Vinton Baptist Church
Constitution

Article I – Name

The name of this local church is Vinton Baptist Church.

Article II – Purpose

This church exists for the glory of God and for the good of His people, with the understanding that the good of God's people is that they would glorify Him.

This church will seek to glorify God through obedience to His revealed will for His people given in His Word. It will seek His glory through the making of disciples who treasure Christ, obey Christ, and proclaim Christ.

This church will pursue these ends through faithful commitment to the corporate worship of God, the public preaching of Scripture, the mutual care of its members, and the proclamation of the gospel to those in its community and around the world.

Article III – Membership

Section 1 — Qualifications for Membership
To qualify for membership in this church, a person must be a believer in Jesus Christ, who wholeheartedly believes in the gospel of Christ as it is revealed in Scripture, who gives evidence of regeneration (born again), and who has been baptized, by immersion (unless physically unable), after having been born again.

Each person must submit to the authoritative rule of Scripture first and foremost. Secondarily, they must also be in agreement with this church's Statement of Faith, insofar as it is faithful to biblical doctrine.

The elders of this church will be responsible for determining each person's suitability for membership.

Section 2 — Admission of Members
To be admitted to the membership of this church, applicants must be recommended for membership by the elders and must be accepted by a simple majority vote of the members present at any regular—or special—meeting of the members and shall at that point relinquish their membership in other churches.

Section 3 — Duties and Privileges of Membership

The members of this church are expected to live in accordance with the biblically faithful lifestyle as laid out in the Church Covenant. Each member is privileged and expected to participate in and contribute to the ministry and life of the church. Members are expected to exercise the gifts and talents that God has gifted them with for the building up of the body. Only members of this church shall be entrusted with serving in the ministries of this church. However, non-members may serve in a provisional fashion in the ministries of this church with the approval of the elders. Furthermore, non-members may serve this church in administrative and other professional functions.

Under the headship of Christ, the members of this church have the God given authority to govern this church. Therefore, it is the privilege and responsibility of members to attend members' meetings and vote on the election of officers, on decisions regarding membership status, and on other matters as may be submitted to a vote. All members must be 18 years old before they can exercise voting privileges.

Membership in this church does not afford the members with any property, contractual, or civil rights based on principles of democratic government. Although the general public is invited to all of the church's worship services, the church property remains private property. The elders have the authority to suspend or revoke the right of any person, including a member, to enter or remain on church property. If, after being notified of such a suspension or revocation, the person enters or remains on church property, the person may, at the discretion of the elders, be treated as a trespasser.

A member may inspect or copy the prepared financial statements of the church and the minutes of the proceedings of church and committee meetings, provided he shall have made a written request upon the church and the church has received the written request at least five business days before the requested inspection date.

Section 4 — The Discipline of Members

Any member who is consistently negligent of their membership duties or any who are found guilty of conduct that brings reproach upon the name of Christ—causing disruption to the unity and purity of the church and/or casting doubt upon their own profession of faith—is subject to the formal discipline of the church according to the instructions of our Lord in Matthew 18:15-17 and the example of Scripture. Formal discipline of the church, then, must be considered only when individual correction and admonition has failed.

Church discipline can include admonition by the elders or congregation, deposition from office, and excommunication (see Matthew 18:15-17; 1 Timothy 5:19-20; 1 Corinthians 5:4-5).

The *process* of formal church discipline:

1) The process of church discipline begins when a member is observed (by any other member of the church) to be living in outward, ongoing, unrepentant sin.

2) That member is then individually approached by another member and is offered loving and truthful correction and given an opportunity to repent.

3) If the erring member refuses to repent of their sin, they will then be approached by a small group of church members who will, once again, offer loving and truthful correction and provide an opportunity to repent.

4) If the erring member again refuses to repent, then the matter will be brought before the church body, who will then seek to offer, once more, an opportunity for repentance.

5) If the erring member refuses to listen to the church and refuses to repent of their sin, the church will then remove that erring member from membership (by a two-thirds vote) and no longer consider them to be a brother or sister in Christ.

6) Once a person has been removed from membership, then church must then view them as one who is lost and in need of salvation and therefore should commit to praying for and pursuing the salvation of their soul.

7) If repentance is pursued at any point in this process, the church should welcome the erring brother or sister back into fellowship provided all other qualifications for membership are met.

