

**AMENDED AND RESTATED BYLAWS OF  
FELLOWSHIP BIBLE CHURCH  
WINCHESTER, VIRGINIA**

As you read these bylaws, we encourage you to look up and study the Bible passages that are cited next to particular provisions. If such study does not answer all of your questions and concerns, please do not hesitate to approach our pastor or one of our elders, who will be happy to talk with you about these bylaws.

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# **AMENDED AND RESTATED BYLAWS OF FELLOWSHIP BIBLE CHURCH**

These Amended and Restated Bylaws govern the affairs of Fellowship Bible Church, a Virginia religious non-stock corporation (the “Church”). The Church is organized under the Virginia Non-Stock Corporation Act, as amended (the “Act”).

## **ARTICLE 1 NAME AND PRINCIPAL OFFICE**

The name of this religious non-stock corporation is Fellowship Bible Church. The principal office of the Church in the Commonwealth of Virginia shall be located in Frederick County. The Board of Elders of the Corporation shall have full power and authority to change any office from one location to another, either in Virginia or elsewhere. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in the Commonwealth of Virginia. The registered office may be, but need not be, identical with the Church’s principal office in the City of Winchester. The Board of Elders may change the registered office and the registered agent as provided in the Act.

## **ARTICLE 2 MISSION**

Out of a desire to glorify God as a spiritual community, the mission of Fellowship Bible Church is to prepare and deploy dependent disciples of Jesus Christ, who change their world for Him as they are being changed by Him.

## **ARTICLE 3 STATEMENT OF FAITH**

### **3.01 Doctrinal Statement of Faith**

#### **(a) THE BIBLE**

We believe the Bible consists of the Old and New Testaments and every word is the verbally inspired Word of God. The Bible is without error in the original manuscripts and is the only and final authority for faith and practice in all matters of which it addresses. The Bible, as God’s only written revelation to mankind, is to be interpreted normally and literally in regard to all of its contents. (John 10:35; Matthew 5:18; 2 Timothy 3:16; 2 Peter 1:21; I Corinthians 2:13; I Timothy 5:18; I Corinthians 2:14-16)

#### **(b) GOD**

1. We believe in one God who is eternal and immutable, who exists in three distinct persons: Father, Son, and Holy Spirit. (John 6:27; Hebrews 1:8; Acts 5:3,4; Deuteronomy 6:4; 2 Corinthians 13:14; Matthew 28:19; Isaiah 48:16)
2. We believe that Jesus Christ of Nazareth is the promised Messiah, God the Son in human flesh. That he is totally without sin; was conceived by the Holy Spirit and

born of the Virgin Mary; and is both fully God and fully man. (John 1:14; Matthew 1:18-25; John 11:33; John 8:40; Hebrews 1:8, 2:14)

3. We believe that the Holy Spirit is a Person, possessing all the distinctively divine attributes. He is God. He convicts the world of sin, righteousness, and judgment. He regenerates, seals, and sets apart the believer to a holy life. At regeneration He baptizes the believer into the body of Christ and comes to indwell him permanently, bestows spiritual gifts on each one for the common good of the church and fills each one yielded to Him. (I Corinthians 2:10-11, 12:11, 13; Isaiah 40:13-14; 2 Thessalonians 2:13; Romans 8:9; Ephesians 5:18)

(c) THE PAST, PRESENT, AND FUTURE WORK OF CHRIST

1. We believe that Jesus Christ died for the sins of all humanity as a substitutionary sacrifice and that all who believe in Him are declared righteous on the basis of His shed blood. (2 Corinthians 5:14; Mark 10:45; Romans 3:24-26; I Peter 3:18; Romans 5:8-9)
2. We believe in the bodily resurrection of Christ, in His ascension into heaven, and in His present life there for us. Jesus now serves as High Priest, Intercessor, and Advocate in our behalf with the Father. (Romans 1:4; John 20:25-27; I John 2:1; Hebrews 7:25; Mark 16:19; Acts 1:9-11)
3. We believe in the personal, bodily return of Jesus Christ in the glory of His Father to set up on earth a kingdom in which He shall reign in righteousness and peace. (Acts 1:11; Matthew 24:30; Revelation 20:4-6; Isaiah 9:6-7; Isaiah 11:2-5)

