

CONSTITUTION & BYLAWS
of
GUILFORD BAPTIST CHURCH

STERLING, VIRGINIA

Adopted on November 19, 2006

Amended on November 16, 2008

Amended on November 21, 2010

Table of Contents

CONSTITUTION

| | |
|------------------------------|---|
| I. NAME | 1 |
| II. PURPOSES | 1 |
| III. STATEMENT OF FAITH..... | 1 |
| IV. CHURCH COVENANT..... | 4 |
| V. AMENDMENTS | 4 |

BYLAWS

| | |
|--|----|
| ARTICLE 1: MEMBERSHIP | 5 |
| Section 1 – Qualifications | 5 |
| Section 2 – Admission | 5 |
| Section 3 – Duties and Privileges..... | 5 |
| Section 4 – Voting..... | 6 |
| Section 5 – Associate Members..... | 6 |
| Section 6 – Church Discipline | 6 |
| Section 7 – Termination | 8 |
| ARTICLE 2: WORSHIP SERVICES AND MEETINGS | 8 |
| Section 1 – Worship Services..... | 8 |
| Section 2 – Members’ Meetings..... | 8 |
| ARTICLE 3: OFFICERS | 9 |
| Section 1 – Summary | 9 |
| Section 2 – Elders | 9 |
| Section 3 – Deacons | 11 |
| Section 4 – Clerk | 11 |
| Section 5 – Treasurer | 12 |

| | |
|---|----|
| ARTICLE 4: CHURCH CORPORATION | 12 |
| Section 1 – Directors | 12 |
| Section 2 – Officers | 12 |
| Section 3 – Annual Meeting of the Directors | 12 |
| Section 4 – Annual Meeting of the Members | 13 |
| ARTICLE 5: PASTORAL STAFF | 13 |
| Section 1 – Senior Pastor | 13 |
| Section 2 – Associate Pastors | 13 |
| Section 3 – Assistant Pastors | 13 |
| Section 4 – Pastoral Assistants | 14 |
| ARTICLE 6: ELECTIONS | 14 |
| Section 1 – Principles | 14 |
| Section 2 – Selection of Officers | 14 |
| Section 3 – Calling of the Senior Pastor | 14 |
| Section 4 – Calling of an Associate Pastor | 15 |
| Section 5 – Calling of an Assistant Pastor | 15 |
| ARTICLE 7: DISPUTE RESOLUTION | 15 |
| ARTICLE 8: INDEMNIFICATION..... | 15 |
| Section 1 – Mandatory | 15 |
| Section 2 – Permissive | 16 |
| Section 3 – Determinations | 16 |
| ARTICLE 9: POLICIES AND PROCEDURES | 16 |
| ARTICLE 10: AMENDMENT | 16 |

CONSTITUTION

I. NAME

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

II. PURPOSES

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

Worshipping Him;

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

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

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

Administering the ordinances of baptism and communion;

Encouraging biblical fellowship among believers; and

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

III. STATEMENT OF FAITH

This church adopts the following as our Statement of Faith:

The Scriptures

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

Of The True God

We believe that there is one, and only one, living and true God, an infinite, intelligent Spirit, whose

name is JEHOVAH, the Maker and Supreme Ruler of heaven and earth; inexpressibly glorious in holiness, and worthy of all possible honor, confidence, and love; that in the unity of the Godhead there are three persons, the Father, the Son, and the Holy Ghost; equal in every divine perfection, and executing distinct but harmonious offices in the great work of redemption.

Of The Fall Of Man

We believe that Man was created in holiness, under the law of his Maker; but by voluntary transgression fell from that holy and happy state; in consequence of which all mankind are now sinners, not by constraint but choice; being by

nature utterly void of that holiness required by the law of God, positively inclined to evil; and therefore under just condemnation to eternal ruin, without defense or excuse.

Of The Way Of Salvation

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

Of Justification

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

Of The Freeness Of Salvation

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

Of Grace In Regeneration

We believe that, in order to be saved, sinners must be regenerated, or born again; that regeneration consists in giving a holy disposition to the mind; that it is effected in a manner above our comprehension by the power of the Holy Spirit, in connection with divine truth, so as to secure our voluntary obedience to the gospel; and that its

proper evidence appears in the holy fruits of repentance, and faith, and newness of life.