The *purpose* of church discipline should be:

1) For the repentance, reconciliation, and spiritual growth of the individual disciplined (see Proverbs 15:5; 29:15; 1 Corinthians 4:14; Ephesians 6:4; 1 Timothy 3:4-5; Hebrews 12:1-11; Psalm 119:115; 141:5; Proverbs 17:10; 25:12; 27:5; Ecclesiastes 7:5; Matthew 7:26-27; 18:15-17; Luke 17:3; Acts 2:40; 1 Corinthians 5:5; Galatians 6:1-5; 2 Thessalonians 3:6, 14-15; 1 Timothy 1:20; Titus 1:13-14; James 1:22).

2) For the instruction in righteousness and good of other Christians, as an example to them (see Proverbs 13:20; Romans 15:14; 1 Corinthians 5:11; 15:33; Colossians 3:16; 1 Thessalonians 5:14 [note this is written to the whole church, not just to leaders]; 1 Timothy 5:20; Titus 1:11; Hebrews 10:24-25).

3) For the purity of the church as a whole (see 1 Corinthians 5:6-7; 2 Corinthians 13:10; Ephesians 5:27; 2 John 10; Jude 24; Revelation 21:2).

4) For the good of our corporate witness to non-Christians (see Proverbs 28:7; Matthew 5:13-16; John 13:35; Acts 5:1-14; Ephesians 5:11; 1 Timothy 3:7; 2 Peter 2:2; 1 John 3:10).

5) Supremely for the glory of God by reflecting His holy character (see Deuteronomy 5:11; 1 Kings 11:2; 2 Chronicles 19:2; Ezra 6:21; Nehemiah 9:2; Isaiah 52:11; Ezekiel 36:20; Matthew 5:16; John 15:8; 18:17, 25; Romans 2:24; 15:5-6; 2 Corinthians 6:14-7:1; Ephesians 1:4; 5:27; 1 Peter 2:12).

Section 5 — Termination of Membership
This church shall recognize the termination of a person's membership following his or her death, and it shall also recognize the termination of a person's membership following his or her self-professed apostasy. Additionally, this church may terminate a person's membership if and when he or she has voluntarily resigned their membership or joined the membership of another local church. Membership may also be terminated as an act of Church Discipline, which would require a two-thirds vote of the present members at any regular—or special— members' meeting.

Furthermore, this church may terminate the membership of any person who has not attended a regular church service in six months. Exemptions for special circumstances may be considered and granted at the discretion of the elders. Exemptions may include, but are not limited to a college student, military member, shut-in/elderly, or missionary.

Article IV – Meetings

Section 1 — Worship Gatherings
Worship services shall be held each Lord's Day (Sunday). Additional services may be held throughout the week as the church determines. At the discretion of the elders, the church may deem it prudent to cancel any gathering due to unforeseen circumstances (e.g., weather, sickness, etc.,).

Section 2 — Members' Meetings
The fiscal year of the church shall begin on January 1st and close on December 31st.

Annual and Quarterly members' meetings shall be scheduled by the board of Elders and announced—verbally and in the bulletin—no less than two (2) Sundays prior to the scheduled meetings.

- Annual Members' Meetings—which are for the annual election of officers, the adoption of the annual budget (presented by the Elders), as well as the consideration of other business––shall be held in December. The annual report, including budget and new officers, shall be printed and made available to the church as soon as possible after the annual business meeting.

- Quarterly Members' Meetings shall be held in March, June, and September. Special Members' Meetings may be called by the Board of Elders, providing sufficient notice is given as outlined above (at least two weeks' notice).

The senior pastor shall preside as moderator at all members' meetings of the church. The moderator shall determine the rules of procedure according to his sense of fairness and common sense, giving all members a reasonable opportunity to be heard on a matter. The moderator is the final authority on questions of procedure, and his decision is final and controlling. The following order shall generally be observed at the regular church administration meetings:

- Scripture reading and prayer
- Reading of minutes
- Reception of members
- Dismissal of members
- Reports of standing committees
- Reports of special committees
- Unfinished business
- Election of officers
- New business
- Adjournment
- Benediction

In the absence of the senior pastor, the board of elders shall put forth one of their own as moderator of members' meetings. In the case where the senior pastor is under the discipline of the church, the elders shall put forth one of their own (not the senior pastor) who will take the place of moderator at members' meetings.

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

Provided all constitutional provisions for notification have been met, a quorum shall be understood to be met by those members present. All votes shall be tallied based on the number of votes cast by members present (abstentions will not be counted as votes cast). The determination of whether a vote is to be taken as a written ballot or verbal vote shall be subject to the discernment of the elders.