(d) MAN

1. We believe that the first man and woman were created in the image of God and thus man has great value in God's sight. But man sinned and consequently experienced not only physical death but also spiritual death (which is separation from God). The consequences of this sin affect the entire human race. All human beings are born lost and separated from God and with a sinful nature. (Genesis 1:26-27, 2:17, 3:6; Romans 5:12-19; Ephesians 2:1-3; Mark 7:20-23; John 2:24-25)
2. We believe that all believers still struggle with the flesh in this life, but that God has made full provision for believers to resist this flesh and to live for God through identification with Christ, a knowledge of the Bible, and by the power of the indwelling Holy Spirit. (Romans 5:12-19; 6-8; Ephesians 2:1-3, 10; 2 Peter 1:3; Philippians 2:12-13)
3. We believe in the bodily resurrection of all men. Believers are resurrected to enjoy eternal life with God. Unbelievers are resurrected to experience judgment and eternal suffering, and separation from God. (I Corinthians 15:52; I Thessalonians 4:16; Revelation 20:4-6, 12-15; John 5:28-29; Daniel 12:2; Revelations 21:1-8)
4. We believe that the Traditional Definition of Marriage is a sacred covenant between one man and one woman and God. We believe that their respective roles of love and submission are to reflect Christ's sacrificial love to the church and the church's submission to the will of God the Father. The husband and wife may have sexual

intercourse for both procreation and pleasure. Marriage is the only accepted basis for sexual activity; all other sexual activity whether homosexual or heterosexual amounts to immorality and is sin. (Genesis 1:27-28, 2:24; Matthew 19:4-6; Ephesians 5:22-33; Romans 1:18-31; Hebrews 13:4)

(e) SATAN

We believe that Satan is a personal being, the author of sin who provoked the fall of man. We believe that he is the great adversary of God's person, program and people, but is a defeated foe who is destined to eternal punishment in the lake of fire. (Isaiah 14:12-15; Matthew 4:1-11; 2 Corinthians 4:3-4; I Peter 5:8; Revelation 20:10)

(f) SALVATION

1. We believe that man's redemption and reconciliation with God occurs as an act of God's grace, not of works, that the Lord Jesus Christ died for our sins as a representative and substitutionary sacrifice and that all who believe in His death and resurrection are justified on the grounds of His shed blood. (Romans 3:21-24; I Corinthians 15:1-4; Ephesians 2:8-9; John 1:12-13; Titus 3:5-7; I Peter 1:18-21)
2. We believe that all believers are kept eternally secure by the power of God through the new birth, the indwelling and sealing of the Holy Spirit, and the intercession of Christ. (John 10:28-30; John 14:16-17; I Peter 1:23; Ephesians 4:30; I John 2:1; Romans 8:38-39; I Corinthians 5:5; Colossians 3:3)

(g) THE CHURCH, THE BODY OF CHRIST

1. We believe that the Church in its invisible form is universal, the true body and bride of Christ. All believers from the day of Pentecost until the Church is caught up to heaven are members of the universal Church regardless of organization affiliation.
2. We believe that as the individual Christian has a responsibility to make Christ known, so does every local church have a corporate responsibility for making Christ known.
3. We believe in the imminent return of Christ for the Church. All members of the body of Christ, living or dead, will at that time be caught up to be with the Lord forever. (I Thessalonians 4:13-18; I Corinthians 15:51-53; Titus 2:13)
4. We believe that the spiritual oversight of the local church is given to a multiplicity of leaders known as elders who share equal authority. The elders are assisted by deacons and the pastoral staff to carry out the ministry. Elders and deacons are selected according to standards expressed by the New Testament. (Acts 14:23, 20:28; Philippians 1:1; 1 Timothy 3:1-13; Titus 1:5-9; I Peter 5:1-4)
5. We believe that Christ ordained the observance of water baptism and the Lord's Supper until He returns. We believe that baptism is an outward testimony of a person's belief in Christ and should be administered upon confession of faith in the Lord Jesus Christ. We believe that the Lord's Supper is a memorial of Christ's death, the elements being symbols of His body and blood. We believe that every Christian in good standing has a right to partake of the elements of the Lord's Supper but that

