

**Constitution and Bylaws  
of  
[Solid Rock Baptist Church, Inc.]**

**ARTICLE 1  
NAME AND PURPOSE**

**SECTION 1.01—NAME**

This congregation of believers shall be known as Solid Rock Baptist Church. It is incorporated as a non-profit corporation under the laws of the state of North Carolina.

**SECTION 1.02—PURPOSE**

This congregation is organized as a church exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), for such purposes including, but not limited to, the proclaiming of the Gospel of the Lord Jesus Christ; the establishing and maintaining of religious worship; the educating of believers in a manner consistent with the requirements of Holy Scripture; and the maintaining of missionary activities in the United States and any foreign country.

**ARTICLE 2  
STATEMENT OF FAITH AND COVENANT**

**SECTION 2.01—STATEMENT OF FAITH**

- (A) **The Holy Scriptures.** We believe the Old and New Testament Scriptures are the verbally and plerarily inspired Word of God. The Scriptures are inerrant, infallible and God-breathed and are, therefore, the final authority for faith and life. The sixty-six books of the Old and New Testaments are the complete and divine revelation of God to Man. The Scriptures shall be interpreted according to their normal grammatical-historical meaning, and all issues of interpretation and meaning shall be determined by the pastor. The King James Version of the Bible shall be the official and only translation used by the church. (2 Tim. 3:16-17; 2 Pet. 1:20-21)
- (B) **Dispensationalism.** We believe that the Scriptures interpreted in their natural, literal sense reveal divinely determined dispensations or rules of life that define man's responsibilities in successive ages. These dispensations are not ways of salvation, but rather are divinely ordered stewardships by which God directs man according to His purpose. Three of these dispensations—the law, the church, and the kingdom—are the subjects of detailed revelation in Scripture. (Gen. 1:28; 1 Cor. 9:17; 2 Cor. 3:9-18; Gal. 3:13-25; Eph. 1:10; 3:2-10; Col. 1:24-25, 27; Rev. 20:2-6)
- (C) **The Godhead.** We believe in one triune God, eternally existing in three persons—Father, Son, and Holy Spirit—each co-eternal in being, co-identical in nature, co-equal in power

and glory, and having the same attributes and perfections. (Deut. 6:4; Matt. 28:19; John 14:10, 26; 2 Cor. 13:14)

**(D) The Person and Work of Christ.**

(1) We believe that the Lord Jesus Christ, the eternal Son of God, became man, without ceasing to be God, having been conceived by the Holy Spirit and born of the virgin Mary, in order that He might reveal God and redeem sinful men. (Isa. 7:14; 9:6; Luke 1:35; John 1:1-2, 14; 2 Cor. 5:19-21; Gal. 4:4-5; Phil. 2:5-8)

(2) We believe that the Lord Jesus Christ accomplished our redemption through His death on the cross as a representative, vicarious, substitutionary sacrifice, and that our justification is made sure by His literal, physical resurrection from the dead. (Acts 2:18-36; Rom. 3:24-25; Eph. 1:7; 1 Pet. 2:24; 1 Peter 1:3-5)

(3) We believe that the Lord Jesus Christ ascended to Heaven and is now exalted at the right hand of God where, as our High Priest, He fulfills the ministry of Representative, Intercessor, and Advocate. (Acts 1:9-10; Rom. 8:34; Heb. 9:24; 7:25; 1 John 2:1-2)

**(E) The Person and Work of the Holy Spirit.**

(1) We believe that the Holy Spirit is a person who convicts the world of sin, of righteousness, and of judgment; and, that He is the Supernatural Agent in regeneration, baptizing all believers into the body of Christ, indwelling and sealing them unto the day of redemption. (John 16:8-11; Rom. 8:9; 1 Cor. 12:12-14; 2 Cor. 3:6; Eph. 1:13-14)

(2) We believe that He is the divine Teacher who assists believers to understand and appropriate the Scriptures and that it is the privilege and duty of all the saved to be filled with the Spirit. (Eph. 1:17-18; 5:18; 1 John 2:20, 27)

(3) We believe that God is sovereign in the bestowal of spiritual gifts to every believer. God uniquely uses evangelists, pastors, and teachers to equip believers in the church to do the work of the ministry. (Rom. 12:3-8; 1 Cor. 12:4-11, 28; Eph. 4:7-12)

(4) We believe that the sign gifts of the Holy Spirit, such as speaking in tongues and the gift of healing, were temporary. Speaking in tongues was never the common or necessary sign of the baptism or filling of the Holy Spirit. Ultimate deliverance of the body from sickness or death awaits the consummation of our salvation in the resurrection, although God frequently chooses to answer the prayers of believers for physical healing. (1 Cor. 1:22; 13:8; 14:21-22)

**(F) The Total Depravity of Man.** We believe that man was created in the image and likeness of God; but that in Adam's sin the human race fell, inherited a sinful nature, and became alienated from God. Man is totally depraved and, of himself, utterly unable to remedy his lost condition. (Gen. 1:26-27; Rom. 3:22-23; 5:12; 6:23; Eph. 2:1-3; 4:17-19)

**(G) Salvation.** “We believe that the salvation of sinners is wholly of grace; through the mediatorial office 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 in every way qualified to be a suitable, a compassionate, and an all sufficient Savior.”

We believe that salvation is the gift of God brought to man by grace and received by personal faith in the Lord Jesus Christ, Whose precious blood was shed on Calvary for the forgiveness of our sins. We believe that all sins, except blasphemy of the Holy Spirit, are forgivable. (Matt. 12:31-32; John 1:12; Eph. 1:7; 2:8-10; 1 Pet. 1:18-19; 1 John 1:9)

**(H) The Eternal Security and Assurance of Believers.**

**(1)** We believe that once a person is saved, he is kept by God’s power and remains secure in Christ forever. (John 6:37-40; 10:27-30; Rom. 8:1, 38-39; 1 Cor. 1:4-8; 1 Pet. 1:4-5)

**(2)** We believe that it is the privilege of believers to rejoice in the assurance of their salvation through the testimony of God’s Word, which, however, clearly forbids the use of Christian liberty as an occasion to the flesh. (Rom. 13:13-14; Gal. 5:13; Titus 2:11-15)

**(I) The Church**

**(1)** We believe that the local church, which is the body and the espoused bride of Christ, is solely made up of born-again believers. (1 Cor. 12:12-14; 2 Cor. 11:2; Eph. 1:22-23; 5:25-27)

**(2)** We believe that the establishment and continuance of local churches is clearly taught and defined in the New Testament. (Acts 14:27; 20:17, 28-32; 1 Tim. 3:1-13; Titus 1:5-11)

**(3)** We believe in the autonomy of the local church free of any external authority or controls, and any affiliations, societies, organizations, associations, or agencies this church affiliates with to further the objectives stated in the Purpose Statement are not authoritative in matters of church practice or belief. (Acts 13:1-4; 15:19-31; 20:28; Rom. 16:1, 4; 1 Cor. 3:9, 16; 5:4-7, 13; 1 Pet. 5:1-4)

**(4)** We recognize water baptism by immersion and the Lord’s Supper as the Scriptural ordinances of obedience for the church in this age.