Of Repentance And Faith

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

Of God's Purpose Of Grace

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

Of Sanctification

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

Of The Perseverance Of Saints

We believe that such only are real believers as endure unto the end; that their persevering attachment to Christ is the grand mark which distinguishes them from superficial professors; that a special Providence watches over their

welfare; and they are kept by the power of God through faith unto salvation.

Of The Harmony Of The Law And The Gospel

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

Of A Gospel Church

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

Of Baptism And The Lord's Supper

We believe that Christian Baptism is the immersion in water of a believer, into the name of the Father, and Son, and Holy Ghost; to show forth in a solemn and beautiful emblem, our faith in the crucified, buried, and risen Savior, with its effect, in our death to sin and resurrection to a new life; that it is pre-requisite to the privileges of a church relation; and to the Lord's Supper, in which the members of the church by the sacred use of bread and wine, are to commemorate together the dying love of Christ; preceded always by solemn self-examination.

Of The Christian Sabbath

We believe that the first day of the week is the Lord's Day, or Christian Sabbath; and is to be kept sacred to religious purposes by preparation for that rest that remaineth for the people of God.

Of Civil Government

We believe that Civil Government is of Divine appointment, for the interests and good order of human society; and that magistrates are to be prayed for, conscientiously honored, and obeyed; except only in things opposed to the will of our Lord Jesus Christ, who is the only Lord of the conscience, and the Prince of the kings of the earth.

Of The Righteous And The Wicked

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

Of The World To Come

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

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

IV. CHURCH COVENANT

This church adopts the following as our church covenant:

Having been led, as we believe, by the Spirit of God, to receive the Lord Jesus Christ as our Savior;

And on the profession of our faith, having been baptized in the name of the Father, and of the Son, and of the Holy Spirit;

We do now, in the presence of God, angels, and this assembly, most solemnly and joyfully enter into covenant with one another, as one body in Christ.

We engage, therefore, by the aid of the Holy Spirit, to walk together in Christian love; to strive for the advancement of this church in knowledge, holiness, and comfort;

To promote its prosperity and spirituality, to sustain its worship, ordinances, discipline, and doctrines;

To contribute cheerfully and regularly to the support of the ministry, the expenses of the church, the relief of the poor, and the spread of the gospel through all nations.

We engage to maintain family and private devotions; to religiously educate our children; to seek the salvation of our kindred and acquaintances;

To walk cautiously in the world; to be just in our dealings, faithful in our engagements, and exemplary in our conduct; to abstain from behaviors known to be harmful to the body or soul; to use our influence to spread Christian values.

To avoid all tattling, backbiting, gossip, and excessive anger.

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

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

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

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

V. AMENDMENTS

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

BYLAWS

ARTICLE 1 MEMBERSHIP

Section 1 – Qualifications

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

Section 2 – Admission

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

Section 3 – Duties and Privileges

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

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

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

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

Section 4 – Voting

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

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

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

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

Section 5 – Associate Members

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

Section 6 – Church Discipline

Any member consistently neglectful of his or her duties as embodied in the Church Covenant or the Constitution and Bylaws, or guilty of conduct by which the name of our Lord Jesus Christ may be dishonored, and so opposing the welfare of the church, shall be subject to the admonition of the

elders 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.

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

If the elders or the members vote to discipline the member, it may be announced to the members to carry out the Biblical admonition to bring about repentance and restoration of the disciplined member. Members who have been excommunicated by the church shall be restored to full membership privileges according to the spirit of 2 Corinthians 2:7-8 when their conduct is judged by the elders and the members to be in accordance with the Statement of Faith, Church Covenant, and Biblical repentance. The elders will communicate such restoration to the church in a timely manner.

Church discipline can include admonition by the elders or congregation, suspension from communion for a definite period, deposition from office, and excommunication (*see* Matthew 18:15–17; 2 Thessalonians 3:14–15; 1 Timothy 5:19–20; 1 Corinthians 5:4–5).