participation should always be preceded by solemn self-examination. (Colossians 1:18; Ephesians 4:4-6; Acts 1:5, 11:15-16; I Corinthians 11:24-26, 28)

### **3.02 Statement of Marriage**

#### **(a) MARRIAGE**

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

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

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

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

#### **(b) COMMON LAW MARRIAGE**

In no case shall persons be accepted into membership and/or employment who are known to be living in a common-law state of matrimony.

(c) SEXUALITY

Sexuality and the divinely prescribed boundaries for the expression thereof is covered clearly in the Holy Scriptures, which limit sexual expression to the marital relationship of one man with one woman. Homosexual acts, adultery, bestiality, and all forms of fornication are categorically condemned in the Holy Scriptures. (Exodus 20:14; Leviticus 20:10-21; Deuteronomy 5:18; Proverbs 5:3-5, 8-13; 7:21-27; Matthew 5:27; Luke 18:20; Romans 1:26-27, 13:9; 1 Corinthians 6:18, 10:8; Galatians 5:19; 1 Thessalonians 4:3; 19:18; James 2:11; Jude 7.) Furthermore, the Church believes that a persons sexual and gender identity (male or female) God determines at conception and the Holy Scripture does not permit an individual from altering their sexual identity physically or otherwise. (Deuteronomy 23:1)

**ARTICLE 4  
PURPOSE AND LIMITATIONS**

The Church is formed for any lawful purpose or purposes not expressly prohibited under Title 13.1, Chapter 10, section 825 of the Virginia Nonstock Corporation Act. The Church is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

- (a) To bring glory and honor to the triune God by calling our members to a deeper relationship with Christ by promoting true worship, mutual edification, holy and upright living and gospel witness according to the Scripture.
- (b) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation of a church, ministry, charity, school, or eleemosynary institution, without limitation.
- (c) To ordain, employ, and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Church, and elsewhere.
- (d) To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the Commonwealth of Virginia and elsewhere.
- (e) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.
- (f) This Church is also organized to promote, encourage, and foster any other similar religious, charitable, and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however,

no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

## **ARTICLE 5 MEMBERSHIP**

- (a) Members are those who have made a credible profession of faith in Christ, have been baptized as a believer, and have been received into membership as provided in Article 5(b): Membership.
- (b) A person may be received into membership by confession of faith before two elders or an elder and pastor of the church and having given evidence of post profession baptism. In order to be received into membership, a person must complete the membership classes and formally accept the policy guidelines and philosophy of ministry.
- (c) All members who are at least eighteen years old, in good standing in the church, and in attendance at a duly called meeting shall be entitled to one vote on matters stated in Article 5(f): Membership. "Good standing" means that a member is not presently under the censure of suspension or deposition.
- (d) Members may be removed from membership at their own request by informing the Board of Elders of their intention to withdraw and the reasons therefore. If a member requests to withdraw because of specific problems or disappointments with the church, the Board of Elders shall attempt to resolve those matters so that the member may remain in the church and enjoy greater fruitfulness and personal spiritual growth. If the Board of Elders is unable to resolve those matters, it shall offer, upon request, to assist the member in locating a church of like faith and practice that can respond more effectively to his gifts and needs (Matthew 18:12-20; Article 13: Church Discipline).
- (e) Members may also be removed from membership by order of the Board of Elders when they: persistently, over an extended period of time, and without adequate reason absent themselves from the stated services of the church; unite with another church; cannot be found for a period greater than two years; or are removed by excommunication for persistent impenitence (Article 13: Church Discipline). Minors may be removed from membership with their parents or when they reject the covenantal responsibility of submission to home or church and neglect the ongoing exhortation of the Board of Elders to profess faith in Christ.
- (f) The Elders provide the sole governance of Fellowship Bible Church (Article 6(f): Office of Elders) with the exception that the purchase of real estate or the embarking on a building program that requires indebtedness shall require an affirmative vote of two thirds of those members present.

