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**Calvary Baptist Church  
Covington, Kentucky  
February 20, 2005**

**SECTION ONE – CONSTITUTION**

***PREAMBLE***

We, the body of believers of our Lord Jesus Christ, known as Calvary Baptist Church of Covington, Kentucky, declare and establish this Constitution to govern the church body in an orderly manner. We further acknowledge that this Constitution is premised on the absolute, inerrant, living Word of God, the Bible. Calvary Baptist Church is a free, autonomous, independent body, congregational in nature with authority to determine for itself all church policies including the right to own and use its property. It shall be free of any outside control, authority, or power. It does recognize the obligation and privilege of mutual counsel and cooperation with like-minded Christian churches, but will not cooperate with any liberal or apostate organizations in any endeavor that would be contrary to our doctrinal position.

**ARTICLE I: NAME**

This congregation shall be known as the Calvary Baptist Church of Covington, Kentucky, Inc.

**ARTICLE II: CHURCH MISSION/VISION**

It is our mission to worship God through equipping disciples to reach the world by reproducing the life of Christ in His people through His Word.

The vision of Calvary Baptist Church is to take the gospel of Jesus Christ beyond the walls of our church in reaching the Greater Cincinnati/Northern Kentucky area (and our world)! This will be accomplished through a solidly biblical and culturally relevant means that enables us to worship God passionately and equip one another as we reproduce the life of Christ.

**ARTICLE III: CHURCH COVENANT**

Having been led, as we believe, by the Spirit of God to receive the Lord Jesus Christ as our Savior, and on the profession of our faith, having been baptized by immersion in the name of the Father, and of the Son, and of the Holy Spirit; we do now, in the presence of

God, angels and this assembly most solemnly and joyfully enter into covenant with one another as one body in Christ.

We will with the help of the Holy Spirit rid ourselves of all bitterness, rage and anger, brawling and slander, along with every form of malice (Col. 3:1-10). We will be kind and compassionate to one another, forgiving each other, just as in Christ God forgave us (Ps. 133:1; Rom. 12:9-21; Gal. 5:22-6:2).

As we have opportunity, we will "do good to all people, especially to those who are like fellow believers" (Gal. 6:10). We will prayerfully remember our leaders and fellow church members, and we will contribute regularly to the support of the ministries of the church (I Cor. 16:1,2a). We will with the aid of the Holy Spirit walk together in Christian love, strive for the advancement of the church, promote its prosperity and spirituality, and sustain its worship, ordinances, discipline and doctrines (Acts 2:41-47; II Pet. 1:5-8).

We further commit to having family and personal devotions, to biblically educating our children, and to seeking the salvation of our relatives and friends (Prov. 22:6, II Tim. 2:15; Col.3:16). We will seek God's help in abstaining from the sale or use of intoxicating drink as a beverage. We will abstain from all forms of activity which dishonor our Lord Jesus Christ or which cause a stumbling block to a fellow believer (Rom. 12:1,2; Phil. 4:8; I John 2:15-17).

## **ARTICLE IV: ARTICLES OF FAITH**

### ***The Scriptures***

We believe in the Scriptures – both the Old and New Testaments – as being verbally inspired of God and inerrant in the original writings. We believe that the Bible is the supreme and final authority in all matters of life and faith (II Tim. 3:16-17; II Pet. 1:19-21).

### ***The Triune Godhead***

We believe in one true God, eternally existing in three Persons – Father, Son and Holy Spirit – equal in every divine perfection and executing distinct but harmonious offices in the work of redemption. We believe that God is the Maker and Supreme Ruler of heaven and earth and that in His glory He is worthy of all worship and honor (Gen. 1:1, Ex. 20:2-3; Matt. 3:16,17; Matt. 28:19,20; II Cor. 13:14).

### ***God the Son***

We believe that Jesus Christ is the eternal Son of God, God incarnate. We believe that He was miraculously begotten by the Holy Spirit and born of the virgin Mary - true God and true man. We believe that He was, therefore, born without a sinful nature and perfectly obeyed the law of God in His life. We believe that the Lord Jesus Christ vicariously died for our sins according to the Scriptures and that the shedding of His

blood was necessary for the redemption of man. We believe that His death paid the price for the sins of all men. We believe in His bodily and glorious resurrection from the grave and in His present ministry in heaven as our Advocate and Great High Priest (Is. 7:14, 9:6,7; Matt. 1:23, 28:5-7; John 1:1,2; I Cor. 15:4; II Cor. 5:21; Heb. 4:15, 9:14; I Pet. 2:24, 3:18; I John 2:1,2; Heb. 4:14).

### ***God the Holy Spirit***

We believe that the Holy Spirit is a Divine Person equal with God the Father and God the Son. We believe that He convicts the world of sin, of righteousness and of judgment; that He restrains the evil one until God's purpose is fulfilled; and that He bears witness to the truth of the gospel in preaching and testimony. We believe that the Holy Spirit regenerates, indwells, seals and sets apart the believer to a holy life. At the moment of regeneration He once and for all baptizes the believer into the body of Christ. We believe that the "sign gifts" or "miraculous gifts" (meaning the gifts of miracles, healing, tongues, and interpretation of tongues) were temporary because of their purpose and are not given by the Holy Spirit at this time (John 3:3-6, 14:17,16:8-11; Acts 5:3,4, 5:32; II Thes. 2:6,7; Eph. 4:30; I Cor. 6:19,20, 12:13).

