

CONSTITUTION & BYLAWS  
*of*  
MIDLOTHIAN BAPTIST CHURCH



**MIDLOTHIAN BAPTIST CHURCH**

*Find and Follow Jesus...*

*Edited and Presented to our Congregation for Review*

*on March 14, 2026*

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# CONSTITUTION

## I. PREAMBLE

So that all things may be done decently and in order in accordance with the accepted tenets of other churches of like precious faith, and that we may more readily help each other in our Christian service, we declare and establish this Constitution to which we voluntarily submit ourselves.

The Midlothian Baptist Church operates as an independent, fundamental Baptist church with its own governance structure and adopts the Constitution below as its Articles of Faith. However, the Church may affiliate with any like-minded churches, associations, or denominations as it determines shall further its tax-exempt religious purposes.

The Constitution is not a club to beat Members into submission, but rather an instrument to give the Church guidance. It is realized that new Christians will need to mature and will be given support before some of these characteristics are evident in their lives.

## II. NAME

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

## III. PURPOSES

- A. To obey God’s great commandment to love Him, and to love others. Matthew 22:37–39: *You shall love the Lord your God with all your heart, with all your soul, and with all your mind. . . . You shall love your neighbor as yourself.*
- B. To do all we can to fulfill the Great Commission. Mark 16:15: *Go into all the world and preach the gospel to every creature.*
- C. The Church shall also ordain and license individuals for the purpose of the Gospel ministry; evangelize the unsaved by the proclaiming of the Gospel of the Lord Jesus Christ; educate believers in a manner consistent with the requirements of Holy Scripture, both in Sunday and weekday schools of Christian education; maintain missionary activities in the United States and any foreign country; and engage in any other ministry, that the Church may decide, from time to time, to pursue in obedience to the will of God.
- D. This congregation is organized as a Church for those charitable, religious, and educational purposes as outlined in the Articles of Incorporation.

## IV. MISSION

- A. Preaching the Gospel. To preach the Gospel of Jesus Christ as near and as far, as often and as truly as is possible by the grace of God, that by every honest means as a Church, we shall strive to leave no stone unturned to bring the people to the Gospel and the Gospel to the people both far and near.

- B. Supporting Missions. To support mission work at home and abroad.
- C. Baptizing. To baptize by immersion all who believe in the Lord Jesus Christ as their personal Savior and give satisfactory evidence that such is really true, and upon such an act become members of the greater church body.
- D. Teaching. To teach, exhort, and admonish all believers until they are provoked into holy living and personal soul winning.
- E. Training. To assist the parent in the training of the child through congregational worship, the preaching of the Word of God, a Sunday School program, and other programs and events in accordance with Acts 5:42.

## V. MOTTO

**“Find and Follow Jesus.”** Anyone is welcome to come to Midlothian Baptist Church, no matter what they may have done in life. We are all sinners on a spiritual journey. In that journey, it is our hope that people will find Jesus to be who He said He is, and that He offers the invitation to Follow Him: to know what He knows, and do what He does. Living a life of character, not perfection, and serving a world in need of compassion and hope while exemplifying the life of Jesus Christ, our Savior. So when you come, be sensitive to the voice of the Holy Spirit, who wants to change us into the image of Christ.

## VI. CONFESSION OF FAITH & DOCTRINAL STATEMENT

This Church adopts the following as our Confession of Faith:

We Believe:

- A. We believe in the Greatest Commandment: to love God supremely and to love others sacrificially. (Matt 22:35-40; John 13:34, 35; 15:12, I John 4:7-21; 5:1-3, Rev. 2:2-5)
- B. We believe that the Bible, the 39 books of the Old Testament, and 27 books of the New Testament is the inspired Word of God, and are the believer’s final authority of faith and practice. (Psalm 119:160; 2 Timothy 3:16-17)
- C. We believe there is one God, who is existent in three different, yet equal persons. (Matthew 28:19; I John 5:7)

### 1. God the Father - Matthew 6:9; John 1:12

God as Father reigns with providential care over His universe, His creatures, and the flow of the stream of human history according to the purposes of His grace. He is all powerful, all knowing, all loving, and all wise. God is Father in truth to

those who become children of God through faith in Jesus Christ. He is fatherly in His attitude toward all men.

Genesis 1:1; 2:7; Exodus 3:14; 6:2-3; 15:11ff.; 20:1ff.; Leviticus 22:2; Deuteronomy 6:4; 32:6; 1 Chronicles 29:10; Psalm 19:1-3; Isaiah 43:3,15; 64:8; Jeremiah 10:10; 17:13; Matthew 6:9ff.; 7:11; 23:9; Mark 1:9-11; John 4:24; 5:26; 14:6-13; 17:1-8; Acts 1:7; Romans 8:14-15; 1 Corinthians 8:6; Galatians 4:6; Ephesians 4:6; Colossians 1:15; 1 Timothy 1:17; Hebrews 11:6; 12:9; 1 Peter 1:17.

## 2. God the Son - Jesus Christ is the eternal Son of God - John 1:14

Jesus Christ, the Divine Son of God, was conceived of the Holy Spirit and was born of the Virgin Mary. Jesus lived a perfect life while being fully human and fully God. He followed and obeyed the will of God the Father in all of His pursuits. In His substitutionary death on the cross He made provision for the redemption of men from sin. He was raised from the dead with a glorified body and appeared to His disciples as the person who was with them before His crucifixion. He ascended into heaven and is now exalted at the right hand of God where He is the One Mediator, fully God, fully man, in whose Person is effected the reconciliation between God and man. He will return in power and glory to judge the world and to consummate His redemptive mission. His return will be prior to the tribulation spoken of in Daniel and in Revelation, at which time He will gather the righteous from history past as well as time present, to Eternal Heaven. Jesus Christ will rule over the Millennial kingdom, which will be followed by the resurrection of the unrighteous unto eternal punishment in the lake of fire and that the righteous shall enter into the heaven age.