**Section I- Baptism**

A person who receives Jesus Christ as savior by personal faith; who profess Him publicly at any worship service; and who indicates a commitment to follow Christ as Lord, shall be received for baptism. Baptism shall be by immersion in water. Baptism shall be administered by the pastor; or associate pastor and the deacons shall assist in the baptism. A person professing Christ and failing to be baptized

after a reasonable length of time shall be counseled by the pastor or deacons. If negative interest is ascertained, he shall be deleted from those awaiting baptism.

### **Section II- The Lords supper**

The Lords supper is a symbolic act of obedience whereby members of the church through partaking of the bread and fruit of the vine, commemorate the death of Jesus Christ and anticipate his second coming. The Lords supper shall be observed on the fifth Sunday morning, or as otherwise scheduled.

(Matt. 28:19-20; Acts 2:41-42; 8:36-38; 1 Cor. 11:23-26)

- (J) **Separation.** We believe that believers should maintain a godly testimony and live in such a way that that their lives do not bring reproach upon their Savior. God commands His people to separate from all religious apostasy, all worldly and sinful pleasures, practices, and associations, and to refrain from all immodest and immoderate appearances, piercings, and bodily markings. We stand against any and all worldly philosophies that seek to destroy or undermine the truth of Biblical Christianity. (Lev. 19:28; Rom. 12:1-2; 14:13; 1 Cor. 6:19-20; 2 Cor. 6:14-7:1; 2 Tim. 3:1-5; 1 John 2:15-17; 2 John 9-11)
- (K) **The Second Coming of Christ.** We believe in that *blessed hope*, the personal, imminent return of Christ, Who will rapture His church prior to the seven-year tribulation period. At the end of the Tribulation, Christ will personally and visibly return with His saints, to establish His earthly Messianic Kingdom, which was promised to the nation of Israel. (Ps. 89:3-4; Dan. 2:31-45; Zech. 14:4-11; 1 Thess. 1:10; 4:13-18; Titus 2:13; Rev. 3:10; 19:11-16; 20:1-6)
- (L) **The Eternal State.**
- (1) We believe in the bodily resurrection of all men, the saved to eternal life, and the unsaved to judgment and everlasting punishment. (Matt. 25:46; John 5:28-29; 11:25-26; Rev. 20:5-6, 12-13)
  - (2) We believe that the souls of the redeemed are, at death, absent from the body and present with the Lord, where in conscious bliss they await the first resurrection, when spirit, soul, and body are reunited to be glorified forever with the Lord. (Luke 23:43; 2 Cor. 5:8; Phil. 1:23; 3:21; 1 Thess. 4:16-17; Rev. 20:4-6)
  - (3) We believe that the souls of unbelievers remain, after death, in conscious punishment and torment until the second resurrection, when with soul and body reunited, they shall appear at the Great White Throne Judgment, and shall be cast into the Lake of Fire, not to be annihilated, but to suffer everlasting conscious punishment and torment. (Matt. 25:41-46; Mark 9:43-48; Luke 16:19-26; 2 Thess. 1:7-9; Jude 6-7; Rev. 20:11-15)
- (M) **The Personality of Satan.** We believe that Satan is a person, the author of sin and the cause of the Fall of Man; that he is the open and declared enemy of God and man; and that

he shall be eternally punished in the Lake of Fire. (Job 1:6-7; Isa. 14:12-17; Matt. 4:2-11; 25:41; Rev. 20:10)

- (N) **Creation.** We believe that the Genesis account of creation is neither allegory nor myth, but a literal, historical account of God’s creation of the universe in six literal, 24-hour periods. We reject evolution, the Gap Theory, the Day-Age Theory, and Theistic Evolution as unscriptural theories of origin. (Gen. 1-2; Ex. 20:11)
- (O) **Civil Government.** “We believe that civil government is of divine appointment, for the interest 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 conscience and the Prince of the Kings of the earth. “We believe that God has ordained and created all authority consisting of three these authorities, but all (including the authorities themselves) are answerable to God and governed by His Word. God has given each institution specific Biblical responsibilities and balanced those responsibilities with the understanding that no institution has the right to infringe upon the other. The home, the church, and the state are equal and sovereign in their respective Biblically assigned spheres of responsibility under God. We believe that we must obey the state unless it requires us to act contrary to our faith at which time we must obey God rather than the state. (Matt. 22:15-22; Acts 5:29; Rom. 13:1-7; Eph. 5:22-24; Titus 3:1-2; Heb. 13:17; 1 Pet. 2:13-14)
- (P) **Human Sexuality.**
- (1) We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between one naturally-born man and one naturally-born 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. (Gen. 2:24; Gen. 19:5, 13; Gen. 26:8-9; Lev. 18:1-30; Rom. 1: 26-29; 1 Cor. 5:1; 6:9; 1 Thess. 4:1-8; Heb. 13:4)
- (2) We believe that the only Scriptural marriage is the joining of one naturally-born man and one naturally-born woman for life. (Gen. 2:24; Rom. 7:2; 1 Cor. 7:10; Eph. 5:22-23)
- (Q) **Family Relationships**
- (1) We believe that men and women are spiritually equal in position before God but that God has ordained distinct and separate spiritual functions for men and women in the home and the church. The husband is to be the leader of the home, and men are to be the leaders (pastors and deacons) of the church. Accordingly, only men are eligible for licensure and ordination by the church. (Gal. 3:28; Col. 3:18; 1 Tim. 2:8-15; 3:4-5, 12)