**ARTICLE 6**  
**OFFICE OF ELDERS**  
**(Board of Directors)**

- (a) Elders must be male voting members. In order to be eligible, a man shall have been a member in good standing in the church for at least one year, shall have received appropriate training under the direction or with the approval of the Board of Elders, and shall have served the church in functions requiring responsible leadership.
- (b) Elders, individually and jointly with the assistance of the vocational pastors, are to lead the church in the service of Christ. They are to watch diligently over the people committed to their charge to prevent corruption of doctrine or morals. Persistent evils that cannot be corrected by private admonition should be brought to the notice of the Board of Elders. They should visit the people, especially the sick, instruct the uninformed, comfort the mourning, and nourish and guard the people of the church. They should pray with and for the people. They should have particular concern for the doctrine and conduct of the pastors and should help and encourage them in their labors.
- (c) The Board of Elders shall appoint the Elders of Fellowship Bible Church from the membership of the congregation who meet the Biblical qualifications as stated in 1 Timothy 3:1-7 and Titus 1:5-9. The number of actively serving elders shall not be less than three (3) and not more than ten (10). The Board of Elders may include the preaching team lead pastor.
- (d) Actively serving members of the Board of Elders shall serve without a set term. Members are able to take a one-year sabbatical from active service upon agreement of the Board of Elders. No member of the church staff, except the preaching team lead pastor, may be an actively serving member of the Board of Elders.
- (e) The Elder Board may divest an elder of his office under church discipline or for his failure to uphold the responsibilities of the office of Elder. The determination of fulfilling the responsibilities of an Elder is under the sole discretion of the Elder Board.
- (f) The Board of Elders is the governing body (Board of Directors) of the church. The Board of Elders shall have the power and authority to make rules and regulations not inconsistent with the laws of the Commonwealth of Virginia, the constitution, and these bylaws. The Board of Elders shall manage the business affairs of the church (with the exception as stated below in Article 9(c): Congregational Meetings), overseeing all matters concerning the conduct of public worship, and it shall concert the best measures for promoting the spiritual growth and evangelistic witness of the congregation. It shall receive, dismiss, and exercise discipline over the members of the church, supervise the activities of the Deacons, the Pastoral staff, and all other staff and organizations of the congregation, and have final authority over the use of church property.