Genesis 18:1ff.; Psalms 2:7ff.; 110:1ff.; Isaiah 7:14; Isaiah 53:1-12; Matthew 1:18-23; 3:17; 8:29; 11:27; 14:33; 16:16,27; 17:5; 27; 28:1-6,19; Mark 1:1; 3:11; Luke 1:35; 4:41; 22:70; 24:46; John 1:1-18,29; 10:30,38; 11:25-27; 12:44-50; John 14:1-11; 16:15-16,28; 17:1-5, 21-22; 20:1-20,28; Acts 1:9; 2:22-24; 7:55-56; 9:4-5,20; Romans 1:3-4; 3:23-26; 5:6-21; 8:1-3,34; 10:4; 1 Corinthians 1:30; 2:2; 8:6; 15:1-8,24-28; 2 Corinthians 5:19-21; 8:9; Galatians 4:4-5; Ephesians 1:20; 3:11; 4:7-10; Philippians 2:5-11; Colossians 1:13-22; 2:9; 1 Thessalonians 2:8; 1 Thessalonians 4:14-18; 1 Timothy 2:5-6; 3:16; Titus 2:13-14; Hebrews 1:1-3; 4:14-15; 7:14-28; 9:12-15,24-28; 12:2; 13:8; 1 Peter 2:21-25; 3:22; 1 John 1:7-9; 3:2; 4:14-15; 5:9; 2 John 7-9; Revelation 1:13-16; 5:9-14; 12:10-11; 13:8; 19; 20:4-15;

## 3. God the Holy Spirit - The Holy Spirit is the Spirit of God. John 14:29.

He inspired holy men of old to write the Scriptures. Through illumination, He enables men to understand the truth. He exalts Christ. He convicts men of sin, of righteousness, and of judgment. He calls men to the Saviour, and effects regeneration. At the moment of regeneration He baptizes every believer into the Body of Christ. He cultivates Christian character, comforts believers, and bestows the spiritual gifts by which they serve God through His church. He seals the believer unto the day of final redemption. His presence in the Christian is the guarantee that God will bring the believer into the fullness of the stature of Christ. He enlightens and empowers the believer and the church in worship, evangelism, and service.

Genesis 1:2; Judges 14:6; Job 26:13; Psalms 51:11; 139:7ff.; Isaiah 61:1-3; Joel 2:28-32; Matthew 1:18; 3:16; 4:1; 12:28-32; 28:19; Mark 1:10,12; Luke 1:35; 4:1,18-19; 11:13; 12:12; 24:49; John 4:24; 14:16-17,26; 15:26; 16:7-14; Acts 1:8; 2:1-4,38; 4:31; 5:3; 6:3; 7:55; 8:17,39; 10:44; 13:2; 15:28; 16:6; 19:1-6; Romans 8:9-11,14-16,26-27; 1 Corinthians 2:10-14; 3:16; 12:3-11,13; Galatians 4:6; Ephesians 1:13-14; 4:30; 5:18; 1 Thessalonians 5:19; 1 Timothy 3:16; 4:1; 2 Timothy 1:14; 3:16; Hebrews 9:8,14; 2 Peter 1:21; 1 John 4:13; 5:6-7; Revelation 1:10; 22:17.

D. We believe that God created everything in the literal, six day creation mentioned in Genesis 1 and Exodus 20:11.

1. In the beginning it pleased God the Father, Son, and Holy Spirit, for the manifestation of the glory of His eternal power, wisdom, and goodness, to create or make the world, and all things therein, whether visible or invisible, in the space of six days, and all very good. (John 1:2, 3; Heb. 1:2; Job 26:13; Rom. 1:20; Col. 1:16; Gen. 1:31)

2. After God had made all other creatures, he created man, male and female, with reasoning and immortal souls, rendering them fit unto that life to God for which they were created; being made after the image of God, in knowledge, righteousness, and true holiness; having the law of God written in their hearts, and power to fulfil it, and yet under a possibility of transgressing, being left to the liberty of their own will, which was subject to change. (Gen. 1:27; Gen. 2:7; Eccles. 7:29; Gen. 1:26; Rom. 2:14, 15; Gen. 3:6)

E. We believe that Satan is the enemy of God and His children. (Isa. 14:12-15; Ezek. 28:14-17; Rev. 12:9.)

We believe that Satan was once holy, and enjoyed heavenly honors; but through pride and ambition to be as Almighty God, fell and drew after him a host of angels; that he is now the

malignant prince of the power of the air, and the unholy god of this world. We hold him to be man's great tempter, the enemy of God and His Christ, the accuser of the saints, the author of all false religions, the chief power back of the present apostasy; the lord of the antichrist, and the author of all the powers of darkness – destined however to final defeat at the hands of God's own Son, and to the judgment of an eternal justice in hell, a place prepared for him and his angels. (Isa. 14:12-15; Ezek. 28:14-17; Rev. 12:9; Jude 6; II Peter 2:4; Eph. 2:2; John 14:30; I Thess. 3:5; Matt. 4:1-3; I Peter.5:8; I John 3:8; Matt. 13:39; Luke 22:3-4; Rev. 12:10; II Cor. 11:13-15; Mark 13:21-22; I John 4:3; II John7; I John 2:22; Rev. 13:13-14; II Thess. 2:8-11; Rev. 19:11,16, 20; Rev. 12:7-9; Rev. 20:1-3, 10; Matt. 25:41)

- F. We believe that all people are born sinners, and can be redeemed forever through repentance toward God and faith in Christ. (Genesis 1:26; 3:6-24; Luke 13:3-5; John 3:16-18, 36; John 10:27-30; Acts 20:21; Romans 5:12,19; Romans 6:23; Romans 8: 35-39; Ephesians 2:8,9)
- G. We believe that God deals with believers as His children, in that He chastises the disobedient, and that He rewards the obedient. (Matt.16:27; 25:14-23; John 1:12; Hebrews 12:5-11; 2 John 8; Revelation 22:12)
- H. We believe that the church is a local independent assembly of baptised believers, gathered to worship, pray, learn, and proclaim the gospel. (Acts 2:42-45; I Peter 2:13-15)
- We believe that there are two ordinances in the local church that illustrate the saving work of Christ, baptism and the Lord's Table. (Matthew 28:19,20)
  - We believe that there are two offices in the local church, pastor and deacon. ( I Timothy 3:1-13)
  - We believe that every believer in the local church is given a gift by the Holy Spirit, to minister to others within a local church. (1 Corinthians 12-14)
- I. We believe in freedom of worship without interference from the government and affirm our belief in civil obedience, unless the laws and regulations of civil government run contrary to the Holy Scriptures (Romans 13:1-7; 1 Peter 2:13-15).