At any regular or special members' meeting, officers may be elected and positions filled as needed, so long as all relevant constitutional requirements have been met.

Special members' meetings may be called as required by the elders, or at the written request, submitted to the elders, of five percent of the voting membership. Ordinarily, a special meeting will be called with at least two-weeks' notice. The location, date, time, and purpose of any special meeting shall be announced at all public services of the church and posted at all entrances to the church building within the two weeks preceding the meeting or for as much time as is available if a meeting must be called with fewer than two-weeks' notice. In the event of a written request from the members, the elders shall call a special meeting to be held within one month of their receipt of the request. In situations where the elders call a special members' meeting with fewer than two-weeks' notice, an email shall be sent to all church members with email addresses on file indicating the location, date, time, and purpose of the meeting. When an email address is not on file, a physical letter shall be sent. No meeting shall be called with fewer than 48 hours' notice.

Article V – Officers

Section 1 — Summary

The Scriptures ordain two church offices: Elders and Deacons. We will operate, as a church, in the way outlined below as our best understanding of what the Scriptures teach. In addition, our church recognizes the administrative positions under this constitution of Clerk, Treasurer, and Financial Secretary. All officers must be members in good standing of this church for at least one (1) year prior to assuming their respective offices (does not apply to the senior and associate pastors).

Section 2 — Elders

The elders shall be comprised of not less than three (3) men who satisfy the qualifications for the office of elder set forth in 1 Timothy 3:1–7 and Titus 1:6–9. No woman shall serve in the office of elder. No elder shall hold the office of deacon during his tenure.

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

The church shall recognize men gifted and willing to serve in this calling, in accordance with the constitutional provisions on elections. These men shall be received as gifts of Christ to His church and set apart as elders. This recognition shall be reaffirmed by the church triennially (3 years terms). After an elder, other than the senior or associate pastor(s), has served two consecutive three-year terms, he may only be elected to the office of elder after at least one year.

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

The elders shall take particular responsibility to examine and instruct prospective members, examine and recommend all prospective candidates for offices and positions, oversee the work of the deacons and appointed church agents and committees, conduct worship services, administer the ordinances of baptism and communion, equip the membership for the work of the ministry, encourage sound doctrine and practice, admonish and correct error, oversee the process of church discipline, coordinate and promote the ministries of the church, and mobilize the church for world missions. Further, the elders should seek to ensure that all who minister the Word to the congregation, including outside speakers, affirm our fundamental gospel convictions and do not teach anything contrary to the Statement of Faith.

The elders may establish ministry positions or committees to assist them in fulfilling their responsibilities. The elders may also propose funding for new paid staff positions. The scope and approval of job descriptions for any staff position shall reside in the hands of those with hiring authority for that position.

Each year the elders—after consultation with the Treasurer, Financial Secretary, and a designated Deacon of Finance—shall present to the church an itemized budget. No money shall be solicited by or on behalf of the church or any of its ministries without the approval of the elders.

The elders shall annually elect one of their number to chair their elders' meetings.

Section 3 — Senior Pastor

The senior pastor shall be an elder. He shall perform the duties of an elder described in Section 2, above, and shall be recognized by the church as particularly gifted and called to the full-time ministry of preaching and teaching.

His call shall not be subject to the triennial reaffirmation or to the term limitation set out in Article 5, Section 2, for elders. His call shall be defined as per Article 6, Section 3.

He shall be responsible for the church's public services, including preaching and the administration of the ordinances of baptism and communion; and performing such other duties as usually pertain to that office, or as set forth in the constitution.

The senior pastor shall have primary responsibility for the supervision and evaluation of staff members. This responsibility may, on a case-by-case basis, be delegated to another staff member. In the absence or incapacity of the senior pastor, the elders shall assume responsibility for his duties, any of which can be delegated until the senior pastor returns or a new senior pastor is installed.

Section 4 — Associate Pastor(s)

The church may call additional pastors whose relationship to the senior pastor is that of associate.

An associate pastor shall be an elder. He shall perform the duties of an elder described in Section 2, above, and shall be recognized by the church as particularly gifted and called to the full-time ministry of preaching and teaching.

His call shall not be subject to the triennial reaffirmation or to the term limitation set out in Article 5, Section 2, for elders. His call shall be defined as per Article 6, Section 4.

