

Constitution & Bylaws of North Bedford Baptist Church

Constitution

Article I - Name

This Virginia nonprofit Church Corporation shall be known as the North Bedford Baptist Church, 4310 Coffee Rd., Bedford County VA (hereinafter referred to as the "Church") and including the Ivy Chapel Union Church at 4773 Coffee Rd, Bedford County, VA.

Article II - Purpose

The purpose of North Bedford Baptist Church is to propagate, among all people, the Gospel of Jesus Christ by providing opportunities for worship, fellowship, training, spiritual growth, witnessing, and ministry.

Article III - Declaration of Faith

We affirm the Holy Bible as the inerrant, infallible, and inspired Word of God and declare that this Bible is to be the authority in all matters of faith and practice. This Church accepts "The Baptist Faith and Message 2000," found at www.sbc.net/bfm/bfm2000.asp as a general statement of our faith.

Article IV – Marriage and Family

We believe that Marriage unites one man and one woman in a lifetime commitment to each other (Genesis 2:23-24; Matthew 19:4-6). Marriage provides for intimate companionship, pure sexual expression (Genesis 2:25; Ephesians 5:31-33), procreation, and reflects the relationship of Christ and the church (Genesis 1:28; Proverbs 5:15-19; 1 Corinthians 7:1-5). A husband is commanded to love his wife as Christ loved the church. A wife is commanded to submit to her husband as the church submits to Christ (Ephesians 5:22-33).

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

Article V - Affiliations

The government of the Church is vested in the body of baptized believers who compose it. As such, the Church is subject to the control of no other ecclesiastical body. Recognizing, however, the benefits of cooperation and mutual counsel, the Church voluntarily affiliates with the Southern Baptist Conservatives of Virginia (SBCV) and the Southern Baptist Convention (SBC).

Article VI - Church Covenant

Having been led by the Holy Spirit 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 of Christ.

We commit, through the power of the Holy Spirit, to walk together in Christian love, to remember one another in prayer, to help one another in time of need, to exercise gentleness and humility in our dealings with one another, promote the advancements of this Church, to be faithful in our responsibilities and commitments to this Church, each other, to our fellow man, and to God.

We further commit to spread the Gospel of Jesus Christ and seek the salvation of all around us, to include the children of the Church.

We have read the Articles, Constitution, and Bylaws including but not limited to those policies dealing with church discipline, conflict resolution and members' rights and responsibilities and holy covenant and agree to be bound by the Articles, Constitution, and Bylaws and accompanying policies and procedures.

Article VII - Amendments

Proposed changes to the Constitution shall be submitted to the Board of Directors/Deacons for consideration and comment. The Board of Directors/Deacons shall, where appropriate, present the proposed changes and their comments to the Church at a regular or special Business Meeting. This Constitution may be amended by three-quarter (3/4) vote of the members present and voting, provided that:

- a) The proposed written amendments have been presented at a previous Business Meeting
- b) The proposed amendments have been mailed, emailed, or otherwise been made available to the Church membership at least four (4) weeks before the meeting to act on the amendments

The proposed amendments have been announced on a previous Sunday morning at least two (2) weeks before the vote is taken.

Bylaws

Article I - Membership

Section 1 – General – The membership of this Church shall consist of such persons who have met the qualification for membership listed below and are listed on the membership rolls.

All present members of the unincorporated entity known as North Bedford Baptist Church shall upon incorporation agreeing to be bound by the Articles, Constitution and Bylaws of the new corporation become members of this Church. No members of this Church, or any officer nor member of the Board of Directors/Deacons, 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 Corporation.

Section 2- Qualification and Admission - Membership in this Church shall consist of all persons who have:

- a) Made a personal profession of faith in Jesus Christ as personal Savior and Lord before the Senior Pastor and Deacons,
- b) Been baptized by immersion, following the example of our Lord, and
- c) Committed to voluntarily subscribe to the Members Covenant

Admission to membership shall be by majority vote of the congregation, at any worship service, after consultation with the Pastor or Deacon acting on behalf of the Pastor.

Section 3- Classes of Membership

- a) Active Member – All persons who have been received into membership of the Church and who regularly attend and support the work of the Church. Active members who are not under Church discipline shall have full and equal rights of voting and expression in the decisions of the Church and hold elected leadership positions within the Church. Members on the meeting date who are otherwise eligible to vote are entitled to vote at the meeting. Those members who are unable to regularly attend due to medical reasons, military service, or seeking education away from the area shall be considered Active members so long as the stated exemption applies.
- b) Inactive Member – Members who evidence no interest in the Church by attendance or support for a period of one (1) year may be classified as Inactive members. Inactive members have neither voice nor vote in Church affairs, and may not hold elected leadership. After an additional ninety (90) day period, the Clerk shall remove them from the active membership rolls upon notice by the Board. Upon written request by an inactive member stating good cause, the Board may reinstate the member to Active member status.