The purposes of such discipline should be

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

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

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

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

For the purity of the church as a whole;

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

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

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

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

See Deuteronomy 5:11; 1 Kings 11:2; 2 Chronicles 19:2; Ezra 6:21; Nehemiah 9:2; Isaiah 52:11; Ezekiel 36:20; Matthew 5:16; John 15:8, 18:17, 25; Romans 2:24; 15:5–6; 2 Corinthians 6:14–7:1; Ephesians 1:4; 5:27; 1 Peter 2:12.

Section 7 – Termination

Termination of membership in this church occurs:

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

ARTICLE 2 WORSHIP SERVICES AND MEETINGS

Section 1 – Worship Services

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

Section 2 – Members' Meetings

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

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

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

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

Place. Business meetings of the members shall be held at the church meeting place or at such other place as may be designated by the elders in the meeting notice.

Notice. Written notice of the date and time of regular meetings shall given at least ten (10) but not more than sixty (60) days before the meeting date. Written notice of the date, time, and purpose of any special meeting shall be given at least ten (10) but not more than sixty (60) days before the meeting date. Notwithstanding the foregoing, notice of a members' meeting to act on an amendment of the articles of incorporation, a plan of merger, domestication, a proposed sale,

lease, exchange, or other disposition of all or substantially all of the church assets, or the dissolution of the church corporation shall be given not less than twenty-five (25) nor more than sixty (60) days before the meeting date.

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

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

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

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

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

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

ARTICLE 3 OFFICERS

Section 1 – Summary

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

Section 2 – Elders

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

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

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

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

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

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

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

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

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

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

Election. The church shall recognize, in accordance with Article 6, Section 2 of the Bylaws, men

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

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

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

Section 3 – Deacons

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

Election. The church shall recognize, in accordance with Article 6, Section 2 of the Bylaws, men and women who are giving of themselves in service to the church, and who possess particular gifts of service. These members shall be received as gifts of Christ to His church and set apart as deacons and deaconesses. They shall be nominated by the elders and elected to serve for a term of three years, or until their successors for their respective ministry areas are elected, and thereafter may only be elected to another term after a sabbatical of one year.

Section 4 – Clerk

The clerk shall be responsible for recording the minutes of all members' meetings of the church, preserving an accurate roll of the membership, and rendering reports as requested by the pastor, the elders, the deacons, or the church. The church clerk also shall ensure that dated copies of the most recent version of the Constitution and Bylaws are available for all members. In the absence or incapacity of the clerk, the elders shall appoint another member to perform the duties of the clerk. The clerk shall be nominated by the elders and elected by the members to serve a term of one year,

or until a successor is elected.

Section 5 – Treasurer

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

ARTICLE 4 CHURCH CORPORATION

For purposes of the corporation laws of the Commonwealth of Virginia:

Section 1 – Directors

The elders shall serve as the directors of the church corporation, and the corporate powers of the church corporation shall be exercised by or under their authority. No salary or compensation shall be paid to any director in his capacity as a director, but nothing herein shall be construed to preclude any director from serving the church in any other permitted capacity and receiving reasonable compensation therefor. Moreover, directors may receive reasonable reimbursement for church-related travel and other approved expenses upon request and submission of proper written documentation

Section 2 – Officers

The officers of the church corporation shall be president, treasurer, and secretary, and may include one or more vice presidents as the directors may from time to time determine. The officers must be members of the church, and the president must also be an elder of the church. Unless otherwise determined by the directors, the senior pastor shall serve as the president, the church clerk shall serve as the secretary, and the church treasurer shall serve as the treasurer of the church corporation. In the event of a vacancy in the office of secretary or treasurer because of death, resignation, removal, disqualification, or any other reason, the directors may appoint a member of the church to serve in such office on an interim basis until such time as a successor has been nominated and elected by the church.

Section 3 – Annual Meeting of the Directors

The annual meeting of the board of directors shall be held contemporaneously with the first elders' meeting of the fiscal year. Notice of such elders' meeting given in accordance with the procedures

established by the elders shall constitute proper notice of the annual meeting of the board of directors.