## VII. CHRISTIAN LIVING STATEMENT

- A. Man and Woman. The Bible is the supreme source of truth for Christian beliefs and living (2 Timothy 3:16), and it is our primary and final source of authority. Therefore, we believe God created human beings as male and female, which were not identical nor interchangeable (Genesis 1:27; 2:18–22). The complementary, relational nature of the human race as “male and female” reflects the created order given by God when He created human beings “in His image” (Genesis 1:26–28; 2:20; 5:1, 3; 9:6; 1 Corinthians 11:7; James 3:9; cf. Romans 8:29; 2 Corinthians 3:18; Ephesians 4:23–24; Colossians 3:10).
- B. Sin, Salvation, and Sanctification. All of human existence has been deeply damaged by the fall into sin (Genesis 3; Romans 5:12). This damage extends to the mind, will, and affections of all. We are all sinners, broken in some measure by the fall (Romans 3:23). God’s plan is for us to walk in holiness (Romans 3:22; Colossians 1:22; 1 Thessalonians 4:3–7). We are connected to God in only one way—by accepting the forgiveness and reconciliation God offers us through Christ’s life, death, and resurrection (Romans 5:6–11; Ephesians 2:8–9; John 14:6, 1:12; Titus 3:5; Galatians 3:26; John 10:29; 2 Timothy 1:12; Hebrews 7:25, 10:10, 14; 1 Peter 1:3–5). Because of our relationship with God, we will desire to repent of our sins and live holy lives, pleasing to Him (Ephesians 5:8–10). We will also hope for unburdened relationships with all those around us. As we become more like Christ, this becomes possible in our lives (Romans 12:3–5).
- C. Relationships with Others. We believe every person is to be treated with compassion, love, kindness, respect, and dignity (Mark 12:28–31; Luke 6:31; Colossians 4:5–6). Our approach to others should be filled with grace and incorporate both truth and compassion. Truth speaks to the content of our message, and compassion addresses the manner in which it is conveyed (1 Peter 3:15). Christians who attempt to follow biblical mandates are not immune from sin, for “all have sinned and fallen short of God’s glory” (Romans 3:23). We must always be mindful of this and humbly relate to others, accepting that we all are fallen creatures. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the beliefs of Midlothian Baptist Church.
- D. Marriage and Sexuality. Marriage reflects Christ’s relationship with His bride, the Church (Ephesians 5:22–32). It is defined from the beginning of Scripture as uniting one man and one woman in a lifetime commitment to each other and provides for intimate companionship, pure sexual expression, and procreation. Jesus reaffirmed this definition of marriage as God’s design (Matthew 19:4–5). God designed sexual intimacy for a marriage relationship and does not endorse or condone it in any other context. Sex outside of a marriage relationship is sinful and dishonors God (Genesis 1:27, 2:24; 1 Thessalonians 4:3–8; Hebrews 13:4; Romans 1:18–32; 1 Corinthians 6:9–20). Sexual sin is not, however, unforgivable, and the same redemption through Christ, available to all sinners, is available to those committing sexual sin. Additionally, temptation, including sexual attractions, is not sin. Sin is yielding to temptation in thought, word, or deed.

Due to the effects of sin and human brokenness in this world, one's experience of their sex and gender is not always as God originally designed. It is our desire to come alongside as a loving and accepting community, supporting anyone experiencing a gender identity discordant with their birth sex. However, recognizing that our sex as male and female is designed and ordered by God, we do not agree with any attempt to alter one's birth sex through medical intervention on the basis that it dishonors God's design (Genesis 1:27; Genesis 2:18–22; Romans 12:1–2). This does not apply to intersex individuals born with a reproductive or sexual anatomy that does not seem to fit the typical definitions of female or male.

- E. Sanctity of Life. We believe all human life is sacred and created by God in His image. Human life begins at conception and is of inestimable worth in all its dimensions, including pre-born babies, the aged, the physically or mentally impaired, challenged or handicapped, and every other stage or condition from conception through natural death. We are therefore called to defend, protect, and value all human life (Psalm 139:13–16).

#### VIII. AUTHORITY TO INTERPRET SCRIPTURE

In the event of a doctrinal dispute, the Pastor and the Deacons (collectively, the “Board of Directors”; individually, a “Director”) shall be the Church's authoritative interpreters of the Scripture. This does not mean that Church Members (the “Members”) cannot interpret Scripture; indeed, they are encouraged to do so. However, if there is a dispute, the Board shall determine the position of the Church. The doctrines listed herein are a reflection of our affirmation of the “Baptist Faith and Message, 2000”.

#### IX. A NEW TESTAMENT CHURCH

Our goal is to pattern our Church after the churches found in the New Testament. In Acts 2:41-47, we find seven important characteristics of a New Testament Church. Our goal is to maintain a good balance of these seven traits in our Church life. If we do, we will meet the spiritual, emotional, social, and physical needs of our Church family. We will also be more effective in reaching others in the community with the good news of Jesus Christ.

The Seven Elements are:

1. Worship. We express our love to God.
2. Prayer. Nothing eternal happens without genuine prayer.
3. Evangelism. Every Christian must share the gospel and be a good witness for Jesus Christ.
4. Commitment. The Christian's commitment begins with baptism and is a daily surrender to God's will.
5. Discipleship. We are to be ever learning about and teaching others the Bible.
6. Fellowship. We are to love and live in harmony with our fellow Church Members.
7. Ministry. As we are able, we are to meet the physical needs of those in the Church family.

# BYLAWS

## ARTICLE 1 MEMBERSHIP

### I. QUALIFICATIONS & ADMISSION

Persons may be admitted into the membership of this Church by baptism upon a profession of faith in the Lord Jesus Christ, by letter from a church of like faith, by restoration, and/or by statement. In any case, no person may be admitted as a Member without first signing the Church Covenant attached at the end of this Constitution and Bylaws. The Church reserves the right to reject membership applications if these conditions are not met.

The Members of this Church shall be composed of individuals who (1) have provided their statement of belief in the Lord Jesus Christ; (2) have been baptized by Believer's Baptism; (3) have attended and completed the Discovery Class; and (4) have affirmed and agreed to the tenets of the Midlothian Baptist Church Constitution and Bylaws—including but not limited to the Doctrinal Statement and Christian Living Statement—by signing their names to the Church Covenant that appears at the end of this document.