- (2) We believe that God has ordained the family as the foundational institution of human society. The husband is to love his wife as Christ loves the church. The wife is to submit herself to the Scriptural leadership of her husband as the church submits to the headship of Christ. Children are an heritage from the Lord. Parents are responsible for teaching their children spiritual and moral values through consistent lifestyle example and appropriate discipline, including Scriptural corporal correction. (Gen. 1:26-28; Ex. 20:12; Deut. 6:4-9; Ps. 127:3-5; Prov. 19:18; 22:15; 23:13-14; Mk. 10:6-12; 1 Cor. 7:1-16; Eph. 5:21-33; 6:1-4, Col. 3:18-21; Heb. 13:4; 1 Pet. 3:1-7)
- (R) **Divorce and Remarriage.** We believe that God disapproves of and forbids divorce and intends marriage to last until one of the spouses dies. Divorce and remarriage is regarded as adultery except on the grounds of fornication. Although divorced and remarried persons or divorced persons may hold positions of service in the church and be greatly used of God for Christian service, they may not be considered for the offices of pastor or deacon. (Mal. 2:14-17; Matt. 19:3-12; Rom. 7:1-3; 1 Tim. 3:2, 12; Titus 1:6)
- (S) **Abortion.** We believe that human life begins at conception and that the unborn child is a living human being. Abortion constitutes the unjustified, unexcused taking of unborn human life. Abortion is murder. We reject any teaching that abortions due to rape, incest, birth defects, gender selection, birth or population control, or the physical or mental well-being of the mother are acceptable. (Job 3:16; Ps. 51:5; 139:14-16; Isa. 44:24; 49:1, 5; Jer. 1:5; 20:15-18; Luke 1:44)
- (T) **Euthanasia.** We believe that the direct taking of an innocent human life is a moral evil, regardless of the intention. Life is a gift of God and must be respected from conception until natural death. Thus we believe that an act or omission which, of itself or by intention, causes death in order to eliminate suffering constitutes a murder contrary to the will of God. Discontinuing medical procedures that are extraordinary or disproportionate to the expected outcome can be a legitimate refusal of over-zealous treatment. (Ex. 20:13, 23:7; Matt. 5:21; Acts 17:28)
- (U) **Love.** We believe that we should demonstrate love for others, not only toward fellow believers, but also toward those who are not believers, those who oppose us, and those who engage in sinful actions. We are to deal with those who oppose us graciously, gently, patiently, and humbly. God forbids the stirring up of strife, the taking of revenge, or the threat or use of violence as a means of resolving personal conflict or obtaining personal justice. Although God commands us to abhor sinful actions, we are to love and pray for any person who engages in such sinful actions. (Lev. 19:18; Matt. 5:44-48; Luke 6:31; John 13:34-35; Rom. 12:9-10; 17-21; 13:8-10; Phil. 2:2-4; 2 Tim. 2:24-26; Titus 3:2; 1 John 3:17-18)
- (V) **Lawsuits between Believers.** We believe that Christians are prohibited from bringing civil lawsuits against other Christians or the church to resolve personal disputes. We believe the church possesses all the resources necessary to resolve personal disputes between members. We do believe, however, that a Christian may seek compensation for

injuries from another Christian's insurance company as long as the claim is pursued without malice or slander. (1 Cor. 6:1-8; Eph. 4:31-32; Matt. 18:15-17)

**(W) Missions.** We believe that God has given the church a great commission to proclaim the Gospel to all nations so that there might be a great multitude from every nation, tribe, ethnic group, and language group who believe on the Lord Jesus Christ. As ambassadors of Christ, we must use all available means to go to the foreign nations and not wait for them to come to us. (Matt. 28:19-20; Mark 16:15; Luke 24:46-48; John 20:21; Acts 1:8; 2 Cor. 5:20)

**(X) Giving.** We believe that every Christian, as a steward of that portion of God's wealth entrusted to him, is obligated to financially support his local church. We believe that God has established the tithe as a basis for giving, but that every Christian should also give other offerings sacrificially and cheerfully to the support of the church, the relief of those in need, and the spread of the Gospel. We believe that a Christian relinquishes all rights to direct the use of his tithe or offering once the gift has been made. (Gen. 14:20; Prov. 3:9-10; Acts 4:34-37; 1 Cor. 16:2; 2 Cor. 9:6-7; Gal. 6:6; Eph. 4:28; 1 Tim. 5:17-18; 1 John 3:17)

**(Y) Justification.** "We believe that the great gospel blessings 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.

**(Z) 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."

**(1) 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, faith, and newness of life."

**(2) 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 upon him alone as the only and all-sufficient Savior."

**(3) Gods 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 most glorious, infinitely free, wise, holy, and unchangeable; that utterly excludes boasting, and promotes humility, love, prayer, praise, trust in God, and active imitation of His free mercy; that it may be ascertained by its effect in all who truly believe the gospel; that it is the foundation of Christian assurance; and to ascertain it with regard to ourselves demands and deserves the up most diligence.”

**(4) 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.”

**(5) The Perseverance** “We believe that such only are real believers as endure unto the end; that their preserving attachment to Christ is the grain mark which distinguishes them, and special providence watches over their welfare, and that they are kept by the power of God through faith unto salvation.”

**(6) The Harmony of the Law and the Gospel** “We believe that the law of God is the eternal and unchangeable rule of 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 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.”

**(7) 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 of Timothy and Titus.

**(8) 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 abstaining from all secular labor and sinful recreation, by the devout observance of all the means of grace both private and public; and by preparation for that rest that remaineth for the people of God.”

**(9) 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 that distinction holds among men, both in and after death.”

**(10) The World to Come** “We believe that the end of this world is approaching; that in 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.”

### **SECTION 2.02—AUTHORITY OF STATEMENT OF FAITH**

The Statement of Faith does not exhaust the extent of our faith. The Bible itself is the sole and final source of all that we believe. We do believe, however, that the foregoing Statement of Faith accurately represents the teachings of the Bible and, therefore, is binding upon all members. All literature, whether print or electronic, used in the church shall be in complete agreement with the Statement of Faith.

### **SECTION 2.03—COVENANT**

Having been led, as we believe, by the Spirit of God, to receive the Lord Jesus Christ as our Savior, and on profession of our faith, having been baptized in the name of our Father, and of the Son, and of the Holy Ghost, we do now, in the presence of God 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 give it a sacred preeminence over all institutions of human origin; and to contribute cheerfully and regularly to the support of the ministry, the expenses of the church, the relief of the poor, and the spreading of the Gospel through all nations.

We also engage to maintain family and personal devotions; to educate our children in the truth of God’s Word; to seek the salvation of our families, acquaintances, and all others; to walk circumspectly in the world; to be just in our dealings, faithful to our engagements, and exemplary in our deportment; to avoid excessive anger, tattling, backbiting, and all gossip or secretive meetings regarding personal issues of church members, church leadership, or practice; to abstain from such worldly amusements as watching ungodly movies, gambling, rock music, and dancing; to be free from all oath-bound secret societies and partnerships with unbelievers; to abstain from the sale of use of tobacco in any form, intoxicating drink, pornography, and the abuse of drugs; and 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 of speech; to be slow to take offense, but always ready to secure reconciliation 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.

## **ARTICLE 3 MEMBERSHIP**

### **SECTION 3.01—QUALIFICATIONS FOR MEMBERSHIP**

Those seeking membership must, through their actions, words, lifestyle, and affiliations, evidence a genuine experience of regeneration through faith in and acceptance of the Lord Jesus Christ as personal Savior.