Section 4 – Annual Meeting of the Members

The annual meeting of the members shall be held contemporaneously with the first members' meeting of the fiscal year. Notice of such members' meeting given in accordance with the Bylaws shall constitute proper notice of the annual meeting of the members.

ARTICLE 5 PASTORAL STAFF

Section 1 – Senior Pastor

The senior pastor shall be an elder. He shall perform the duties of an elder described in Article 3, Section 2, and shall be recognized by the church as particularly gifted and called to the full-time ministry of preaching and teaching. His call shall not be subject to the triennial reaffirmation or to the term limitation for elders set out in Article 3, Section 2. His call shall be defined as per Article 6, Section 3. He shall preach on the Lord's Day, administer the ordinances of baptism and communion, and perform such other duties as usually pertain to that office, or as set forth in the Constitution. In the absence or incapacity of the senior pastor, the elders shall assume responsibility for his duties, any of which may be delegated.

Section 2 – Associate Pastors

The church may call additional pastors whose relationship to the senior pastor is that of associate. An associate pastor shall be an elder. He shall perform the duties of an elder described in Article 3, Section 2, and shall be recognized by the church as particularly gifted and called to the full-time ministry of preaching and teaching. His call shall not be subject to the triennial reaffirmation or to the term limitation for elders set out in Article 3, Section 2. His call shall be defined as per Article 6, Section 4. He shall assist the senior pastor in the performance of his regular duties and shall perform any other duties as usually pertain to the 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 senior pastor for defined periods of time (such as sabbatical or illness), the associate pastor(s) shall assume the responsibility for his duties under the oversight of the elders.

Section 3 – Assistant Pastors

The church may call additional pastors, from within the congregation only, whose relationship to the senior pastor is that of assistant. An assistant pastor shall be an elder. He shall perform the duties of an elder described in Article 3, Section 2, and shall be recognized by the church as particularly gifted and called to the full-time ministry of preaching and teaching. His call shall be subject to the triennial reaffirmation and term limitation for elders set out in Article 3, Section 2. His call shall be defined as per Article 6, Section 5. He shall assist the senior pastor and associate pastor(s) in the performance of their regular duties, and shall perform any other duties as usually pertain to the office of pastor. The elders shall define the responsibilities of the assistant pastor(s).

Section 4 – Pastoral Assistants

The senior pastor may hire additional staff to assist with pastoral ministry, designated as pastoral assistants. These shall not be pastors, though they may be recognized as elders should they be nominated by the elders and elected by the congregation, in accordance with Article 3, Section 2. The senior pastor shall assign the responsibilities of the pastoral assistant(s). They shall serve at the will of the senior pastor for a term of one year, though that term may be extended with the approval of the elders.

ARTICLE 6 ELECTIONS

Section 1 – Principles

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

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

Section 2 – Selection of Officers

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

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

Section 3 – Calling of the Senior Pastor

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

Section 4 – Calling of an Associate Pastor

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

Section 5 – Calling of an Assistant Pastor

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

ARTICLE 7 DISPUTE RESOLUTION

Believing that the Bible commands Christians to make every effort to live at peace and to resolve disputes with each other in private or within the Christian Church (*see, e.g.,* Matthew 18:15–20, 1 Corinthians 6:1–8), the church expects its members to resolve conflict among themselves according to biblically-based principles, without reliance on the secular courts. Consistent with its call to peacemaking, the church shall follow biblically-based principles and seek to avoid lawsuits to resolve disputes between itself and those outside the church, whether Christian or pagan and whether individuals or corporate entities. The elders shall adopt policies and procedures to effect these requirements and aspirations.

ARTICLE 8 INDEMNIFICATION

Section 1 – Mandatory

If a legal claim or criminal allegation is made against a person because he or she is or was a director,

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

Section 2 – Permissive

With the unanimous decision of the elders, the church also may indemnify any person who acted in good faith and reasonably believed that his or her conduct was in the church's best interest and not unlawful.

Section 3 – Determinations

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

ARTICLE 9 POLICIES AND PROCEDURES

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

ARTICLE 10 AMENDMENT

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