- (g) The Board of Elders shall have a chairman who shall preside over the board meeting and a secretary. The chairman shall not be the vocational pastor. Each officer shall be elected by the board members for a period of one year. They may be elected to serve additional terms.
- (h) The Board of Elders (BOE) shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the BOE shall be responsible for the acquisition and disposition of church property, which includes the management of its financial resources. Neither the BOE nor its delegates shall have the power to buy, sell, mortgage, pledge or in any manner encumber any church real estate without first notifying the membership at a congregational meeting, except that the BOE shall have the power to sell real estate which has been gifted to the church without first notifying the membership at a congregational meeting. The BOE may delegate to the Deacons or other members such of these responsibilities as it deems appropriate. Notwithstanding anything else contained herein, the BOE may delegate to its Chairman the authority to sign all necessary documents to effect the sale of real estate which has been gifted to the church.
- (i) A regular meeting of the Board of Elders shall be held at least once per quarter, but regular meeting schedules can be adjusted by the Board of Elders. Special meetings may be called at the request of the chairman of the Board of Elders.
- (j) A majority of the Board of Elders shall constitute a quorum for the transaction of business at any meeting of the board. When the church is without a vocational pastor, the Board of Elders shall provide for the filling of the pulpit.
- (k) The act of three-fourths of the elders present at a Board of Elders meeting at which a quorum is present (when the vote is taken) shall be the act of the Board of Elders. An elder shall be deemed to have approved of an action taken if he is present at a meeting of the Board of Elders unless;
  1. He objects at the beginning of the meeting (or promptly upon arrival) to holding the meeting or transacting business at the meeting; or
  2. His dissent or abstention from the action taken is entered in the minutes of the meeting; or
  3. He did not approve the action and he delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or immediately after adjournment of the meeting.
- (l) If at any time there are less than three persons on the Board of Elders, the elder board may elect from the Deacons and, if necessary, from among the voting members, individuals who will temporarily serve as directors of the church for the purpose of carrying out any required corporate business. The terms of such temporary directors shall expire when sufficient elders have been elected and ordained to bring the number of the Board of Elders to three or more. If the Board of Elders shall cease to

exist or become so small as to prevent it from working effectively, the deacons shall provide for the selection and ordination of elders from within the congregation, or, may appoint elders or ministers, or both, normally from within the same congregation, to be an acting Board of Elders or to augment the existing Board of Elders temporarily.

- (m) The Board of Elders may meet by means of a conference telephone call or similar communications equipment, provided all persons entitled to participate in the meeting received proper notice of the telephone meeting, and provided all persons participating in the meeting can hear each other at the same time. A member participating in a conference telephone meeting is deemed present in person at the meeting. The moderator of the meeting may establish reasonable rules as to conducting business at any meeting by phone.
- (n) The Board of Elders appointed secretary shall perform, in good faith, the chairman's duties if the chairman is absent, dies, is unable or refuses to act. If the secretary acts in the absence of the chairman, the secretary shall have all of the powers of and be subject to all the restrictions upon the chairman.
- (o) The Board of Elders shall appoint a Secretary from among its members who shall in good faith create and maintain one or more books for the minutes of the proceedings of the Board of Elders.
- (p) The Secretary of the Board of Elders shall ensure that;
  - 1. All notices are served in accordance with these bylaws or as required by law;
  - 2. The minutes of all meetings of the members are maintained;
  - 3. When requested or required, authenticate any records of the church; and
  - 4. In general perform all duties incident to the office of secretary and any other duties that the chairman of the Board of Elders may assign to the secretary.
- (q) The Board of Elders may hire staff, establish such committees or establish specific ministries as it deems necessary for carrying out the work of the church.
- (r) Either the Board of Elders Chairman or Secretary will sign corporation deeds, mortgages, bonds, contracts in excess of \$50,000, or other instruments approved by the Board of Elders.

## **ARTICLE 7 OFFICE OF DEACONS**

- (a) The Deacons shall oversee the ministry of mercy in the church and shall collect and disperse funds for the relief of the needy. Other forms of service for the church may also be committed to the deacons.

- (b) Deacons must be male voting members. In order to be eligible, a man shall have been a member in good standing in the church for at least one year, shall have received appropriate training under the direction or with the approval of the Board of Elders, and shall have served the church in functions requiring responsible leadership.
- (c) The Board of Elders shall appoint Deacons who meet the biblical qualifications as stated in Acts 6:1-7 and 1 Timothy 3:8-13. Deacons shall show forth the compassion of Christ in a manifold ministry of mercy toward the saints and strangers on behalf of the church. As delegated and directed by the Board of Elders, they shall minister to the temporal needs of the congregation.
- (d) Deacons shall serve for three-year terms. Terms can be renewed successively at the discretion of the Board of Elders.
- (e) A deacon who has been previously appointed and who has been divested of the office must be re-appointed for service by the Board of Elders.
- (f) A deacon may be divested of his office by church discipline for an offense in doctrine or life.