- (A) They must renounce sin and endeavor to live a consecrated life wholly unto the Lord.
- (B) Candidates for membership will be required to read the Church Constitution and Bylaws and sign a signature card stating that they have read them .Signature card is to be keep on file at the church
- (C) After the Constitution and Bylaws have been read and signature card signed, the pastor may direct that candidates be interviewed by the pastoral staff and/or deacon board prior to being recommended for membership to ensure they fully subscribe to the Statement of Faith contained herein and agree to submit to the authority of the church and its leaders.
- (D) After such recommendation, membership will be granted upon a majority vote of the members present at any church service or meeting, and upon compliance with any one of the following conditions:
  - (1) By baptism (immersion) at this local church following a profession of faith as a believer in Christ Jesus as personal Savior;
  - (2) By letter of transfer from another Bible-believing church of like faith and practice, or other written statement of good standing from the prior church if the applicant has been baptized by immersion subsequent to a profession of faith;
  - (3) By testimony of faith, having been baptized by immersion in another Bible-believing church of like faith and practice; or
  - (4) By restoration, if having been removed from membership, upon majority vote of the congregation after confession is made publicly before the church membership of the sin or sins involved, and satisfactorily evidencing repentance to the pastor (or the board of deacons if the office of pastor is vacant).

### **SECTION 3.02—DUTIES OF A MEMBER**

On becoming a member of this church, in addition to the covenant contained in Section 2.03, each member further covenants to love, honor, and esteem the pastor; to pray for him; to recognize his authority in the spiritual and day-to-day affairs of the church; to cherish a brotherly love for all members of the church; to support the church in prayer, tithes, offerings, and with other financial support as the Lord enables; and in accordance with Biblical commands, to support through a lifestyle walk affirming the beliefs and practices of the church.

### **SECTION 3.03—PRIVILEGES OF MEMBERSHIP**

- (A) Only members at least eighteen years of age who are physically present at a duly called meeting of the church shall be entitled to vote. There shall be no proxy or absentee voting. The eligible membership of the church may only exercise voting privileges in those areas that are defined and limited by these bylaws. Members may not vote to initiate any church action, rather the vote of a member is to confirm and ratify the direction of the church as determined by the pastor and the board of deacons.
- (B) This congregation functions not as a pure democracy, but as a body under the headship of the Lord Jesus Christ and the direction of the pastor as the under-shepherd with the counsel of the board of deacons. Determinations of the internal affairs of this church are ecclesiastical matters and shall be determined exclusively by the church's own rules and procedures. The pastor shall oversee and/or conduct all aspects of this church. The board of deacons shall give counsel and assistance to the pastor as requested by him.
- (C) Membership in this church does not afford the members with any property, contractual, or civil rights based on principles of democratic government. Although the general public is invited to all of the church's worship services, the church property remains private property. The pastor (or in his absence, an individual designated by the board of deacons) has the authority to suspend or revoke the right of any person, including a member, to enter or remain on church property. If, after being notified of such a suspension or revocation, the person enters or remains on church property, the person may, in the discretion of the pastor, (or in his absence, an individual designated by the board of deacons), be treated as a trespasser.
- (D) A member may inspect or copy the prepared financial statements of the church and the minutes of the proceedings of church and committee meetings, provided he shall have made a written request upon the church and the church has received the written request at least five business days before the requested inspection date. Minutes from deacon board and discipline committee meetings are exempt from this provision and are not subject to inspection or copy.
  - (1) A member may not, under any circumstances, inspect or copy any record relating to individual contributions to the church, the list of names and addresses of the church members, or the accounting books and financial records of the church.
  - (2) The church may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member before releasing the copies to the member.

### **SECTION 3.04—DISCIPLINE OF A MEMBER**

- (A) There shall be a discipline committee consisting of the pastor and the board of deacons. These men shall have sole authority in determining heretical deviations from the Statement

of Faith and violations of the church covenant. If the pastor or a deacon is the subject of a disciplinary matter, he shall not sit as a member of the discipline committee. The pastor and deacons shall be entitled to the same steps as other church members and be subject to the same discipline.

- (B)** Members are expected to demonstrate special loyalty and concern for one another. When a member becomes aware of an offense of such magnitude that it hinders the spiritual growth and testimony of an individual in the local church or the body as a whole, he is to go alone to the offending party and seek to restore his brother. Before he goes, he should first examine himself. When he goes, he should go with a spirit of humility and have the goal of restoration.
- (C)** If reconciliation is not reached, a second member, either a deacon or the pastor, is to accompany the one seeking to resolve the matter. This second step should also be preceded by self-examination and exercised in a spirit of humility with the goal of restoration.
- (D)** If the matter is still unresolved after the steps outlined in subsections (B) and (C) have been taken, the discipline committee, as the church representatives Biblically responsible for putting down murmuring, shall hear the matter. If the matter is not resolved during the hearing before the discipline committee, the committee shall recommend to the members of the church that they, after self-examination, make an effort personally to go to the offending member and seek that member's restoration.
- (E)** If the matter is still unresolved after the steps outlined in subsections (B), (C), and (D) have been taken, such members who refuse to repent and be restored are to be removed from the membership of the church upon a majority vote of the membership present at a meeting called for the purpose of considering disciplinary action. The member subject to disciplinary action is not entitled to vote on his/her own discipline.
- (F)** No matter may be heard by the discipline committee or the church unless the steps outlined in subsections (B) and (C) have been taken, except in the case of a public offense.
- (G)** If an unrepentant offending party is removed from the church membership, members of the church should have no social contact with him, and any contact from that point forward (except by family members) must be for the sake of restoration. Persons placed under church discipline must immediately return any property belonging to the church.
- (H)** It shall be the basic purpose of this church to emphasize to its members that every reasonable measure will be taken to assist any troubled member. The pastor, other members of the church staff and deacons are available for counsel and guidance. Redemption rather than punishment should be the guide lines which govern the attitude of one member toward another. Should some serious condition exist which would cause a member to become a liability to the general welfare of the church, every reasonable measure will be taken by the pastor and by the deacons to resolve the problem. All such proceedings shall be pervaded by a spirit of Christian kindness and forbearance. But finding that the welfare of the church will be best served by the exclusion of the member,

the church may take this action by a two thirds vote of the members present at a meeting called for this purpose. The church may proceed to declare the offender to be no longer in membership of the church.

The procedures provided in this section are based on Matt. 18:15-20; Rom. 16:17-18; 1 Cor. 5:1-13; 2 Cor. 2:1-11; Gal. 6:1; 1 Thess. 5:14; 2 Thess. 3:6, 10-15; 1 Tim. 5:19-20; and Titus 3:10-11.