He shall assist the senior pastor in the performance of his regular duties and shall perform any other duties as usually pertain to the office of pastor, or as set forth in the constitution, or which may be specifically assigned to him by the congregation.

In the absence or incapacity of the senior pastor for defined periods of time (such as sabbatical or illness), the associate pastor(s) shall assume the responsibility for his duties under the oversight of the elders.

Section 5 — Deacons

The office of deacon is described in 1 Timothy 3:8-13. The church shall recognize, in accordance with the constitutional provisions on elections, men who are giving of themselves in service to the church, and who possess particular gifts of service. In keeping with the principles set forth in Acts 6:1-6, these men shall be received as gifts of Christ to His church and set apart as deacons. They shall be elected to one term lasting for a maximum of three years and may only be elected to another term after one year of sabbatical.

The term of a deacon may be terminated by resignation or dismissal. If a deacon disqualifies himself from the office—based upon the qualifications in 1 Timothy 3:8-13—they may be dismissed by a two-thirds vote of the members present at any members' meeting of the church.

Deacons shall care for the temporal needs of members, attend to the accommodations for public worship, and encourage and support those able to help others and those with gifts of administration.

The deacons, shall receive, hold, and disburse a fund for benevolence, reporting on its use to the elders at their request, and reporting to the church its total receipts and total disbursements only.

The deacons, with the agreement of the elders, may establish unpaid administrative positions or committees of members to assist them in fulfilling their responsibilities in the church.

Section 6 — Clerk

It shall be the duty of the clerk to record the minutes of all regular and special members' meetings of the church, to preserve an accurate roll of the membership, and to render reports as requested by the elders or the church.

If the clerk is found to be negligent of their official duties, they may be dismissed by a two-thirds vote of the members present at any members' meeting.

The clerk, who shall be a member in good standing, shall be nominated by the elders and elected by the congregation to serve a term of three years. There is no limit on consecutive terms.

In the absence or incapacity of the clerk, the elders shall appoint a member to perform the duties of the church clerk.

The church clerk shall ensure that dated copies of the most recent revision of this constitution shall be available for all church members.

Section 7 — Treasurer

The treasurer, who shall not be an active elder or deacon, shall be a member in good standing. The treasurer shall support the elders in providing oversight of the financial and accounting activities of the church and shall ensure that all funds and securities of the church are properly secured in such banks, financial institutions, or depositories as appropriate. The treasurer shall also be responsible for presenting regular reports of the account balances, revenues and expenses of the church at each members' meeting. This responsibility may be delegated with the approval of the elders. The treasurer shall also see that full and accurate accounts of receipts and disbursements are kept in books belonging to the church, and that adequate controls are implemented to ensure that all funds belonging to the church are appropriately handled by any officer, employee, or agent of the church. The treasurer shall render to the elders, whenever they may require it, an account of all activities as treasurer and of the financial condition of the church.

If the treasurer is found to be negligent of their official duties, they may be dismissed by a two-thirds vote of the members present at any members' meeting.

The Treasurer shall be nominated by the elders and elected by the congregation to serve a term of three years. There is no limit on consecutive terms.

Section 8 — Financial Secretary
The financial secretary, who shall not be an active elder or deacon, shall be a member in good standing. The financial secretary shall receive all money given to the church for general expenses, benevolences, building fund, and special offerings. They shall transfer funds to proper accounts and provide the treasurer with a distribution report. If requested, the financial secretary shall record all individual pledges and contributions and furnish to the contributor a copy of his/her personal yearly record.

If the financial secretary is found to be negligent of their official duties, they may be dismissed by a two-thirds vote of the members present at any members' meeting.

The financial secretary shall be nominated by the elders and elected by the congregation to serve a term of three years. There is no limit on consecutive terms.

Section 9 — Designation of Corporate Officers
As an accommodation to legal relationships outside the church, the senior pastor shall serve as president of the corporation; the church clerk shall serve as secretary of the corporation; the church treasurer shall serve as treasurer of the corporation; and the vice chairman of the board of elders shall serve as vice president of the corporation. The board of elders shall constitute the board of directors of the corporation.

However, this does not confer any additional power or privileges to these office holders with respect to the function of the church.

Article VI – Elections

Section 1 — Principles
The process for church elections shall be interpreted and carried out to fulfill the following principles:

1) Substantial prayer, both individually and corporately, should be an integral part of the election process.

2) Nominations should proceed with the support of the elders.

