave The Administration Coordination Team meeting while the determination of a conflict of interest is discussed and voted upon. The remaining The Administration Coordination Team members shall decide if a conflict of interest exists.
3. *Procedures for Addressing the Conflict of Interest*.
	1. An interested person may make a presentation at The Administration Coordination Team meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
	2. The chairman of The Administration Coordination Team may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
	3. After exercising due diligence, The Administration Coordination Team shall determine whether the Church can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
	4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, The Administration Coordination Team shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Church’s best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.
4. *Violations of the Conflicts of Interest Policy*.
	1. If The Administration Coordination Team has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
	2. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, The Administration Coordination Team determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4 Records of Proceedings.**

The minutes of the The Administration Coordination Team shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Administration Coordination Team decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 5 Compensation.**

1. A voting member of the Administration Coordination Team who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member’s compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member’s compensation.
3. No voting member of the Administration Coordination Team or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article XXIII. Transactions of the Church.**

 Consistent with and subject to Article XI of these Bylaws:

 **Section 1 Contracts and Legal Instruments.**

 The Corporate Board may authorize an individual officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

 **Section 2 Deposits.**

 All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Finance Team selects, unless otherwise instructed by an affirmative vote of the Church membership.

 **Section 3 Gifts.**

 The Finance Team may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Church including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein.

 **Section 4 Ownership of Property.**

 The Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

 **Section 5 Real Property.**

 Title to real property of the Church shall be in the name of the Church. Real property may be purchased in the name of or on behalf of the Church with the affirmative vote of the Church membership. Real property of the Church may be sold, mortgaged, conveyed, transferred, or otherwise disbursed with the affirmative vote of the Church membership.

 **Section 6 Approval of Purchases.**

 The purchases of fixed assets in excess of 2% of the Church’s annual budget shall be subject to the prior approval of the Church membership, consistent with and subject to Article VIII of these Bylaws.

**Article XXIV. Powers and Restrictions.**

 Except as otherwise provided in these Bylaws and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

1. The Church shall not pay dividends, and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers, or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Articles of Incorporation or these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Church shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.
2. In the event this Church is in any one (1) year a “private foundation” as defined by Section 509(a) of the Internal Revenue Code of 1986, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986; and further shall be prohibited from: (i) any act of “self-dealing” as defined in Section 4941(d) of the Internal Revenue Code of 1986; (ii) retaining any “excess business holdings” as defined by Section 4943(c) of the Internal Revenue Code of 1986; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.
3. The Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church’s religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

**Article XXV. Validation**

These By-Laws were approved on in a special called meeting for that purpose.

A copy of these Bylaws shall be kept by the clerk at all times among his/her records and another copy shall be kept in the Church office and all amendments to or revisions thereof shall be prepared by the clerk and attached to copies of the constitution and by-laws and made available to Church members generally upon request.

Signed:

 Moderator

 Chair of Corporate Board

 Church Clerk