### **SECTION 3.05—TRANSFER OF MEMBERSHIP**

Members not under the disciplinary process of Section 3.04 may request that letters of transfer be sent to another church.

### **SECTION 3.06—AUTOMATIC TERMINATION OF MEMBERSHIP**

- (A) The membership of any individual member shall automatically terminate without notice if the member in question has not attended a regular worship service of the church in the preceding six months. Upon good cause being shown to the pastor, this provision for termination may be waived in the case of any individual member at the discretion of the pastor.
- (B) No member of this church may hold membership in another church. The membership of any individual member shall automatically terminate without notice if the member unites in membership with another church.
- (C) The membership of any individual member shall automatically terminate without notice if the deacons or pastor become aware of a member's open and unrepentant involvement in any sexual misconduct described in Section 2.01(P) or if a member files a lawsuit in violation of Section 2.01(V).
- (D) The membership of any individual member shall automatically terminate without notice if the member openly and unashamedly disagrees with any provision found in the Statement of Faith.
- (E) The membership of any individual member shall automatically terminate without notice if the member in a spirit of dissension actively engages in secretive discussions and/or intentionally organized, secretive meetings in a concerted effort to overthrow the pastor or present church leadership.
- (F) The membership of an individual will automatically terminate upon his or her death.
- (G) No provision contained in this section shall be subject to or governed by the procedures regarding discipline of members set forth in Section 3.04.
- (H) A member may resign at any time, but no letter of transfer or written statement of good standing will be issued upon such resignation, except at the discretion of the pastor.
- (I)

### **SECTION 3.07-- AFFILIATED CO-LABORER**

Those desiring fellowship, accountability, and opportunities for service with this assembly on a temporary basis but who maintain active membership in a like body of believers outside this city, may be granted affiliated co-laborer status with this church. The affiliated co-laborer may be eligible to serve in certain capacities determined by the pastor and deacons, and may attend fellowship events granted for members. This affiliation does not grant membership or the rights of membership to the individual(s) so granted. Affiliated co-laborers shall not be entitled to hold any office, vote in or have any say in any church matter, and shall not be counted for quorum purposes. A person wishing to become an affiliated co-laborer with this assembly must request so of the pastor, who will, in consultation with the deacons if necessary, decide if affiliated co-laborer status may be granted to the individual. If the pastor so determines, the person may be granted such upon a majority vote of the church membership at any public service or church administration meeting.

## **ARTICLE 4 OFFICERS**

### **SECTION 4.01—CHURCH OFFICERS**

The church officers are pastor, deacon, church clerk, financial secretary, and church treasurer. One person may hold two or more offices, with some exceptions. The church treasurer and financial secretary may not be the same person, and the pastor may not hold any other offices. Officers of the church must be elected by a majority of the present, voting membership at a regular church administration meeting. The pastor, from time to time as he deems appropriate, may appoint other church officers, subject to a majority confirmation vote by present, voting church members at any regular or special church administrative meeting.

### **SECTION 4.02—DESIGNATION OF CORPORATE OFFICERS**

As an accommodation to legal relationships outside the church, the pastor shall serve as president of the corporation; the church clerk shall serve as secretary of the corporation; the church treasurer shall serve as treasurer of the corporation; and the Director of Ministries shall serve as vice president of the corporation. The pastor and the board of deacons shall constitute the board of directors of the corporation.

### **SECTION 4.03—GENERAL ELIGIBILITY FOR ALL OFFICERS**

- (A) The church shall not install or retain an officer who fails to adhere to or expresses disagreement with the Statement of Faith set forth in Article 2. All church officers, upon request of the pastor, shall affirm their agreement with the Statement of Faith.
- (B) All church officers must be approved initially and thereafter annually by the pastor in order for them to commence or continue in their offices.
- (C) Only church members are eligible for election or appointment to any church office or position. Affiliated co-laborers with this ministry are not eligible for such election or appointment.

- (D) Upon termination of membership any officer of the church shall immediately forfeit his position and return any church property to the church office.

#### **SECTION 4.04—TERMS OF OFFICE**

- (A) The relationship between the pastor and the church shall be permanent unless dissolved at the option of either party by the giving of a month's notice, or less by mutual consent. The severance of the relationship between the pastor and the church may be considered at any regular or special church administration meeting by following the procedures outlined in 6.04, provided notice of the meeting shall have been given from the pulpit to the church two Sundays prior to the meeting. A two-thirds majority of the eligible members present and voting shall be required to sever the relationship between the pastor and the church. Disciplinary removal of the pastor from office automatically terminates his membership. A restoration to membership after disciplinary removal will be subject to the requirements of Section 3.01(D).
- (B) The term of service for all offices and positions in the church, except the pastor, shall be one year, at the expiration of which the officers may be re-elected or re-appointed.
- (C) A vacancy occurring in any office or board, except in the case of the pastor, may be filled at any regular church administration meeting by a majority vote of present members.
- (D) All elected and appointed officers shall serve in their respective offices until their successors are duly elected or appointed.
- (E) Members of the board of deacons may be removed from office for unbiblical conduct, as determined by the other board members, upon a majority vote of the remaining members of the board of deacons.

#### **SECTION 4.05—CALLING A PASTOR**

Upon the resignation, death or dismissal of the Pastor, the church shall seek a candidate who subscribes to the Statement of Faith, the Covenant and bylaw provisions of this church, and whose life aligns with the qualifications of a pastor as described in I Timothy 3:1-7 and Titus 1:6-9. The church shall abide by the following guidelines for calling a pastor:

- (A) The deacons shall select a pulpit committee to consist of all deacons and up to five other members elected by a simple majority of the deacons. The pulpit committee shall interview potential candidates and will only consider men who completely subscribe to the Statement of Faith and Covenant contained herein;
- (B) Prior to being announced to the congregation as a formal candidate, any man being considered for pastoral candidate must preach at least one Sunday service. Thereafter, upon a majority vote of the deacons, the pulpit committee may formally announce the candidate to the church, after which the candidate must preach at least two regularly scheduled

services and be available for a church-wide question/answer time prior to being voted upon by the congregation;

- (C) Notice from the pulpit must be given 2 consecutive Sundays prior to a formal candidate's preaching services, and 2 consecutive Sundays prior to the church congregational vote;
- (D) The candidate must be elected as Pastor by an affirmative vote of three fourths of the qualified, present voting members. The pastor shall be elected for an indefinite term. The pulpit committee will only present for consideration to the church one candidate at a time, and an up or down vote must be cast prior to consideration of other potential candidates.