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The Board shall review the membership roll at least biannually and attempt to contact individuals to determine membership status. For those who do not meet the qualifications for Active membership, a letter will be sent out informing them that they are an inactive member of the Church.

Section 4- Voting Privileges of Membership

All active members eighteen (18) years of age or older, regardless of length of membership, and in good standing shall have equal rights to vote on all matters of church business and church policy (proxy voting is not permitted), including but not limited to:

- a) Annual Budget and any ten (10%) change to the Annual Budget within the year requires a majority vote
- b) Dissolving or disposition of all, substantially all, of the Church assets requires a 3/4 vote
- c) Acquisition, transfer, or sale of real property, and related indebtedness requires a 2/3 vote
- d) Amendment to Bylaws of the church requires a 2/3 vote
- e) Amendment to the Constitution requires a 3/4 vote
- f) Calling of the Pastor requires a 3/4 vote
- g) Election of Officers, Deacons, and other lay leadership requires a majority vote
- h) Any other major event or decision as designed by the Board requires a majority vote unless otherwise stated

Section 5- Termination of Membership

Membership in this body of believers shall be terminated upon:

- a) death of the member
- b) written request of the member to withdraw from membership
- c) written request of the member to transfer to another church of similar faith
- d) dismissal under Church Discipline

Section 6- Church Discipline and Restoration

It shall be the practice of this Church to pursue every reasonable measure for peace and reconciliation. Should one member sin against another member or the Church, engage in unrepentant, immoral conduct or unbiblical teaching, the aggrieved members shall follow in a tender spirit the rules given by our Lord in Matthew 18:15-17; 1 Corinthians 5:9-13; and 1 Thessalonians 5:12-15 and Galatians 6:1. The Pastor(s), Deacons, and mature Members are available for counsel and guidance to the aggrieved members. The purposes of such discipline should be for:

- a) The repentance, reconciliation, and spiritual growth of the individual disciplined. (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 ;

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- 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)
- b) The instruction in righteousness and good of other Christians, as an example to them. (Proverbs 13: 20 ; Romans 15: 14 ; 1 Corinthians 5: 11 ; 15: 33 ; Colossians 3: 16 ; 1 Thessalonians 5: 14 (note- this is written to the whole church, not just to leaders); 1 Timothy 5: 20 ; Titus 1: 11 ; Hebrews 10: 24-25)
 - c) The purity of the church as a whole. (1 Corinthians 5:6-7 ; 2 Corinthians 13:10; Ephesians 5: 27 ; 2 John 10 ; Jude 24 ; Revelation 21: 2)
 - d) The good of our corporate witness to non-Christians. (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)
 - e) Supremely for the glory of God by reflecting His holy character. (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)

The Church will look to the Board for the effective functioning and discipline of its members. Only after good faith efforts by the Pastor and Deacons to bring about repentance and reconciliation have proven futile, the Board, or its designees, shall give notice to the member of the unrepentant sin, the time, and place to address the charges. Discipline may include, but is not limited to, dismissal, censure, suspension, or any other measures that the Board decides will bring about repentance. If the member does not repent and is disciplined by the Board, it will be announced to the members to carry out the Biblical admonitions to bring about repentance and restoration of the disciplined member.

Members dismissed by Church Discipline shall be restored to full membership privileges by majority vote of the Church, according to the spirit of 2 Corinthians 2:7-8. The Pastor and Deacons shall bring the matter of Restoration before the church when the disciplined member's conduct is judged to be in accordance with the Statement of Faith, Church Covenant and Biblical repentance.

Article II - Membership Meetings

Section 1 - Place - Business meetings shall be held at the church or at such a place as may be designated from time to time by the Pastor or Deacons.

Section 2 - Regular meetings- The regular church business meetings shall be held on the Wednesday, after the first Sunday, in the months of Jan., April., July., Aug., and Oct. The Pastor and/or Deacon may change such meetings by giving notice on the preceding Sunday.

Section 3- Special meetings - Special business meetings of the Church may be called by the Pastor and/or the Deacons. The Pastor and/or Deacons may be

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requested to call a special meeting if at least fifteen active members (defined in Section 2 of Membership), present such a request in writing.

Section 4- Notice Requirements of Business Meeting

Whenever members are required or permitted to take action at a meeting, notice shall be given to members no less than two weeks prior to a meeting.