3) All candidates for church office should be treated with the grace, kindness, and honesty appropriate in evaluating fellow members.

4) The election process shall express that spirit of mutual trust, openness, and loving consideration that is appropriate within the body of our Lord Jesus Christ.

Section 2 — Procedural Summary

Below is a summary of the procedures of elections outlined throughout this document:

- Quorum: a quorum shall be understood to be met by the number of members present at a members' meeting.

- Voting:
  - Abstentions will not be counted as votes cast.
  - Members may request absentee ballots from the Elders no earlier than two weeks prior to a vote.

- Election unto an office:
  - Elder/Pastor: requires a two-thirds affirmative vote.
    - Dismissal: requires a two-thirds affirmative vote.
  - Deacon: requires a simple majority affirmative vote.
    - Dismissal: requires a two-thirds affirmative vote.
  - Clerk, Treasurer, Financial Secretary: requires a simple majority affirmative vote.
    - Dismissal: requires a two-thirds affirmative vote.

- Membership:
  - Admission: requires a simple majority affirmative vote.
  - Termination: requires a two-thirds affirmative vote.

Section 3 — Selection of Officers

The election of officers shall be held at a members' meeting of the church. Names of nominees to serve as elders, deacons, clerk, treasurer, and/or financial secretary shall be presented by the elders at the previous members' meeting (providing that previous meeting occurred at least eight weeks prior), and the election shall proceed as directed by the moderator. No nominee shall be voted on until they have been considered, as a nominee for their respective office, for at least eight weeks (does not apply to the roles of senior and associate pastor).

The elders should seek recommendations and involvement from the general membership in the nomination process. Any member with reason to believe that a nominated candidate is unqualified for an office should express such concern to the elders. Members intending to speak in opposition to a candidate should express their objection to the elders as far in advance as possible before the relevant church members' meeting.

The moderator shall declare elected all men who individually receive a two-thirds affirmative call (of the members present) to the office of elder at a regularly scheduled members meeting. For all other offices, the moderator shall declare elected all persons who individually receive a simple majority of all votes cast (by the members present) for each respective office at a regularly scheduled members meeting; abstentions will not be considered as votes cast.

The persons elected shall assume their respective offices upon election unless another date has been specifically designated.

Section 4 — Calling of the Senior Pastor

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

Section 5 — Calling of an Associate Pastor

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

Article VII – Private Inurement/Conflict of Interest

No part of the net earnings of the church shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the church shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax-exempt purposes of the church.

Article VIII – Political Activities

No substantial part of the activities of the church as a corporate entity shall be the carrying on of propaganda or otherwise attempting to influence legislation. The church shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

NOTE: Simply because a person holds a position of authority in the church or is a member of it does not mean that the activities of the individuals are considered actions of the church. The person must be acting in his/her official capacity for their actions to be attributable to the organization. Campaigning by any church member on their own time and by their own initiative is not attributable to the church as long as their actions are not endorsed or funded by the church.

Article IX – Exempt Activities

This corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue law), including, but not limited to

establishing and maintaining religious worship, proclaiming the Gospel, and providing Christian education.

This corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

However, if any future United States Internal Revenue Laws are passed which forbid the church from operating in faithfulness to Scripture, the elders will propose that we dissolve the church as a corporate entity and thus voluntarily relinquish our status as a 501(c)(3) under the Internal Revenue Code.

Article X – Indemnification

Section 1 — Actions Subject to Indemnification

The church may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action by or in the right of the church) by reason of the fact that the person is or was an elder, deacon, officer, employee, or agent of the church, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding; and if that person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the church and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the church and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

Section 2 — Expenses Subject to Indemnification

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

Section 3 — Limitations of Indemnification

Any indemnification made under this Article, may be made by the church only as authorized in the specific case on a determination that indemnification of the elder, deacon, officer, employee, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Scripture. The determination shall be made (a) by a majority vote of a quorum

consisting of the elders who were not and are not parties to or threatened with the action, suit, or proceeding; (b) if the described quorum is not obtainable or if a majority vote of a quorum of disinterested elders so directs, by independent legal counsel in a written opinion; or (c) by a majority vote of the members of the church.

Section 4 — Timing of Indemnification
Expenses of each person seeking indemnification under this Article may be paid by the church as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the board of elders in the specific case, so long as the elder, deacon, officer, employee, or agent agrees to repay the amount if it is ultimately determined that he or she is not qualified to be indemnified by the church.