### II. DUTIES AND PRIVILEGES

It shall be the duty of the Members to attend regular meetings of the Church for worship, and special called meetings for business, training, teaching, and whatever the Pastor shall deem necessary to carry on an effective Church program. It is also the duty of the Members to contribute to the support of the missions and maintenance of the Church upon the first day of the week in proportion as the Lord has prospered them, and to conduct themselves in the spirit of the Church Covenant.

No Member shall, by virtue of such membership, incur or be subject to personal liability to any extent for any indebtedness, obligations, acts, or omissions of this church corporation.

### III. CHURCH DISCIPLINE

In cases where one Member of the Church is offended by another, the offended Member shall proceed strictly according to the rule laid down by our Savior in Matthew 18:15–17.

- A. Any member of the Church who: (i) willfully absents himself or herself for a period of three (3) months; (ii) is out of harmony with the Constitution or Bylaws of the Church; or (iii) is not willing to follow the leadership of the Pastor, becomes an inactive Member upon a simple majority (51 percent) vote of the Pastor and Deacons. An inactive member shall not be allowed the privilege of having a word in the Church meeting of business or a vote in any business meeting.
- B. Unscriptural conduct or radical departure from the tenets of the faith held by the Church shall be considered sufficient grounds upon which such person may be placed as an inactive member (Matthew 18:15–18; Romans 16:17–18; 1 Corinthians 5:11; Galatians 1:8–9).

- C. If any member of the Church shall be publicly guilty of any crime of gross impropriety, or if common rumors charge such crime of impropriety against a Member, it shall be the duty of the Member, knowing and hearing of it, to make it known to the Pastor and Deacons. Unless immediately righted, such Member is to be placed on the inactive roll of the Church. The action is to be determined by the Pastor and the Deacons.
- D. In accordance with Matthew 18, a member deemed to be in willful and unscriptural conduct will be brought before the Deacons to be counseled. The purpose of church discipline is not to lord over people or to punish, but in the spirit of Galatians 6, to restore them to fellowship with Christ and the Church. If a Member, having erred, voluntarily confesses to the Church and manifests repentance, nothing further shall be entertained against such member. Only after good faith efforts by the Pastor and Deacons to bring about repentance and reconciliation have proven futile shall they (the Pastor and Deacons) shall give notice to the Member of the unrepentant sins and the time and place to address the charges. Discipline can include, but is not limited to, dismissal, censure, suspension, or any other measure that the Pastor and Deacons decide shall bring about repentance.
- E. If the member is disciplined by the Pastor and Deacons, they may announce it to the Members, as discreetly as possible, to carry out the biblical admonitions to bring about repentance and restoration of the disciplined Member.
- F. Members dismissed by the Pastor and Deacons shall be restored to full membership privileges by the Board according to the spirit of 2 Corinthians 2:7–8 when their conduct is judged by the Board to be in accordance with the Statement of Faith and biblical repentance. The Pastor shall communicate such restoration to the Church in a timely manner.

#### IV. DISASSOCIATION

- A. A person may be transferred by letter to join another church if in good standing as determined by the Pastor and Deacons.
- B. Members who join other churches (Baptist or otherwise) without a letter from this Church shall be removed from the membership roll.
- C. Members can disassociate from Church membership by submitting a dated letter requesting termination of membership.
- D. The Pastor and Deacons may remove an individual from the membership roll due to inactivity for at least three (3) months without just cause, as determined by the Pastor and Deacons if the member has failed to appropriately respond to requests by the Pastor and Deacons.
- E. The Pastor and Deacons may also remove a member in accordance with Biblical Discipline as outlined in Section III above.

#### Article 2

#### Worship Services & Members' Meetings

## I. WORSHIP SERVICES

The Church shall regularly meet every Lord's Day for worship of the Almighty God.

## II. THE LORD'S SUPPER

The ordinance of the Lord's Supper shall be offered at the discretion of the Pastor.

## III. PRAYER MEETING

On one evening of each week, it shall be the opportunity of the Members to meet for prayer, worship, and Bible study. The specific day is to be decided by the Pastor and the Deacons.

## IV. MEMBERS' MEETINGS

- A. Annual Meetings. The Church shall hold its annual business meeting in January or February of each year. The date and time of the annual meeting shall be determined by the Pastor and Deacons. The election of deacons to fill vacancies, the approval of the annual budget, and reports from all ministries and teams shall be done at the annual business meeting.
- B. Special Meetings. Special meetings for business or otherwise may be called by a simple majority (51 percent) vote of the Pastor and Deacons, or by written request of a majority of the Members, subject to the notice provisions below. A business meeting called by anyone other than the above stated shall be unlawful and will not be recognized.
- C. Place. Members' Meetings shall be held in the Church auditorium or at such other places as may be designated by the Pastor and Deacons in the meeting notice.
- D. Notice. Notice of annual meetings shall be given either from the pulpit or by written notice at least ten (10) days before the meeting date, and such notice shall include the date and time of the annual meeting. Notice of any special meeting shall be given either from the pulpit or by written notice at least seven (7) days before the meeting date, and such notice shall include the date, time, and precise purpose of the special meeting. Notices of annual or special meetings may be delivered in person; by mail or other method of delivery; or by telephone, voice mail, email, or other electronic means. Notice by electronic transmission constitutes written notice. Any telephone numbers, email addresses, or other electronic contact information provided to the Church by a Member may be used for notice purposes; provided, however, that such electronic contact information may be changed by the Member at any time by providing written notice to the Pastor and Deacons or a Church administrator.
- E. Quorum. A quorum for member's meetings shall consist of at least 10% of active Members or 25 Members, whichever number is greater, present in person (or by authorized electronic means in the case of an emergency).