Notification shall be given in two or more of the following manners:

- a) Distribution of written material at a Sunday service
- b) Announcement of the meeting in the church bulletin
- c) Oral announcement to the congregation at a Sunday service
- d) Delivery by US mail to each member as identified on the membership role
- e) By e-mail to the membership (Only valid when done in conjunction with one of the other above methods)

Section 5- Presiding Officer - The Pastor shall serve as moderator/chairman in church meetings. In the absence of the Pastor, the Chairman of the Board of Deacons shall serve, as moderator/chairman, and in his absence, the Vice Chairman of the Board of Deacons.

Section 6- Quorum – Those members present and voting at a meeting duly noticed and called shall constitute a quorum of the membership with a minimum of ten (10) active member households present.

Section 7- Order of Business- The following order shall be used in regular business meetings

- a) reading of the minutes by the Clerk
- b) reading of reports of officers
- c) reading of reports of committees
- d) unfinished business
- e) new business
- f) adjournment

Section 8- Minutes- Minutes of the regular and special business meetings shall be taken and kept in the records under the custody of the designated Clerk.

Section 9- Lord's Supper - The ordinance of the Lord's Supper shall be observed on the first Sunday of Jan, March, May, July, September, November and Christmas Eve; however, the Pastor and the Deacons may change the time, or cancel the observance, in a particular month with good reason.

Article III – Board of Directors / Deacons

Section 1- General Powers- The corporate powers of the church shall be exercised by or under the authority of the Board of Directors/Deacons (hereinafter also referred to as the “Board” or the “Directors” or the “Deacons”). The powers, business and property of the Church shall be exercised, conducted

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and controlled by the Board for the purposes of every effort to direct the affairs of the Church with unanimous agreement. If, in the course of the decision-making process, the Board cannot unanimously agree, then the decision will be made by majority vote of the Board members. The Board shall be responsible for the maintenance of Scriptural discipline within the Church and its membership.

Section 2- Qualifications - In the selection of Directors/Deacons, the church shall be guided by the Scriptural qualifications as outlined in Acts 6 and 1 Timothy 3. Directors/Deacons shall be active members of this church who have maintained good standing for a minimum of two (2) years.

Section 3 – Number and Term – The Board of Directors/Deacons shall consist of the Senior Pastor and the Deacons. Lay members of the Board shall be elected for a three (3) year term by majority vote of the Members during the annual business meeting. There shall be three annual classes of Board members so approximately one-third (1/3) of the members are up for election every third year to maintain continuity and make for a smooth transition within the Board. The authorized number of the Board shall be such number as may from time to time be authorized by the Board, provided that such number shall not be less than three (3). No less than fifty (50%) percent of the Board shall be lay members of the congregation and not related to paid staff. With the exception of the Senior Pastor, no Board member shall serve for more than one term (a total of 3 years) without taking at least one year off before thereafter being eligible for reelection. The Board shall annually elect by secret ballot a Chairman, Vice Chairman and Secretary from among the lay members to facilitate the Board meetings.

Section 4- Election -

- a) The Church shall elect one-third (1/3) of the active Directors/Deacons each year, based upon the expiration of terms as occur and upon the Clerk's record of that year.
- b) During the month of May, Church members shall be given the opportunity to present candidates for the office of Director/Deacon, to the active Board. The Nominating Committee, after receiving nominations from the Board, shall present only those nominees, so received, at the August business meeting. No nominations shall be received from the floor.
- c) After election by the Church, those men who have not been previously ordained as Deacons shall be ordained in a public service to be arranged by the Pastor.

Each year, the Church shall elect an alternate to serve for a term of one year, after receiving such nominee from the active Board of Directors/Deacons.

Section 5 - Vacancies – A vacancy on the Board, because of death, resignation, removal, disqualification, or any other cause shall be filled by the elected alternate for the remainder of the term.

Section 6 - Resignation and Removal – Any Board member may at any time deliver a written notice of intent to resign to the Pastor, which shall be effective upon acceptance by the Board. Any Officer or Director may be removed at any time with or without cause when, in the sole judgment and discretion of the Board, it is determined by a three-quarter (3/4) majority vote of the Board members at a duly called meeting that such Board Member should no longer serve on the Board. In the event any Director is so removed, a new Director may be elected by majority vote of the Board to fill the vacancy at that same meeting or a meeting called for that purpose.