Section 5 — Extent of Indemnification
The indemnification provided by this Article shall be deemed to be discretionary unless otherwise required as a matter of law or under any agreement or provided by insurance purchased by the church, both as to action of each person seeking indemnification under this Article in his official capacity and as to action in another capacity while holding that office, and may continue as to a person who has ceased to be an elder, deacon, officer, employee, or agent and may inure to the benefit of the heirs, executors, and administrators of that person.

Section 6 — Insurance
The church may purchase and maintain insurance on behalf of any person who is or was an elder, deacon, officer, employee, or agent of the church against any liability asserted against him and incurred by him in that capacity, or arising out of his status in that capacity, whether or not the church would have the power to indemnify him against liability under the provisions of this Article.

Article XI – Arbitration

Section 1 — Submission to Arbitration
Believing that lawsuits between believers are prohibited by Scripture, all members of this church agree to submit to binding arbitration any matters which cannot otherwise be resolved, and expressly waive any and all rights in law and equity to bring any civil disagreement before a court of law, except that judgment upon the award rendered by the arbitrator may be entered in any court having jurisdiction thereof.

Section 2 — Notice of Arbitration
In the event of any dispute, claim, question, or disagreement arising out of or relating to this constitution or any other church matter, the parties shall use their best efforts to settle such disputes, claims, questions, or disagreement as befits Christians and in accord with Matthew 18:15–17.

To this effect, they shall consult and negotiate with each other in good faith and, recognizing their mutual interests not to disgrace the name of Christ, seek to reach a just and equitable solution.

If they do not reach such solution within a period of sixty (60) days, then upon notice by either party to the other, disputes, claims, questions, or differences shall be finally settled by arbitration as described in Section 1, above, and such Procedures for Arbitration as are adopted pursuant to Section 4, below.

Section 3 — Limitations on Arbitration Decisions
Should any dispute involve matters of church discipline, the arbitrators shall be limited to determining whether the procedures for church discipline, as outlined under Article III, Section 4, were followed.

Should any dispute involve the removal from office of a pastor or any church officer, the arbitrators shall be limited to determining whether the procedures set forth in Article V, Sections 2, 5, 6, 7, or 8 were followed.

Section 4 — Arbitration Procedures
The Procedures for Arbitration shall be determined by the board of elders.

Article XII – Deviations of Practice

If a church member believes the church to be out of accord with this constitution, he or she should inform an elder. If the elders determine that the church is out of accord with this constitution, they must provide an update at each members' meeting concerning what they are doing to address the issue until the situation is remedied.

Article XIII – Amendments

The Statement of Faith and Church Covenant may be amended by a two-thirds vote of the members present at a members' meeting, provided the amendment shall have been offered in writing at the previous members' meeting, and shall have been announced from the pulpit at church services two successive Sundays prior to such vote.

This constitution may be amended by a two-thirds vote of the members present at a members' meeting, provided the amendment shall have been offered in writing at the previous members' meeting, and shall have been announced from the pulpit at church services two successive Sundays prior to such vote.

The revised version of this constitution shall be made available to all church members by the church clerk.

Article XIV – Dissolution

In the event that the elders of the church determine that there is reasonable cause to dissolve Vinton Baptist Church as a corporate entity, the elders shall recommend dissolution to the membership. The elders shall call a special members' meeting as set out in Article 4, Section 2. Notice of the meeting shall be sent in writing to the membership and posted at all entrances to

the church building no less than sixty days prior to the meeting. The notice shall state that the purpose of the meeting is to consider dissolution of the corporation and how the assets of the corporation will be distributed after all creditors have been paid. At least two-thirds of the members present at the meeting must vote in the affirmative to approve the proposal of dissolution.

After approval of dissolution by the members, all of the corporation's debts shall be fully satisfied. None of its assets or holdings shall be divided among the members or other individuals, but shall be irrevocably designated, as approved by a simple majority of the members present at a members' meeting, to one or more religious organizations which meet the qualifications described in Section 501(c)(3) of the Internal Revenue Code and which are in agreement with the letter and spirit of the Statement of Faith. Any such assets not so disposed of shall be disposed of exclusively for such exempt purposes by a court of competent jurisdiction where the principal office of the corporation is then located.

This Constitution was ADOPTED by the members of Vinton Baptist Church on:

December 4, 2025

Date

Kimberly A. Burris

Church Clerk