- F. Moderator. The Pastor shall be the Moderator and ordinarily preside over all meetings of the Church. If the Pastor is unable or unwilling to moderate the meeting, then the Chairman of the Board shall be the moderator. *Robert's Rules of Order, Newly Revised 12th Edition* shall be the reference at all congregational and other meetings in matters of parliamentary procedures not outlined in these Bylaws.
- G. Minutes. Minutes of the annual and special meetings shall be taken and kept in the records under the custody of the Church Clerk, but must always remain on Church property.
- H. Business. The Members shall consider such matters as may be presented by the Board at the Members' meetings. At any annual or special Members' meeting, deacons may be elected and positions filled as needed, so long as all relevant requirements of the Constitution and Bylaws have been met. A budget for a new fiscal year shall be approved by the Members at a Members' meeting no more than three months before the end of the current fiscal year and no more than three weeks after the start of the new fiscal year.
- I. Voting. All active Members present shall have an equal opportunity to express their opinion and vote on all business matters presented at a duly called Members' meeting. The following matters shall require Member vote, and shall pass by a simple majority (51 percent) unless otherwise stated:
- (1) Approval of the Annual Budget;
  - (2) Call or removal of the Pastor — three-fourths (3/4) majority;
  - (3) Election of Deacons;
  - (4) Acquisition, sale, or transfer of any real property and related indebtedness — three-fourths (3/4) majority;
  - (5) Amendments to the Constitution and Bylaws — three-fourths (3/4) majority;
  - (6) Merger or dissolution of the Church — three-fourths (3/4) majority;
  - (7) Sale of all or substantially all of the Church's assets — three-fourths (3/4) majority; and
  - (8) Any other major event or decision as designated by the Pastor and Deacons.

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

Voting shall be by voice vote or by show of hands as determined by the Deacons; provided, however, that if a voice vote is taken, and there are any dissenting votes, a show of hands shall be required. When deemed necessary by the Pastor and Deacons, a vote by secret ballot shall be permitted. Ballots shall be verified and counted by a Deacon and another member of the congregation excluding the Pastor.

- J. Member Meeting by Virtual Conference, Email, or Mail in Times of Emergency. In times of emergencies (as defined in Article 9 of these Bylaws) where Members cannot meet in person, Members may participate in a meeting by means of a conference telephone, video conference, or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting, noting participation of those who were present by means of such communications equipment. If such technology is not available or desired during this emergency, then votes can be taken by email or mail with proper notice and security according to Virginia law.

ARTICLE 3  
PASTORS

I. QUALIFICATIONS

The Church shall have a Senior Pastor and one or more Associate or Assistant Pastors as determined necessary by the Deacons. All pastoral staff shall meet the Scriptural requirements as outlined in I Timothy 3:1–7 and Titus 1:5–9, and shall adhere strictly to the Church Constitution and all doctrines contained therein.

II. ASSISTANT OR ASSOCIATE PASTORS

The Pastor, in consultation with the Deacons, shall determine the number and identity of such Assistant or Associate Pastors, as well as the responsibilities of such pastors. All Assistant and Associate Pastors shall meet and maintain the Scriptural qualifications of a pastor during their tenure. Assistant or Associate Pastors shall be appointed and removed by recommendation of the Pastor and a three-fourths (3/4) majority vote of the Deacons.

III. SELECTION AND TERM

In the event of a vacancy or pending vacancy in the position of Pastor, for whatever reason, the Deacons shall constitute or appoint individuals to a Pastor Search Ministry. Candidates for the Pastor Search Ministry shall be recommended by the Deacons and elected by a majority vote of the congregation at a duly called business meeting. The Ministry shall appoint a chairperson and secretary from among their number and proceed with as little delay as possible. Candidates for Pastor shall be men who conform to the Scriptural qualifications outlined in these Bylaws. The Members may inform the Ministry of any additional specific qualifications they desire in a candidate as well. The Ministry shall recommend a candidate to the Deacons for nomination to the congregation. Only one candidate shall be nominated at a time, and he must be voted upon by the Members before any other candidate can be considered. Voting shall take place at a meeting called for that purpose with at least two (2) weeks' public notice given, according to the rules of notice set forth in Article 2 above. Election shall be by secret ballot, an affirmative vote of three-fourths (3/4) of the Members present being necessary to constitute a call. The Ministry shall inform the candidate of the voting results as soon as possible. Upon election, the Pastor shall serve for an indefinite term or until the sooner of his death, resignation, or removal.

#### IV. DUTIES

The Pastor shall be responsible for proclaiming the Gospel through preaching and teaching; overseeing the spiritual welfare of the Church; ministering to the congregation through visitation, contacts, counseling, and in times of personal crisis as appropriate; and administering the ordinances of Baptism and the Lord's Supper. The Pastor shall also serve as the administrative head of the Church as an ex-officio Member of all ministries, unless he delegates to another pastor, Deacon, or staff member.

#### V. COMPENSATION

The Deacons shall specify a Pastor's initial compensation at the time of his calling. The Pastor shall recuse himself from any discussions and vote regarding his compensation. The Church shall provide, as possible, an adequate salary and such benefits as requested and approved in accordance with the annual budget. Such benefits may include but are not limited to: housing allowance, health insurance, continued education, pension, conference funds, vacation time, and other special funds as needed for his ministry. The Church may also defray the costs of sending the Pastor to out-of-town conferences, conventions, or mission trips attended for the Church, as approved by the Deacons in accordance with the budget.

#### VI. RESIGNATION, DISCIPLINE, AND TERMINATION

The Senior Pastor may resign at any time by submitting a written intent to resign to the Chairman of the Board, which shall be effective thirty (30) days after acceptance by the Deacons unless the parties agree to a different time. If any two (2) Members (with a preference to unrelated Members) have a grievance against a pastor, those Members must present their grievance to the Deacons. If the conduct of the pastor is immoral or egregiously improper, the Deacons shall determine by three fourths (3/4) vote to administer discipline, and if so, the action to be taken, including termination. If the grievance involves the Senior Pastor, termination shall be recommended by a three-fourths (3/4) majority of the Deacons. The Deacons shall then call a special business meeting of the Members for this matter. Membership vote shall be by secret ballot and a vote of three-fourths (3/4) majority of those Members present is required for termination.

ARTICLE 4  
CORPORATE BOARD OF DIRECTORS

I. GENERAL POWERS

The corporate powers of the Church shall be exercised by or under the authority of the Board of Directors. The powers, business, and property of the Church shall be exercised, conducted and controlled by the Board for the purposes of every effort to oversee the legal, business, financial, and administrative affairs of the Church with consensus agreement. If, in the course of the decision-making processes, the Board cannot unanimously agree, then all decisions will be made by a simple majority (51 percent) vote of the Directors present and voting at that meeting, unless a different method is prescribed herein.