Section 7 - Corporate Duties and Specific Powers - Without prejudice to the general powers set forth above, and subject to the same limitations, the Board Members shall have the following duties and powers:

- a) Establishing governing principles, policies and determining practices for the Church, including the creation and maintenance of policies and procedure manuals which shall contain all controlling policies and procedures governing any and all aspects of the Church's affairs, including, but not limited to committee task descriptions, policies regarding the handling of funds, use of facilities, and employment policies and practices;
- b) Exercising oversight of the Church financial, business and property matters and providing counsel;
- c) Hearing and considering all reports and recommendations submitted by pastors, councils, committees and staff;
- d) Approving, at the discretion of the Senior Pastor, those who serve in Church leadership positions;
- e) Determining the compensation of the Pastor, Officers, and support staff of the Church;
- f) Borrowing money and incurring indebtedness on behalf of the Church and cause to be executed and delivered for the Church's purposes and in the Church's name, promissory notes and other evidences of debt and securities;
- g) Conducting such other duties and activities as the Board may determine from time to time that is consistent with the Articles of Incorporation, Constitution, and these Bylaws including those actions requiring a vote of the Members.

Section 8 – Ministry Duties-

- a) Visit the members of the Church and encourage the members in Christian worship, service, and stewardship.
- b) Endeavor to keep the membership enlisted in the full program of the Church and promote peace, harmony, and the spirit of cooperation among the members.
- c) Provide such assistance as the Pastor may desire in seeing that the pulpit is supplied in his absence. When the Church is without a pastor, the Deacons shall cooperate with the Pastor Search Committee in seeing

- that the pulpit is supplied and they shall see that the regular program of the church is carried out.
- d) Assist the Pastor, and as the Holy Spirit directs, they are to consider and make recommendations to the Church in all matter pertaining to its work and progress.
 - e) Seek to know and meet the needs of the congregation, whether physical, moral, or spiritual.
 - f) Be faithful in the programs of the Church and support the Pastor in every way they can.
 - g) Perform an annual evaluation of the Pastor. This evaluation must be completed by June 30th of each year and retained in the records.
 - h) Assist the Pastor in the administration of the Church ordinances and ministries.
 - i) Provide for the discipline of erring members and their reconciliation upon repentance.
 - j) Provide spiritual leadership for the Church when it is without a Pastor.

Section 9 - Transactions with Interested Parties - A contract or other transaction between the Church and one or more of its Board Members, Deacons, or family members thereof (hereinafter "Interested Party"), or between the Church and any other entity, of which one or more of the Church or its Board Members, Deacons, are also Interested Parties, or in which entity is an Interested Party has a financial interest – shall be voidable at the sole election of the Church unless all of the following provisions are satisfied:

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

Common or interested Board Members may not be counted in determining the presence of a quorum at a meeting of the Board (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction. Notwithstanding the above, no loan shall be made by the Church to any of its Board Members, Deacons, or Members.

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Section 10- Conflicts of Interest Policy - The Board shall adopt a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by Board Members, Deacons, Officers, Director or employees. This Policy shall permit the Board to determine whether the contemplated transaction may be authorized as just, fair and reasonable to the Church.

Section 11 - No Compensation for Directors/Deacons - No salary or compensation shall be paid to any member of the Board in his capacity as Member of the Board, but nothing herein shall be construed to preclude any Board Member from serving the Church in any other capacity and receiving reasonable compensation. Moreover, the Board member may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.

Article IV – Board Meetings

Section 1- Place of Meetings - Regular or special meetings of the Board Members may be held at any place that has been designated from time to time by resolution of the Board Members. In the absence of such designation, meetings shall be held at the principal office of the Church. Notwithstanding the above provisions of this section, a regular or special meeting of the Board Members may be held at any place consented to in writing by all of the Board Members, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting.

Section 2- Times and Notice of Meetings - Regular meetings shall be conducted on a monthly basis and without notice. Special meetings may be called at other times by the President or Chairman of the Board with two (2) days' notice to the Board Members by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Section 3- Waiver of Notice - The transactions of any meeting of the Board Members, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Board Members not present signs a written waiver of notice, a consent to holding the meeting, or approves the minutes, by signing the original copy. The waiver of notice or consent shall specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to a Board Member who attends the meeting without protesting before or at its commencement about the lack of notice.

Section 4- Quorum - A majority of the voting Board members present at the beginning of a meeting shall constitute a quorum for purposes of transacting business at a meeting. Every action taken or decision made by a majority of the

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Board shall be deemed to be the act of the Board members. In meetings the Chairman shall preside, or if absent, the Vice Chairman. The Secretary shall record the minutes.

Section 5 – Action without Meeting - Any action required or permitted to be taken by the Board members may be taken without a meeting, if all of the Board Members, 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 Board Members. Such written consent or consents shall be filed with the minutes of the proceedings of the Board Members.