#### **SECTION 4.06—ELECTION OF OFFICERS**

The annual election of officers by the church membership shall occur during the month of December at the annual church administration meeting.

#### **SECTION 4.07—PASTORAL OVERSIGHT OF OFFICERS AND STAFF**

- (A) Subject to appropriate budgetary allowance, and on the condition that they shall become a member of the church upon assuming their duties, the pastor may hire associates and assistants to assist him in carrying out his God-given responsibilities.
- (B) All church staff, whether paid or volunteer, shall be under the supervision of the pastor who has the sole authority to dismiss the same. No employee or volunteer shall be hired, appointed, or retained who fails to adhere to or expresses disagreement with the Statement of Faith.

### **ARTICLE 5 DUTIES AND POWERS OF OFFICERS**

#### **SECTION 5.01—THE PASTOR**

- (A) The pastor shall preach the Gospel regularly and shall be at liberty to preach the whole counsel of the Word of God as the Lord leads him. He shall administer the ordinances of the church, act as moderator at all church meetings for the transaction of church matters, supervise the teaching ministries of the church, and tenderly watch over the spiritual interests of the membership.
- (B) The pastor shall appoint the members of the various committees at the annual church administration meeting or, in the case of a vacancy or newly created committee, at other duly called special meetings. He shall serve as the president of the corporation and publicly inform all newly elected officers of the function and responsibilities of their respective offices. He shall extend the right hand of fellowship to all new members on behalf of the church and shall perform such other duties as generally appertain to such a position. The pastor shall be free to choose the means and methods by which he exercises the ministry God has given him.

- (C) All appointments for public worship and Bible study and the arrangements thereof, including time and place and the use of the property belonging to the church for purposes other than the stated appointments, shall be under the control of the pastor, who shall be able to determine the appropriateness of practices as well as persons permitted to use the church property.
- (D) The pastor shall be responsible to fill the pulpit for each regularly scheduled church service as well as any special services. In the event of his absence, he (or the Director of Ministries in the case of a vacancy in the office of pastor or where the pastor is ill and unable to perform his duties) shall be responsible to invite speakers from within the membership or outside the church to preach in a manner consistent with the beliefs articulated in the Statement of Faith.
- (E) The pastor shall be responsible, in coordination with the deacons, to establish mandatory safety and security procedures for all ministries and programs involving minors.

#### **SECTION 5.02—THE BOARD OF DEACONS**

- (A) The board of deacons shall assist the pastor, in such manner as he shall request, in promoting the spiritual welfare of the church, in conducting the church services, and in performing all other work of the church. The deacons are responsible for making preparations to observe church ordinances and shall, if requested by the pastor, consider applications for church membership and affiliated co-laborers. They shall assist him in visitation and all other evangelistic efforts of the church. The board of deacons shall assist the pastor in caring for the administrative needs of the church's various ministries. Upon the death, resignation, or dismissal of the pastor, the Director of Ministries and the board of deacons may appoint a pulpit committee.
- (B) The pastor and the board of deacons shall constitute the board of directors of the corporation.
- (C) The board of directors shall exercise the following specific powers only upon authorization by a majority vote of the members present at a duly called church administration meeting:
  - (1) To purchase, lease, or otherwise acquire real and personal property on behalf of the church, and to take real and personal property by will, gift, or bequest on behalf of the church;
  - (2) To sell, convey, alienate, transfer, lease, assign, exchange, or otherwise dispose of, and to mortgage, pledge, or otherwise encumber the real and personal property of the church, to borrow money and incur indebtedness for the purpose and use of the church; to cause to be executed, issued, and delivered for the indebtedness, in the name of the church, promissory notes, bonds, debentures, or other evidence of indebtedness; and to secure repayment by deeds of trust, mortgages, or pledges; and

- (3) To exercise all powers necessary for the dissolution of the church corporation.
- (4) All powers of the directors, (whether deacons or other appointed group) shall be compatible with the laws of the state of North Carolina.

### **SECTION 5.03—CHURCH CLERK**

The church clerk shall:

- (A) Certify and keep at the office of the church, the original bylaws or a copy, including all amendments or alterations to the bylaws, minutes of meetings, the membership roll, baptisms, and certificates of ordination and license; and deliver such documents to successor upon leaving office;
- (B) Keep minutes of all church administration and deacon meetings (unless a separate secretary of deacons has been elected or appointed), including the time and place of holding, the notice given, and the names of those present (unless a church-wide meeting), and an accurate record of all church business approved at each meeting. A copy of these minutes shall be kept as a permanent record of the church and shall be made available at all reasonable times to any proper person on terms provided by law and pursuant to these bylaws.
- (C) Sign, certify, or attest documents as may be required by law; see that reports, statements, certificates, and all other documents and records required by law are properly kept and filed;
- (D) See that all notices are duly given in accordance with the provisions of these bylaws. (In case of the absence or disability of the secretary, or his or her refusal or neglect to act, notice may be given and served by the pastor or by the chairman of the board of deacons.);
- (E) Keep an account of any special events in the life of the church which are of historical interest and give a report at the annual church administration meeting of the status of the church membership roll in the past year;
- (F) Keep all records at the office of the church and deliver them to any successor upon leaving office; and
- (G) Serve as the secretary of the corporation and be a member in good standing.

### **SECTION 5.04—FINANCIAL SECRETARY**

The financial secretary shall:

- (A) Count, along with two other persons so appointed, and record in a permanent record all the monies received in offerings for the church. This shall be done following each service or day of services of the church.

- (B) Convey in a timely manner all funds received to the treasurer for verification and deposit in the bank, including moneys received from outside sources, and shall provide the treasurer with a record of all monies received, specifying the distribution into various funds as designated. A copy shall be provided to the pastor each week or upon request.
- (C) Maintain a permanent weekly record of individual giving for all donations, offerings, contributions and gifts, and shall guard said records confidentially as a sacred trust. The financial secretary shall issue an official receipt to each contributor quarterly and at the end of the fiscal year.
- (D) The Director of Ministries may assume the duties of the financial secretary in the absence of a financial secretary, unless already serving in the capacity of the treasurer.

#### **SECTION 5.05—TREASURER**

The Treasurer shall:

- (A) Keep in the church office an accurate and permanent record of all financial transactions of church funds. Make reports of itemized disbursements and the financial condition of the church as requested by pastor and deacons, and for annual, quarterly or otherwise special or regular administration meetings; deliver such records to successor upon leaving office;
- (B) Receive and give receipt for all contributions, gifts, and donations to the church;
- (C) Verify all funds received from the church financial secretary, and deposit these and all other funds received in appropriate amounts at an approved banking facility or trust company as shall be selected by the pastor or board of deacons.
- (D) Write, sign, record, and mail checks in payment of church bills and routine expenses approved by the pastor and/or deacons as well as disburse funds and salaries as directed by the church.
- (E) At least one director of this corporation shall be authorized to sign church checks in the treasurer's absence. The chairman of the deacons shall not perform this duty if functioning as the financial secretary. No persons shall be permitted to sign checks written to themselves, and no expenditures of the church (except miscellaneous petty cash disbursements) shall be made by cash.
- (F) Serve as treasurer of the corporation and be a member in good standing.