As an accommodation to legal relationships outside the Church, the Pastor shall serve as president of the corporation; the Chairman of the Board (who will be elected annually from the Deacons ) shall serve as Vice President of the corporation; the Church Clerk shall serve as Secretary of the corporation; and the Church Treasurer shall serve as the Treasurer of the corporation. The duties and responsibilities of these Directors are outlined in Article V below.

II. COMPOSITION, NUMBER, ELECTION, AND TERM

The Board of Directors shall consist of the Pastor, the Deacons, the Clerk, and the Treasurer. The Clerk and the Treasurer shall serve the Board in an advisory role, and shall not have voting rights on the corporate board. The authorized number of Deacons shall be such a number as may from time to time be authorized by the Board, provided that such number shall not be less than three (3). At least one-half (1/2) of the Board shall consist of members of the congregation who are not related to each other or to any member of the paid staff. The Deacons shall be men of good moral character, men with personal habits and practices that in every way adhere to the Constitution (including the Doctrinal Statement) as announced by our Church, men who shall at all times cooperate with the Pastor in the promotion and teachings of the Constitution, and men who shall encourage all Members to practice and live by the tenets of the Constitution to the end that all Members may live according to the Holy Scriptures.

Candidates for Deacon shall be recommended to the Board for an interview to determine whether they meet the above qualifications and have a desire to serve. No candidate shall be nominated without his consent. Qualified candidates shall be presented to the Members at the annual business meeting for election by majority vote. The term of office for Deacons shall be three (3) years. There shall be three annual classes of Deacons so that approximately one-third (1/3) of the Deacons shall be up for election each year. No Deacon shall serve for more than one term without taking at least one year off before being eligible for re-election.

Notwithstanding the above, the Board may request that a Deacon serve an additional year at the end of his term due to exigent circumstances (i.e., pastor transition, building project, etc.), and such a request must receive a majority vote of the Members at the annual meeting. That Deacon must step down at the end of that one-year term and shall be ineligible to serve on the Board for at least one year.

III. SPECIFIC DUTIES AND RESPONSIBILITIES

Without prejudice to the general powers outlined above, and subject to the same limitations, the Deacons shall have the following duties and powers:

- A. Establishing governing principles and policies, and determining practices for the Church, including the creation and maintenance of policy and procedure manuals, which will contain all controlling policies and procedures governing any and all aspects of the Church's affairs, including, but not limited to, committee task descriptions and policies for the handling of funds, use of facilities, and employment policies and practices; provided, however, that such policies and procedures are ultimately subject to and may not be construed in contradiction with these Bylaws, the Constitution, and the Articles of Incorporation of the Church;
- B. Exercising oversight of and providing counsel regarding the Church's financial, business, and property matters;
- C. Hearing and considering all reports and recommendations submitted by pastors, ministries, and staff;
- D. Recommending to the Church the borrowing of money and incurring indebtedness on behalf of the Church, and causing to be executed and delivered for the Church's purposes, and in the Church's name, promissory notes and other evidences of debt and securities;
- E. Cooperating with the Pastor in ministering to the spiritual interests of the Church and community;
- F. Acting with the Pastor in deciding upon the character of the worship services;
- G. Making suitable arrangements for and assisting in the ordinances being administered;
- H. Providing spiritual care for the sick, shut-in, and those in need;
- I. Arranging for public worship and pulpit supply when the Church is without a Pastor; and
- J. Conducting such other duties and activities as the Board may determine from time to time that are consistent with the Articles of Incorporation, Constitution, and these Bylaws, including those actions requiring a vote of the Members.

The Board shall annually elect a Chairman from among the Deacons to facilitate Board meetings, whose position is further described in [Article 5](#) below. The chairpersons of other Church ministries and organizations may be non-voting invitees of the Board meetings whenever such meetings concern projects or programs in which their ministry or committee may be involved.

#### IV. VACANCIES

A vacancy on the Board because of death, resignation, removal, disqualification, or any other cause may be filled by a simple majority (51 percent) vote of the remaining Directors, even if less than a quorum (as defined in [Section XI](#) below), and the Director so elected shall serve the unexpired term of the Director replaced thereby of a position within the Board.

## V. RESIGNATION AND REMOVAL

Any Deacon may at any time deliver a written notice of intent to resign to the Pastor or the Chairman, which shall be effective upon acceptance by the Board. Except for the Pastor, any Director may be removed at any time with or without cause when, in the sole judgment and discretion of the Board, it is so recommended by a three-quarter (3/4) majority of the Board that such Director should no longer serve on the Board. In the event any Director is removed, a new Deacon may be elected by majority vote of the congregation to fill the vacancy at that same meeting or a meeting called for that purpose. A replacement for clerk and treasurer will be appointed by the remaining Directors.

## VI. TRANSACTIONS WITH INTERESTED PARTIES

A contract or other transaction between the Church and one or more of its Directors, pastors, or family members thereof (an “Interested Party”)—or between the Church and any other entity, of which one or more of the Church’s Directors, or pastors are also Interested Parties, or in which entity an Interested Party has a financial interest—shall be voidable at the sole election of the Board, by a simple majority (51 percent) vote of the disinterested Directors, unless all of the following provisions are satisfied:

- A. The Church entered into the transaction for its own benefit;
- B. The transaction was fair and reasonable to the Church, or was in furtherance of its exempt purposes at the time the Church entered into the transaction;
- C. Prior to consummating the transaction, or any part thereof, the Board authorized or approved the transaction, in good faith, by a simple majority (51 percent) vote of the Directors then in office, without counting the vote of the interested Directors, and with knowledge of the material facts concerning the transaction and the Interested Parties’ interest in the transaction.
- D. Prior to authorizing or approving the aforementioned transaction, the Board, in good faith, determined after reasonable investigation and consideration that either the Church could not have obtained a more advantageous arrangement with reasonable effort under the circumstances, or the transaction was in furtherance of the Church’s tax-exempt purposes.

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

This section above shall serve as the Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by Directors, Officers, or employees. This Policy shall permit the Board to determine whether the contemplated transaction may be authorized as just, fair, and reasonable to the Church.

## VII. NO COMPENSATION FOR DIRECTORS

No salary or compensation shall be paid to any Director in his capacity as Director, but nothing herein shall be construed to preclude any Director from serving the Church in any other permitted capacity and receiving reasonable compensation therefore. Moreover, Directors may receive reasonable reimbursement for Church-related travel and approved expenses upon request and submission of proper written documentation.