Section 6- Manner of Acting - Except as otherwise provided in these Bylaws, the act of the majority of the Directors/Deacons present at a meeting at which a quorum is present shall be the act of the Board.

Section 7- Participation by Conference Telephone or Similar Electronic Device - Members of the Board of Directors/Deacons or of any committee thereof may participate in a meeting of such Board or 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.

Article V – Ministry Committees/Teams

Section 1- Special Committees - The Board may appoint Special Committees (Standing or Advisory) for such purposes as it deems necessary for carrying out its responsibilities. The Board shall designate the purpose, membership, and duration of each special committee upon its inception. A special committee may not exist beyond the duration of one year without reauthorization of the Board.

Section 2- Organization and Responsibilities - The organization and responsibilities of each Ministry and Special committee will be described more fully in the Policy and Operations Manual.

Section 3- Ministry Committees and Committee Leaders - The Board may establish such other committees, for example finance, stewardship, personnel, and any others needed to assist them in the performance of their responsibilities, and the Board shall select capable people as committee leader or chairperson to oversee and run such ministry committees in the Church. The Board may also terminate any committee which is no longer necessary or effective for ministry. If the Board does not appoint a chairperson, then a chairperson will be selected by the members of that committee and approved by the Board.

Article VI – Officers of the Church

Section 1 - Officers- The officers of the Church shall be the Pastor/President, Clerk, Assistant Clerk, Treasurer, Assistant Treasurer, and such other officers as shall be deemed necessary by the Board. No person may hold more than one of these offices at a given time.

Section 2 - Qualification and Terms of Office. No person shall serve as an officer of the Church or its organizations unless he/she is an active member in good standing and regular attendee of this church. Except as otherwise specified, the term of office of all officers shall be one year, and they shall be elected at the annual business meeting by a majority vote.

Section 3 - The Pastor/President -

A) His appointment - In the event of a vacancy, the Board shall promptly appoint a pastoral search committee consisting of seven members, at least two of whom shall be Deacons (one of which is actively serving) and at least two of whom shall be women, care being exercised to make the committee representative of the church in general. Neither the retiring/resigning Pastor or any other employee of the church may serve on this committee. This committee, after election by the church, shall organize itself and proceed with its work. When the committee has made a choice and that choice has preached at least one sermon at the Church, it shall give at least two (2) weeks' notice of the meeting at which it will submit its report. The committee shall put before the Church only one name at any one time, and no nominations shall be made from the floor. Persons wishing to suggest a possible Pastor may contact the committee. To be elected Pastor, the person nominated by the committee must receive at least 3/4 of the votes cast. Voting shall be by secret ballot. Should the committee's report fail to receive the necessary vote, the Moderator shall declare the nominee not elected and shall refer the matter to the committee for further choice, without debate.

B) Qualifications - In the selection of a Pastor, the Church shall be guided by the Scriptural qualifications as outlined in 1 Timothy 3:1-7. No person shall be elected Pastor who is not a member of the Baptist faith or who does not subscribe completely to the Constitution of this Church.

C) Duties - The Pastor shall have general supervision and direction of the business and affairs of the Church. If the Pastor shall take any reasonable action that is intended as an act of the Church, such actions shall be as valid an action as though it had been authorized at a meeting of the Board of Directors/Deacons. This provision is made to allow the Pastor the freedom to conduct the day-to-day business and affairs of the Church without the necessity of calling a meeting for every decision. This provision is not license for the Pastor to abuse by not seeking or disregarding the collective decisions of the Deacons.

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- a) The duties of the Pastor shall be such as are prescribed by the New Testament and such as usually fall upon the Pastor of a Baptist church.
- b) He shall be ex-officio member of all committees and Board, except the Pastor Search Committee.
- c) He shall supervise the work of such assistant ministers as the church shall employ.
- d) He shall oversee the employment and direction of the work of such office and building maintenance personnel as may be authorized by the Church.
- e) He shall render a report to the Church, annually, in the January business meeting.
- f) He shall periodically visit each of the Sunday School classes conducted by the Church.
- g) Maintain personal relationships with congregants, visiting them in time of need and as appropriate in order to maintain this type of relationship.
- h) Responsible for follow-up of visitors and spiritual consultation with potential new members.

D) Compensation – The Pastor shall be paid a salary and any allowance and benefits as established from time to time by the Board of Directors/Deacons. The Pastor shall remove himself from any discussion and vote regarding his compensation.