## **ARTICLE 8 VOCATIONAL PASTORS AND STAFF**

- (a) Vocational pastor(s) shall meet the Biblical qualifications of a pastor as determined by the Board of Elders.
- (b) Each vocational pastor shall have a job description, reviewed and approved by the Board of Elders, describing the duties of his ministry and is charged with fulfilling that ministry for the good of the body.
- (c) An individual may be ordained, licensed or commissioned as a minister of the gospel by Fellowship Bible Church of Winchester, VA after the candidate has met the qualifications for ordination, licensure or commissioning. These qualifications may include, but are not limited to, education, experience, and training. The qualifications will be determined by the Board of Elders of Fellowship Bible Church.
- (d) Vocational pastor(s) and staff shall receive stated salaries for their services.
- (e) It is the charge of the preaching team lead pastor & executive pastor to oversee the rest of the pastoral and ministry staff and serve as liaisons of the staff with the elder board. All the vocational pastoral staff and other full and part time staff members are to be accountable to the elder board.
- (f) A pastor may resign his position upon thirty days written notice. The ministerial relationship may be dissolved by the act of the elder board. If the ministerial relationship is dissolved, the church may provide the pastor with at least one month's severance pay, and may consider providing such other assistance as is necessary for his needs and the needs of his family while he seeks other employment.

## ARTICLE 9 CONGREGATIONAL MEETINGS

- (a) Congregational meetings shall be held at least bi-annually at a date, time, and place to be determined by the Board of Elders. At the annual meeting, the business and state of the church will be presented along with various committee reports, and the transaction of other business as may come before the meeting.
  - 1. Polling the Membership: As deemed necessary, the membership will be asked to list men they view as examples of meeting the biblical qualification of elders and deacons. The results will be known only to the Board of Elders.
  - 2. Membership Verification for Elders and Deacons: After thorough examination and reaching satisfaction, the Board of Elders shall present the potential elder or deacon's name before the membership for response and opportunity to confirm publicly the biblical qualifications of the man. Those members holding charges against them will be asked to privately communicate such to the Board of Elders. Any charges will be verified and dealt with according to the Scriptures.
- (b) The Elders provide the sole governance of Fellowship Bible Church (Article 6(f): Office of Elders) with the exception the purchase of real estate or the embarking on a building program that requires indebtedness shall require an affirmative vote of two-thirds of those members present.
- (c) A Church financial summary shall be presented to the church at least annually.
- (d) The moderator of such meetings shall be the Chairman of the Board of Elders or his designee and the secretary of the church or his designee shall serve as clerk.
- (e) Special meetings of the church shall be called at a date and location to be determined by the Board of Elders whenever the Board of Elders deems it to be in the best interests of the church.
- (f) The date, time, and location of all congregational meetings must be announced orally or in the church bulletin at least two (2) Sundays prior to the time set for the meeting, or by letter mailed at least ten days prior to the meeting. If the congregational meeting is adjourned to a different date, time, or place, notice of a new date, time, and place need not be given if the new date, time, and place are announced before adjournment. A member entitled to a notice may waive notice of the meeting (or any notice required by laws of the Commonwealth of Virginia or these bylaws) by a written notice signed by the member. The member must send the notice of waiver to the church (either before or after the date and time stated in the notice) for inclusion in the minutes or filing with the church records.
- (g) A member's attendance at a meeting waives the member's right to object to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and waives the member's right to object to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

## **ARTICLE 10 CHURCH RECORDS**

- (a) The Board of Elders shall ensure that the following records shall be maintained:
1. Minutes of its meetings and changes in the membership of the congregation;
  2. Minutes of the meetings of the congregation;
  3. Rolls of the members in the congregation with the dates of their reception;
  4. Resolution adopted by the Board of Elders;
  5. Appropriate financial accounting records;
  6. Its articles or restated articles of incorporation and all amendments to them currently in effect; and
  7. Its bylaws or restated bylaws and all amendments to them currently in effect.
- (b) A member shall be entitled to inspect and copy, at a reasonable time and location specified by the Board of Elders, any of the church records described above, provided the Board of Elders finds that the member has a proper purpose and is acting in good faith. The Board of Elders may limit access to any records that contain confidential information about a particular person or persons.