#### **SECTION 5.06—ASSOCIATE PASTORS**

Under the direction and guidance of the pastor, the associate pastor(s) of the church shall assist the pastor in carrying out the ministries of the church.

## **SECTION 5.07—DUTIES OF ALL OFFICERS**

- (A) All officers shall prepare a written report of their work for the annual church administration meeting and shall surrender all records in their possession to the church clerk at the close of their term of office to be filed as a permanent record of the work of the church. All records are the property of the church and must be kept in the church office.
- (B) Any officer who neglects his duties as outlined in the bylaws for a period of three months may be removed from his office, at the discretion of the pastor, and another may be appointed by the pastor to serve the un-expired term.

## **SECTION 5.08—INSTALLATION OF OFFICERS**

A public installation service in which all newly elected officers of the church are to be dedicated to their respective offices and the ordination of newly elected deacons shall be held at a public church service following their election at the annual church administration meeting.

# **ARTICLE 6 MEETINGS**

## **SECTION 6.01—MEETINGS FOR PUBLIC WORSHIP**

Unless otherwise determined by the pastor, the church shall meet each Sunday for public worship, both morning and evening, and at least once during the week for Bible study and prayer.

## **SECTION 6.02—MEETINGS FOR CHURCH ADMINISTRATION**

- (A) The annual church administration meeting, for the election of officers and the transaction of other business, shall be held on last Sunday of the Fiscal year. A quorum shall consist of the members present. Public notice of the meeting shall be given from the pulpit for two successive Sundays immediately preceding the meeting.
- (B) The moderator shall determine the rules of procedure according to his sense of fairness and common sense, giving all members a reasonable opportunity to be heard on a matter. The moderator is the final authority on questions of procedure, and his decision is final and controlling.
  - (B) For any meeting under this article, the moderator, in his sole discretion, shall have full and unilateral authority to require nonmembers to leave the meeting room and to order the immediate removal of any member or other person present who is deemed by the moderator to be disruptive to the proceedings by act or presence. The moderator shall have full authority to order the removal of all children (ages to be determined by the moderator) if the moderator determines, in his sole discretion, that circumstances so warrant. If the moderator determines that compliance with his order of removal is unsatisfactory, the moderator may, in his sole discretion, revoke the disruptive person's right to remain on the premises in accordance with Section 3.03(C) and treat the person as a trespasser.

### **SECTION 6.03—SPECIAL MEETINGS**

- (A) The pastor (or deacons if the office of pastor is vacant or the pastor is the subject of possible disciplinary action) may call a special meeting by giving notice of such a meeting and the purpose for which it is called to the church from the pulpit at least one Sunday and not less than one week prior to said meeting. A meeting for the calling of a pastor or the severance of the relationship between the church and pastor shall be called in accordance with the provision of Sections 4.04(A) and 4.05.
- (B) Bible conferences, missionary conferences, and revivals may be held as the pastor deems beneficial.

### **SECTION 6.04—MOTIONS**

Members who desire that a certain motion be made or subject matter be discussed during an annual, regular, or special business meeting must file a written recommendation with the pastor and deacons two weeks prior to the set meeting. The church leadership will then consider the proposal and proceed according to their conscience and what they understand to be in the best interests of the church. All other motions will be presented by the pastor and/or the Director of Ministries unless the pastor and/or Director of Ministries has delegated authority to another member and/or officer to raise certain motions.

### **SECTION— 6.05 FISCAL YEAR**

The fiscal year of the church shall begin January 1st and end December 31st.

### **SECTION 6.06 –EXTRA-BUDGET EXPENDITURES**

The treasurer may, in the ordinary course of his duties, make or authorize the making of any expenditure or obligation in any amount not exceeding Five Hundred dollars (\$500). The pastor and board of deacons may make or authorize the making of any expenditure or obligation in any amount not exceeding One thousand dollars (\$1000). The membership may make or authorize the making of any expenditure or obligation in any amount whatsoever.

### **SECTION 6.07-EMERGENCY EXPENDITURES**

The pastor and the board of deacons may, in an emergency situation, make or approve the making of any expenditure or obligation exceeding the limit imposed on them in Section 4.05 under the following conditions:

- (A) The pastor and the board of deacons, by a majority vote, must determine that the matter is of such urgency that it cannot wait until the next regular meeting of the membership or until a special meeting can be held.
- (B) Before making any decision, the pastor and the board of deacons shall make a good faith effort to obtain the opinions of as many of the members as can be reached. The actual decision shall then be taken at a meeting of the pastor and the board of deacons, any action requiring the approval of at least two-thirds (2/3) of the board.

- (C) The pastor shall report the action taken by the pastor and the board of deacons to the next meeting of the members for approval. If the members refuse to approve, the action shall be reversed insofar as possible, but the pastor and the board of deacons shall not be personally liable for such action, provided that they have, in good faith, followed the procedures set forth in this section.

## **ARTICLE 7 INDEMNIFICATION**

### **SECTION 7.01—ACTIONS SUBJECT TO INDEMNIFICATION**

- (A) The church may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action by or in the right of the church) by reason of the fact that the person is or was a pastor, deacon, officer, employee, or agent of the church, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding; and if that person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the church and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.
- (B) The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the church and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

### **SECTION 7.02—EXPENSES SUBJECT TO INDEMNIFICATION**

To the extent that a pastor, deacon, officer, employee, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Article, or in defense of any claim, issue, or matter in that action, suit, or proceeding, he or she may be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit, or proceeding.

### **SECTION 7.03—LIMITATIONS OF INDEMNIFICATION**

Any indemnification made under this Article, may be made by the church only as authorized in the specific case on a determination that indemnification of the pastor, deacon, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 5.01. The determination shall be made (a) by a majority vote of a quorum consisting of the pastor and deacons who were not and are not parties to or threatened with the action, suit, or proceeding; (b) if the described quorum is not obtainable or if a majority vote of a quorum of disinterested deacons so directs, by independent legal counsel in a written opinion; or (c) by a majority vote of the members of the church.

**SECTION 7.04—TIMING OF INDEMNIFICATION**

Expenses of each person seeking indemnification under this Article may be paid by the church as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the board of deacons in the specific case, so long as the pastor, deacon, officer, employee, or agent agrees to repay the amount if it is ultimately determined that he or she is not qualified to be indemnified by the church.