E) Termination - The Pastor shall be called for an indefinite term. Should the Pastor or the church desire to terminate the relationship under normal circumstances, the party desiring such change shall give the other written notice of at least thirty (30) days. If circumstances call for disciplinary action, the Directors/Deacons, pending a hearing by the Board, may exercise immediate notice and suspension on behalf of the church.

The Pastor may be terminated under the following circumstances and in the following manner:

- a) Open sin that discredits the role of Pastor and the spiritual leadership of the church and that is Biblically verified by two witnesses (1 Timothy 5:19) – Immediate removal by the Board of Directors/Deacons having a majority vote of that body.
- b) Biblical error defined as deviation from the teachings of the Bible as found in our Statement of Faith – through the disciplinary process described in Art. I, Sect. 6, including and up to removal.
- c) Unresolved performance issues following repeated attempts at reconciliation. If the Board recommends removal, that recommendation shall be submitted to the church membership at a duly called special business meeting. Three-quarter ($\frac{3}{4}$) of the members present and voting by secret ballot is required before the termination action passes.

Section 4 – Clerk -

A) Duties - The Clerk shall keep a full and complete record of all the proceedings of the regular and special business meetings of the Church. The Clerk shall

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have the responsibility for and supervise the keeping of records of the Church to include the keeping of an accurate register of the members of the Church, shall have authority to sign their name to any instrument requiring it, and shall discharge such other duties of the office as prescribed by the Board of Directors/Deacons. The Clerk shall also handle all membership letters of reception and dismissal.

Section 5 - Assistant Clerk-

A) Duties - Assist or perform the duties of the Clerk in his/her absence.

Section 6 - Treasurer -

A) Duties -

- a) Have custody of all the funds of the Church.
- b) Make all proper disbursements, by check, of funds in accord with the Church budget or on approval of the Church for specific purposes.
- c) Keep complete and adequate records of all receipts and disbursements.
- d) Provide copies of financial records to any interested church member and make them available at the quarterly business meeting, at which time the Treasurer shall give a financial summary in writing.
- e) Serve as a member of the Budget Committee.
- f) Be responsible for the acknowledgement of all memorial contributions.

B) May not serve as auditor

C) Bond - The Treasurer shall be bonded, in amounts and types as determined by church policy.

Section 7- Assistant Treasurer

A) Duties

- a) Perform the functions of the Treasurer in the Treasurer's absence.
- b) Serve as a member of the Budget Committee

B) Shall not serve as auditor

C) Shall be bonded, in amounts and types as determined by Church policy.

Article VII – Non-pastoral Staff

Section 1- Non-pastoral Staff – Non-pastoral staff, including office staff, functions as servant in coming alongside of the pastoral staff and Church body to support them in ministry. It is the Pastor’s responsibility to lead ministry staff in the direction that helps the Church accomplish its goals.

Section 2- Duties and Responsibilities – The duties and responsibilities for all staff positions shall be formulated and approved by the Board of Directors/Deacons.

Section 3- Selection – Selection and approval of non-pastoral staff will be the responsibility of the Board, with recommendations by the pastoral staff. As a part

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of the ministry and its support, Non-pastoral staff must commit to voluntarily subscribe to the Member's Covenant as a condition of employment.

Section 4 – Resignation and Termination - Any staff member may at any time resign by submitting written notice to the Senior Pastor or a Deacon. Any non-pastoral staff member may be terminated upon recommendation by a supervising staff member and majority approval by the Board. Such terminations of staff may be reported to the Members, but does not need Membership approval.

Article VIII – Financial Policies

We believe the Biblical plan for support of our church is “tithes and offerings,” and we adopt this as our financial plan. We further believe that the Bible teaches that all our tithes are to be brought into one treasury and that all disbursements are to be made out of this treasury.

Section 1- Budget and Audit – The Finance Committee shall prepare and submit to the Church for approval at the Annual business meeting an inclusive budget indicating the amount needed and sought for all local and other expenses with an annual strategic plan. The Audit Committee shall conduct or arrange for an annual review or audit of a type and nature they deem appropriate.

Section 2- Accounting Procedures – All funds received for any and all purposes shall pass through the hands of the Church Treasurer and be properly recorded on the books of the church. A system of accounting for handling of all funds shall be the responsibility of the Finance Committee.

Section 3- The Fiscal Year – The Board, in consultation with the necessary committees, shall have the power to fix, and from time to time change, the fiscal year of the Church. Unless otherwise stated, the fiscal year of the Church shall be October 1st through September 30th. Accurate records shall be kept by all organizations of the Church and report made on the fiscal year basis. All funds handled by any and all organizations shall be reported to the Board.