#### VIII. REGULAR MEETINGS

The regular meetings of the Board shall be held at least monthly at a time and place as designated by the Board.

#### IX. SPECIAL MEETINGS

Special meetings of the Board may be called by the President, the Chairman, or by a majority of the Directors for whatever purpose or purposes at any time. The transactions of any special meetings of the Board, however called and wherever held, shall be as valid as though at a regular meeting.

#### X. NOTICE

Notice of the time and place, and in the case of a special meeting, the purpose of every meeting of the Board shall be in writing and shall be duly sent, mailed, or otherwise delivered to each Director not less than five (5) days before the meeting; provided that no notice of any regularly scheduled or adjourned meeting need be given.

#### XI. QUORUM AND MANNER OF ACTING

A quorum shall consist of one-third (1/3) of the voting Directors present in person or by authorized electronic means. If the Pastor is absent, quorum shall still be calculated based on the total number of authorized Deacons. Except as otherwise provided in these Bylaws, the act of the majority of the Pastor and Deacons present at a meeting at which a quorum is present shall be the action decided.

#### XII. ACTION WITHOUT MEETING

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

#### XIII. PARTICIPATION BY CONFERENCE TELEPHONE OR SIMILAR ELECTRONIC DEVICE

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

#### XIV. MINUTES AND MEETING NOTES

Minutes of the meetings of the Board of Directors shall be recorded and taken by the Clerk who shall have custody thereof and be responsible for circulating copies to the Members in a timely manner. Deacons ministry meetings require confidentiality for the sake of the membership, and therefore, notes will remain confidential.

#### XV. ADVISORY TEAMS

The Board, by majority vote of all Directors in office, may appoint two or more persons from among its number to serve as a special Advisory Team, such as the Board may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board. Except as otherwise provided by law, the Articles of Incorporation, these Bylaws, or by a resolution of the Board, no Advisory Team may exercise the authority of the Board.

### ARTICLE 5

#### BOARD OF DIRECTORS DEFINED.

##### I. GENERAL

The Pastor/President shall be appointed according to Article 3, Section III above. The Chairman/Vice President shall annually be appointed from among the Directors by a simple majority (51 percent) vote thereof.

##### II. PRESIDENT

The Pastor shall simultaneously occupy the office of President of the Corporation and shall be the Chief Executive Officer with all rights and powers attributed thereto and as set by the Directors, unless he delegates some of the duties to Deacons, other pastors, or staff. The President shall absent himself from discussion and voting at Board meetings wherein his duties, powers, and salary are being voted on.

##### III. CHAIRMAN/VICE PRESIDENT

The Chairman of the Deacons shall serve as the Chairman of the Board. As Chairman, he shall work with the Pastor to set the agenda and shall facilitate the Board meetings. The Chairman shall also serve as the Vice President and, in the absence of the President, shall carry out the duties and responsibilities of the President and such other duties as delegated to him by the Board.

##### IV. CLERK

The Clerk shall submit a firsthand record of the proceedings of Church Family Council Meetings, as well as Special Called business meetings, to the church office. These will always be kept on the Church's property under the custody of the church secretary in the office.

##### V. TREASURER

The Treasurer shall be responsible for all monies collected and distributed by the Church and shall make financial reports to the Board of Directors. The Treasurer shall ensure that a financial report is made available to Members at the annual business meeting and such other Members' meetings wherein a financial report is deemed necessary. A copy of the financial records shall likewise be made available to the congregation on a quarterly basis. Proper records and books concerning incoming and outgoing funds shall be kept, and such records and books shall be available for auditing or inspection.

## VI. VACANCIES

In the event of a vacancy in the office of Clerk or Treasurer for any reason, the Board of Directors may appoint a Member of the Church to serve in such office.

In the event of a vacancy in the office of President or Chairman/Vice President for any reason, the Board may appoint a successor according to Article 3, Section III and Article 4, Section I, respectively.

## ARTICLE 6 MINISTRIES AND TEAMS

### I. STANDING MINISTRIES AND SPECIAL TEAMS

The Board of Directors may establish such other standing ministries and special teams as needed to assist it in the performance of its responsibilities. These ministries and teams shall function under the oversight of the Board but shall continue to pursue their delegated responsibilities as defined by the Church and those tasks specifically delegated to them by the Church. A special team may not exist beyond the duration of one year without reauthorization by the Board.

### II. ORGANIZATION AND RESPONSIBILITIES

The organization and responsibilities of each ministry and team shall be described more fully in the Church Policies and Procedures Manual.

### III. MINISTRY MEMBERS AND CHAIRPERSONS

Candidates for each Church ministry or team shall be nominated to the Board for consideration and appointment by the Board. Unless otherwise stated, the members of each ministry or team shall appoint a chairperson from among their number for Board approval.

## ARTICLE 7 FINANCIAL POLICIES

### I. BUDGET AND AUDIT

The Board, or its designee, shall prepare and submit an annual budget to the Church for approval at the annual business meeting. The proposed budget should indicate the amounts needed and sought for all local expenses, purposes, and approved non-local causes. The Board, or its designee, shall conduct or arrange for an annual review or audit of a type and nature it deems appropriate; however, every five (5) years, the Church shall conduct either a review or an audit by an outside auditor.

#### IV. ACCOUNTING PROCEDURES

The Treasurer shall account for all funds, for any and all purposes, and shall properly record such funds and their expenditure on the books of the Church. The expenses of all organizations, as approved by the Church, shall be paid from the general fund as heretofore provided. A system of accounting for the handling of all funds shall be the responsibility of the Board, or its designee.

#### V. DEPOSITS

The Board shall select banks, trust companies, or other depositories into which all funds of the Church not otherwise employed shall, from time to time, be deposited to the credit of the Church.

#### VI. CHECKS

All checks or demands for money and notes of the Church shall be signed by such designated signers or such other persons as the Board may from time to time designate. Any check shall require two authorized signatures from two disinterested Board Members.

#### VII. FISCAL YEAR

The Board, in consultation with the necessary committees, shall have the power to fix, and from time to time to change, the fiscal year of the Church. Unless otherwise determined by the Board, the fiscal year of the Church shall be the calendar year. Accurate records shall be kept by all organizations of the Church and reports made on the fiscal year basis. All funds handled by any and all organizations shall be reported to the Board.