**SECTION 7.05—EXTENT OF INDEMNIFICATION**

The indemnification provided by this Article shall be deemed to be discretionary unless otherwise required as a matter of law or under any agreement or provided by insurance purchased by the church, both as to action of each person seeking indemnification under this Article in his official capacity and as to action in another capacity while holding that office, and may continue as to a person who has ceased to be a pastor, deacon, officer, employee, or agent and may inure to the benefit of the heirs, executors, and administrators of that person.

**SECTION 7.06—INSURANCE**

The church may purchase and maintain insurance on behalf of any person who is or was a pastor, deacon, officer, employee, or agent of the church against any liability asserted against him and incurred by him in that capacity, or arising out of his status in that capacity, whether or not the church would have the power to indemnify him against liability under the provisions of this Article.

**ARTICLE 8  
COMMITTEES**

**SECTION 8.01—STANDING COMMITTEES**

The pastor (or the board of deacons if the office of pastor is vacant) shall appoint standing committees as he deems appropriate and shall designate a chairperson and the membership for each standing committee except when otherwise specifically provided in these bylaws.

**SECTION 8.02—SPECIAL COMMITTEES**

The board of deacons, in its discretion, may create special committees to provide the board with advice and information regarding matters submitted to the committee by the board for consideration. The committee shall have no authority to act on behalf of the corporation. Nominations for special committee members shall be made by the pastor or such persons as he shall appoint to make such nominations. The members of the committee shall be chosen by a majority vote of the board of deacons and shall serve solely at the pleasure of the board of deacons. The special committee shall be subject to the control and direction of the board of deacons at all times.

**SECTION 8.03 — ACTIONS OF COMMITTEES**

Committees, whether standing or special, have no authority to act on behalf of the corporation. Their primary function is to research and recommend. Committees shall make available upon request all records and materials to the pastor or deacons, who shall have the right to overrule any plans or decisions made by the committee. Each committee shall have a secretary that keeps minutes of each meeting and shall timely submit the minutes to the pastor and church clerk to be filed with church records. If deemed appropriate by the pastor and deacons, the committee

secretary, in conjunction with the chairman, shall submit an annual report to the church of the decisions and plans of the committee.

## **ARTICLE 9 BINDING ARBITRATION**

### **SECTION 9.01—SUBMISSION TO ARBITRATION**

Believing that lawsuits between believers are prohibited by Scripture, all members of this church agree to submit to binding arbitration any matters which cannot otherwise be resolved, and expressly waive any and all rights in law and equity to bring any civil disagreement before a court of law, except that judgment upon the award rendered by the arbitrator may be entered in any court having jurisdiction thereof.

### **SECTION 9.02—NOTICE OF ARBITRATION**

- (A) In the event of any dispute, claim, question, or disagreement arising out of or relating to these bylaws or any other church matter, the parties shall use their best efforts to settle such disputes, claims, questions, or disagreement as befits Christians and in accord with Matthew 5:15-17.
- (B) To this effect, they shall consult and negotiate with each other in good faith and, recognizing their mutual interests not to disgrace the name of Christ, seek to reach a just and equitable solution.
- (C) If they do not reach such solution within a period of sixty (60) days, then upon notice by either party to the other, disputes, claims, questions, or differences shall be finally settled by arbitration as described in Section 9.01, above, and such Procedures for Arbitration as are adopted pursuant to Section 9.04, below.

### **SECTION 9.03—LIMITATIONS ON ARBITRATION DECISIONS**

- (A) Should any dispute involve matters of church discipline, the arbitrators shall be limited to determining whether the procedures for church discipline, as outlined under Section 3.04, were followed.
- (B) Should any dispute involve the removal from office of the pastor or any church officer, the arbitrators shall be limited to determining whether the procedures set forth in Sections 4.04, 4.07, or 5.07 were followed.

### **SECTION 9.04—ARBITRATION PROCEDURES**

The Procedures for Arbitration shall be as adopted by the pastor and the board of deacons.

## **ARTICLE 10 CONFLICT OF INTEREST**

### **SECTION 10.01—PURPOSE**

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

### **SECTION 10.02—DEFINITIONS**

- (A) **Interested Person:** Any trustee or officer who has a direct or indirect financial interest.
- (B) **Financial interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - 1. An ownership or investment interest in any entity with which the Church has a transaction or arrangement,
  - 2. A compensation arrangement with the Church or with any entity or individual with which Church has a transaction or arrangement, or
  - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Church is negotiating a transaction or arrangement.
  - 4. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the board decides that a conflict of interest exists.
- (C) **Compensation:** Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

### **SECTION 10.03—PROCEDURES**

- (A) In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the trustees considering the proposed transaction or arrangement.
- (B) After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

- (C) An interested person may make a presentation at the board meeting, but after the presentation, he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - (1) The pastor shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - (2) After exercising due diligence, the board or committee shall determine whether Church can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - (3) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board shall determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the best interests of Church, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- (D) If the board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (E) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **SECTION 10.04—RECORDS OF PROCEEDINGS**

- (A) The minutes of the board shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's decision as to whether a conflict of interest in fact existed.
- (B) The minutes of the board also shall contain the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **SECTION 10.05—COMPENSATION**

A voting member of the board who receives compensation, directly or indirectly, from the church for services rendered may not vote on matters pertaining to that member's compensation.

**ARTICLE 11  
DESIGNATED CONTRIBUTIONS**

From time to time the church, in the exercise of its religious, educational, and charitable purposes, may establish various funds to accomplish specific goals. All contributions to these funds shall be deemed advisory rather than mandatory in nature and shall remain subject to the exclusive control and discretion of the pastor and the board of deacons. No fiduciary obligation shall be created by any designated contribution made to the church other than to use the contribution for the general furtherance of any of its tax-exempt purposes.

**ARTICLE 12  
AMENDMENTS**

These bylaws may be revised or amended by a majority vote of the members present and voting at any regular church administration meeting, provided that said revision or amendment has been submitted in writing and announced from the pulpit for at least two consecutive Sundays, and at least fourteen (14) days before the vote is taken.

Proposed amendments or changes must be made available to voting members for review at least one week prior to the meeting at which the vote to amend the bylaws will be taken.

**ADOPTION**

These bylaws were adopted by a two-thirds majority vote of the members present and voting at a duly called meeting of the church in which a quorum was present.

These bylaws supersede any other bylaws of Solid Rock Baptist Church.

_____	_____
Date	Church Clerk
_____	_____
Date	Deacon
_____	_____
Date	Deacon
_____	_____
Date	Deacon
_____	_____
Date	Deacon