Section 4- Deposits - The Board shall select banks, trust companies, or other depositories in which all funds of the Church not otherwise employed shall be deposited to the credit of the Church.

Section 5- Checks – All checks or demands for money and notes of the Church shall be signed by the Treasurer. Any check over the amount of \$5,000 shall require documented authorization from both the Treasurer and an authorized signer.

Section 6 - Contracts – The President and Chairman may sign contracts to bind the Church once approved by the Board or according its procedures. However, the Board may authorize any additional officer or officers, agent or agents of the Church to enter into contract or execute and deliver any instrument in the name

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of any on behalf of the Church, including real estate transactions. Such authority may be general or confined to specific instances. All contracts for major services or expenditures should be reviewed by a competent attorney.

Section 7- Endowments – The Board may establish on behalf of the Church any endowments for the general purposes or for any special purposes of the Church.

Section 8- Designated Contributions - The Church may accept any designated contributions, grant, bequest, or devise consistent with its general tax exemption purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes, or uses as approved by the Board, and such designations generally will be honored. However, the Church reserves all rights, title, and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any funds (including designated contributions) to assure that such funds will be used to carry out the Church's tax exempt purposes.

Section 9- Benevolent Fund - The Board will establish procedures to receive and disburse by check all funds allocated to them in the Benevolence Fund. It will be the duty of the Board or its designees as a Benevolence Committee to determine needs of the congregants or others in the community as they arise. The Board or its designees will examine the need of the recipients of these designated funds.

Section 10- Partnerships, Joint Ventures, LLC's, and Auxiliary Corporations - The Board may authorize in writing any officer(s) or agent(s) of the Church to enter into any partnerships or joint ventures or create auxiliary corporations or limited liability companies that the Board determines will advance the religious purposes and goals of the Members as described herein and not violate the Church's tax exempt status.

Section 11- Purchase or sale of property and borrowing - Neither officers nor agents of the Church may purchase or sell real or personal property on behalf of the Church unless authorized by the Board and in cases of real property, the Members according to these Bylaws. Any borrowing of money must be approved by the Board and the Members according to these Bylaws.

Article IX - Settlements of Disputes within or Against the Church

In any dispute arising between or among Church members, pastors, or staff, the dispute may be resolved by the Board of Directors/Deacons (or a duly appointed committee from the Board) under the Christian Conciliation Rules and Procedures published by the Institute for Christian Conciliation at iccpeace.com/rules.

Any dispute between a member and the Church shall be resolved through Christian Conciliation. Christian mediation should be attempted but if it does not

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resolve the dispute then legally binding Christian Arbitration shall be employed by the Board or individuals selected by the Board in accordance with the *Rules of Procedure for Christian Conciliation* by the Institute for Christian Conciliation at iccpeace.com/rules. A decision shall be reached after prayerful consideration, in a spirit of humility, with each Arbitrator seeking that which most glorifies God and regarding one another before himself.

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

Article X – Church Policy and Procedure Manual

Section 1- Development of Church Policy and Procedure Manual - The development of a Church policy and procedure manual shall be overseen by the Board or their designees with professional consultation and review. This manual shall include all Church policies, procedures, job descriptions, and organization charts depicting lines of responsibility in the administration of the Church. The manual shall be kept in the Church office and made available for use by any member of the church. The Church Secretary shall maintain the manual. The Board or their designees shall review the manual at least annually, with the authority to recommend changes for the church to consider and vote on.

Section 2- Compilation and Maintenance of the Manual - The Board and any of its designees shall be responsible for compiling and maintaining a policies and procedures manual for the day-to-day administrative functions of the Church not covered in the Constitution and Bylaws. Subjects covered may include, but are not limited to, the following:

- a) Personnel policies and procedures not covered in these Bylaws
- b) Church discipline procedures and policies
- c) Christian conciliation and dispute resolution policies and procedures
- d) Child protection policies and procedures
- e) Other policies and procedures as needed

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These policies and procedures manuals shall be available at the church office for members to review. Any suggested changes shall be approved by the church.

Article XI – Biblical Counseling and Confidentiality

Section 1- Biblical Counseling - All Christians struggle with sin and the effect it has on our lives and our relationships (see Rom. 3:23; 7:7-25). Whenever a Christian is unable to overcome sinful attitudes or behaviors through private efforts, God commands that he should seek assistance from other members, and especially from the pastor and deacons, who have the responsibility of providing pastoral counseling and oversight (see Rom. 15:14; Gal. 6; 1-2; Col. 3:16; 2 Tim. 3:16-4:2; Heb. 10:24-25; 13:17; James 5:16). Therefore, this church encourages and enjoins its members to make confession to and seek counsel from each other and especially from our pastor counselors. We believe that the Bible provides thorough guidance and instruction for faith and life. Therefore, our counseling shall be based on scriptural principles rather than those of secular psychology or psychiatry. The pastoral or the lay counselors of this church may not be trained or licensed as psychotherapists or mental health professionals, and should not be expected to follow the methods of such specialists. Those pastoral or lay counselors of this church that have been trained or licensed as psychotherapists or mental health professionals shall be expected to follow Biblical principles when counseling on behalf of this church.