#### VIII. CONTRACTS

The President and the Chairman may sign contracts to bind the Church after approval by the Board or according to its procedures. However, the Board may authorize agents of the Church, in addition to the President and Chairman, so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Church, including real estate transactions after proper approval has been sought and obtained. Such authority may be general or confined to specific instances. All contracts for major services or expenditures should be reviewed by a competent attorney.

#### IX. ENDOWMENTS

The Board may establish on behalf of the Church any endowments for the general purposes or for any special purposes of the Church.

#### X. DESIGNATED CONTRIBUTIONS

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

#### XI. BENEVOLENCE

The Board shall establish procedures to receive and disburse by check all funds allocated to them for Benevolence. It shall be the duty of the Board or its designees as a Benevolence Team to determine needs of the congregants or others in the community as they arise. The Board or its designees shall examine the need of the recipients of these designated funds.

#### XII. PARTNERSHIPS, JOINT VENTURES, LLCs, AND AUXILIARY CORPORATIONS

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

#### XIII. PURCHASE OR SALE OF PROPERTY AND BORROWING

No agents of the Church may transfer, purchase, or sell real or personal property on behalf of the Church unless authorized by the Board and, in cases of real property, the Members according to these Bylaws. Any borrowing of money must be approved by the Board and the Members according to these Bylaws.

### ARTICLE 8

#### BIBLICAL DISPUTE RESOLUTION

Believing that the Bible commands Christians to make every effort to live at peace and to resolve disputes with each other in private or within the Christian Church (see, e.g., Matthew 18:15–20; 1 Corinthians 6:1–8), the Church expects its Members to resolve conflict among themselves according to biblically based principles as outlined below, without reliance on the secular courts.

In any dispute arising between or among Church Members, the dispute **may** be resolved by the Board (or a duly appointed committee from the Board) under the Rules of Procedure for Christian Conciliation (**a full copy of the Rules can be found at [www.aorhope.org/icc-rules](http://www.aorhope.org/icc-rules)**). All employees of the Church shall sign policies or contracts with this Biblical Dispute Resolution clause in them. All contractors and vendors of the Church membership that provide services should be asked to sign policies or contracts with the Biblical Dispute Resolution clause in them.

The Church shall provide, maintain, and execute Children Protection Policies in accordance with the Commonwealth of Virginia and all local authorities in which the church operates. Any and all Children Protection Policies will be available in the church office and in the children's ministry spaces.

Any dispute between a Member and the Church, or its agents in their representative capacity, shall be resolved through Christian conciliation. Christian mediation should be attempted, but if it does not resolve the dispute, then legally binding Christian arbitration shall be employed by the Board or individuals selected by the Board in accordance with the Rules of Procedure for Christian Conciliation. A decision shall be reached after prayerful consideration, in a spirit of humility, with each arbitrator seeking that which most glorifies God and regarding one another before himself.

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

#### ARTICLE 9

#### EMERGENCY POWERS AND BYLAWS

An "emergency" exists for the purposes of this section if a quorum of the Members cannot readily be obtained because of some catastrophic event (i.e., natural disaster, death, pandemic, or the like). In the event of such an emergency, the Board may: (i) modify lines of succession to accommodate the incapacity of any Board Member, employee, or agent; and (ii) relocate the principal office, designate alternative principal offices or regional offices, or authorize Board Members to do so.

During an emergency, notice of a meeting of the Members only needs to be given to those Members for whom such notice is practicable. Notification shall be attempted in the following ways: (a) phone calls to all resident Members; and/or (b) email sent to all Members.

Necessary or prudent action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any employee, or agent of the Church on the ground that the action was not authorized. The Board may also adopt emergency bylaws, subject to amendment or repeal by the full membership, which may include provisions necessary for managing the Church's operations during an emergency, including: (i) procedures for calling a meeting of the Members; and (ii) quorum requirements for the meeting. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends, which time shall be determined by a three-fourths (3/4) vote of the Members.

#### ARTICLE 10

#### INDEMNIFICATION

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he or his testator is or was a Board Member, employee, or agent of the Church, may be indemnified (to compensate for harm or loss) by the Church, and the Church may advance his related expenses to the full extent permitted by law; provided, however, that no Board Member, employee, or agent of the Church may be indemnified for actions that involved acts of gross negligence, willful misconduct, fraud, or criminal behavior. The Church may purchase and maintain insurance to indemnify: (i) itself for any obligation which it incurs as a result of the indemnification specified above; and (ii) its Board Members.

ARTICLE 11  
POLICIES AND PROCEDURES

The Board and any of its designees shall be responsible for compiling and maintaining a Policies and Procedures manual for the day-to-day administrative functions of the Church not covered in the Constitution and Bylaws. The Church Secretary or designated staff member shall maintain the manual, which shall be kept in the Church office and made available for review by any Member of the Church.

ARTICLE 12  
AMENDMENTS

Members may propose changes to the Constitution and Bylaws to be submitted to the Board for consideration and comment. The Board shall present the proposed changes and their comments to the Church at any annual or special business meeting.

In the event of any conflict between the Constitution or Bylaws and the Articles of Incorporation of Midlothian Baptist Church, the Articles of Incorporation shall control.

I. CONSTITUTIONAL AMENDMENTS

The Constitution may be amended by a three-fourths (3/4) majority vote of the Members present and voting, provided the following procedure has been followed:

- A. The proposed written amendment has been presented at a previous business meeting;
- B. The proposed amendment has been mailed or otherwise made available to the Members at least four (4) weeks before the meeting to act on the amendment; and
- C. The proposed amendment has been announced during a previous Sunday worship service at least two (2) weeks before the vote was taken.

II. BYLAWS AMENDMENTS

These Bylaws may be amended by a three-fourths (3/4) vote of the Members present and voting, provided that the following procedure has been followed:

- A. The proposed written amendment has been presented at a previous business meeting;

- B. The proposed amendment has been mailed or otherwise made available to the Members at least two (2) weeks before the meeting to act on the amendment; and
- C. The proposed amendment has been announced during a previous Sunday worship service at least two (2) weeks before the vote was taken.

ARTICLE 13  
DISSOLUTION

Upon dissolution of the Church, all assets shall be distributed exclusively to one or more organizations that qualify as tax-exempt under Section 501(c)(3) of the Internal Revenue Code, or as otherwise set forth in the Articles of Incorporation of Midlothian Baptist Church.