## **ARTICLE 11 CHURCH DISCIPLINE**

Church discipline is the exercise of that authority that the Lord Jesus Christ has committed to the visible church for the preservation of its purity, peace and good order. All members of the church are under the care of and subject to the discipline of the church.

Repentance, reconciliation, and restoration are always the purpose for and the goal of church discipline. Mutual accountability and discipline within the church is commanded by God in scripture and is one of the most important responsibilities for a true church of Jesus Christ.

### **SCRIPTURAL REFERENCES:**

Proverbs 14:12, 15:9-10, 31-33; Isaiah 55:7-9; Ezekiel 34:4,8,16; Matthew 18:12-20; Luke 15:11-32; Romans 2:24, 12:15-16, 16:17; I Corinthians 5:1-13, 10:31, 12:12-30; II Corinthians 2:5-13, 7:8-10; Galatians. 2:11-14, 6:1-2; Ephesians 4:25-5:6, 5:1-11; Colossians 3:16; I Thessalonians 5:14-22; II Thessalonians 3:6-15; I Timothy 1:20, 5:19-20; II Timothy 1:7, 15, 2:16-18, 3:1-5, 4:2; 4:9, 14-15; Titus 3:9-11; Hebrews 10:24-30, 12:5-17, 13:17; II Peter 1:5-11; II John 7-11; III John 9-10; Revelation 3:19

**ARTICLE 12**  
**OWERSHIP AND DISTRIBUTION OF PROPERTY**

- (a) The church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these bylaws.
- (b) "Dissolution" means the complete disbanding of the church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the church, its property shall be applied and distributed as follows:
  - 1 All liabilities and obligations of the church shall be paid and discharged or adequate provision shall be made therefor;
  - 2 Assets held by the church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
  - 3 Assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the responding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the corporation; this distribution shall be done pursuant to a plan adopted by the Board of Elders, provided that no assets are distributed to any organization governed by a member of the Board of Elders; and
  - 4 Any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine.

**ARTICLE 13**  
**INDEMNIFICATION OF DIRECTORS**

- (a) The Board of Elders may choose to indemnify and advance church-related expenses of any elder, deacon, employee, or agent of the church.
- (b) Subject to the provisions of paragraph c. of this section, the church shall indemnify any elder or deacon or former elder or deacon of the church against claims, liabilities, expenses, and costs necessarily incurred by him in connection with the defense, compromise, or settlement of any action, suit or proceeding, civil or criminal, in which such person in made a party by reason of being or having been an elder or deacon, to the extent not otherwise compensated, indemnified or reimbursed by insurance, if:
  - 1. The conduct of the elder or deacon was in good faith.
  - 2. The elder or deacon reasonably believed that his conduct was in the best interests of the church, or at least not opposed to its best interests; and

3. In the case of any criminal proceedings, the elder or deacon had no reasonable cause to believe that his conduct was unlawful
- (c) The church may not indemnify an elder or deacon in connection with a proceeding brought against him by or in the right of the church, in which he was adjudged liable to the church, or where the elder or deacon is charged with receiving an improper personal benefit and he is adjudged liable on that basis.

#### **ARTICLE 14 AMENDMENT OF BYLAWS**

These bylaws may be amended or repealed only by the affirmative vote of two-thirds (2/3) of the Board of Elders present at a duly called meeting called for such purposes.

THESE BYLAWS ARE SUBJECT TO ARBITRATION PURSUANT TO THE VA ARBITRATION ACT, VA CODE SECTION 8.01, CODE OF VIRGINIA, (1950 AS AMMENDED) ARBITRATION ACT, CHAPTER 21, ARTICLE 2.