Although some members of the church work in professional fields outside the church, when serving as pastoral or lay counselors within the church they do not provide the same kind of professional advice and services that they do when they are hired in their professional capacities. Therefore, members who have significant legal, financial, medical or other technical questions should seek advice from independent professionals. Our pastoral and lay counselors shall be available to cooperate with such advisors and help members to consider their advice in the light of relevant scriptural principles.

Section 2- Confidentiality - The Bible teaches that Christians should carefully guard any personal and private information that others reveal to them. Protecting confidences is a sign of Christian love and respect (see Matt. 7:12). It also discourages harmful gossip (Prov. 16:28; 26:20), invites confession (see Prov. 11:13; 28:13; James 5:16), and encourages people to seek needed counseling (see Prov. 10:19; Rom. 15:14). Since these goals are essential to the ministry of the gospel and the work of this church, all members are expected to refrain from gossip and to respect the confidences of others. In particular, our pastor and deacons shall carefully protect all information that they receive through pastoral counseling, subject to the following guidelines.

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Although confidentiality is to be respected as much as possible, there are times when it is appropriate to reveal certain information to others. In particular, when the pastors and deacons of this church believe it is biblically necessary, they may disclose confidential information to appropriate people in the following circumstances:

- a) When a pastor or deacon is uncertain of how to counsel a person about a particular problem and needs to seek advice from other pastors or deacons in this church or, if the person attends another church, from the pastors or deacons of that church (see Prov. 11:14; 13:10; 15:22; 19:20; 20:18; Matt. 18:15-17);
- b) When the person who disclosed the information or any other person is in imminent danger of serious harm unless others intervene (see Prov. 24:11-12);
- c) When a person refuses to repent of sin and it becomes necessary to institute disciplinary proceedings (see Matt. 18:15-20 Bylaws Article 1) or seek the assistance of individuals or agencies outside this church (see, e.g., Rom. 13:1-5); or
- d) When required by law to report suspected child abuse.

Scripture commands that confidential information is to be shared with others only when a problem cannot be resolved through the efforts of a small group of people within the church (Matt. 18:15-17). Therefore, except as otherwise provided in these bylaws, a pastor or deacon may not disclose confidential information to anyone outside the church without the approval of the Board or the consent of the person who originally disclosed the information. The Board may approve such disclosure only when it finds that all internal efforts to resolve a problem have been exhausted (see, e.g., 1 Cor. 6:1-8) and the problem can be satisfactorily resolved without the assistance of individuals or agencies outside this church (see, e.g. Rom. 13:1-5). The limitation shall apply to but is not limited to the giving of testimony in a court of law and the reporting of abuse.

The pastors and deacons may, but need not, provide counselees with written notice of these confidentiality provisions, but these provisions shall be in effect regardless of whether such notice is given.

Article XII - Indemnification

Any person made or threatened to be made a party to any action or proceeding whether civil or criminal by reason of the fact that he/she or his/her testator is or was a Deacon, Officer, employee, or agent of the Church, may be indemnified by the Church, and the Church may advance his related expenses, to the full extent permitted by law. The Church may purchase and maintain insurance to indemnify itself or its Board of Deacons.

Article XIII - Amendments

Proposed changes to the Bylaws shall be submitted to the Board of Directors/Deacons for consideration and comment. The Board shall, where appropriate, present the proposed changes and their comments to the Church at a regular or special Business Meeting. These Bylaws may be amended by two-thirds (2/3) vote of the members present and voting, provided that:

- a) The proposed written amendments have been presented at a previous Business Meeting
- b) The proposed amendments have been mailed, emailed, or otherwise been made available to the Church membership at least two (2) weeks before the meeting to act on the amendments
- c) The proposed amendments have been announced on a previous Sunday morning at least two (2) weeks before the vote is taken.

I, the undersigned Clerk of North Bedford Baptist Church, do hereby certify that the above Constitution and Bylaws were adopted on _____ by the Members at a duly called meeting and that this Constitution and Bylaws are current and in operation as of that date.

Laura Wroldridge

Clerk

Aug. 25, 2021

Date