### ***Creation***

We believe that God created all things visible and invisible according to the account in Genesis. We believe that none of the creation, including that of man, came about by any process of evolution but rather by the direct Word of God (Gen.1,2; Ex. 20:11; Col. 1:16-17; Heb. 1:2, 11:3).

### ***Man***

We believe that man was created in the image of God and in innocence. However, by his voluntary transgression of the law of God, man fell into sin and incurred not only physical death but also spiritual death, which is separation from God. All human beings are born with a sinful nature and are, therefore, under the just condemnation of God (Gen. 1:27, 3:1-6; Rom. 1:18-25, 2:14-16, 5:12-19; Jer.17: 9).

### ***Satan***

We believe in the personality of Satan and that he is the originator of sin in the universe. We believe that he is the god of this age and the head of all the powers of darkness and sin. We further believe that his eternal destination is the eternal lake of fire (Is. 14:12-15; Eph. 2:2; II Cor. 4:4; I Pet. 5:8; Rev. 20:10).

### ***Salvation***

We believe that whosoever by faith apart from works of any kind receives the Lord Jesus Christ as his Savior is "born from above" and instantaneously becomes a child of God. We believe that faith in Christ is the only condition of salvation. We believe that good works and obedience to the Word of God will characterize one who is saved. We believe that repentance and faith are solemn obligations and also inseparable graces, wrought in

our souls by the quickening of the Spirit of God; thereby, being deeply convicted of our guilt, danger, and helplessness, and of the way of salvation by Christ, we turn to God with unfeigned contrition, confession and supplication for mercy at the same time heartily receiving the Lord Jesus Christ and openly confessing Him as our only and all-sufficient Savior (John 3:3-18, 6:47; Acts 16:30,31; Rom. 10:13; Eph. 2:8-10; Titus 3:4-8; I Peter 1:18-25; Acts 20:21; Mark 1:15; Acts 2:27-38; Luke 18:13; Rom. 10:13; Luke 12:8; Rom. 9:11).

### ***Eternal Security***

We believe that all who are truly born again are kept eternally secure by the power of God through the sealing of the Holy Spirit and the intercession of Christ (John 10:28,29; II Cor. 1:21,22; Eph. 1:13,14; Phil. 1:6; I Pet. 1:5; I John 5:9-13).

### ***The Church***

We believe that all believers in this age comprise the church in its universal and invisible aspect and are a part of the Body and Bride of Christ. We further believe in the local aspect of the church, which is the center of God's methods and plans for this age. The local church consists of a group of born again, baptized believers who have organized themselves according to the Scriptures for the purpose of edification, fellowship, observance of the ordinances, and evangelization of the world. We believe that the two offices of the local church are those of pastors and deacons (Matt. 16:18; Acts 2:41,42; I Cor. 11:2; Eph. 2:19-22, 5:23-32; Col. 1:18; Heb. 12:22,23).

### ***Ordinances***

We believe that there are two ordinances given to the local church by its head, Jesus Christ. The ordinances give witness to the death and resurrection of Christ and our identification with Him by faith. These are baptism (immersion of the believer in water) and the Lord's supper (Matt. 28:19; Acts 2:41,42, 8:36-39; I Cor. 11:23-32).

### ***Eternal Destiny***

We believe that those who trust Jesus Christ as Savior are heirs of God and joint-heirs with Christ and will blessedly and eternally be with Christ. We further believe that all of the righteous will be raised from the dead to reign with Christ and share in His glory (John 14:1-3; II Cor. 5:1-8; Rom. 8:16-18; Phil. 1:23). We believe that the lost because of their wickedness and unbelief are under the just condemnation of God and will suffer everlasting, conscious punishment for sin. We further believe that all of the wicked will be raised from the dead to stand before the great white throne judgment of God to receive their final judgment (John 3:18; Luke 16:19-31; Rev. 20:11-15).

### ***Things to Come***

We believe in the pre-tribulational rapture (catching away) of the Church. We believe in the personal and pre-millennial return of Christ to earth. We believe in the establishment of the Kingdom of the Millennium during which Christ will reign for one thousand years

over the earth in fulfillment of the promises of God's Old Testament covenant people, Israel (I Thes. 4:13-18; I Cor. 15:51-53; Phil. 3:20,21; Acts 1:9-11; Zech. 12:10, 14:4-9; Rev. 20:4-6; Is. 9:6,7).

### ***Sexual Relationships***

We believe that the Bible specifically places man and woman in a biblical, God commanded relationship and that God instituted the marriage relationship between one man and one woman (Gen. 2:23; Eph. 5:22-23), thus, created a model for the biblical family. We further believe that it is God's design for the sexual relationship to exist exclusively within the context of marriage. We, therefore, hold that it is totally against the command and teaching of the Word of God to change in any way or pervert this order. Thus, we conclude that homosexuality, lesbianism, premarital sexual relationships, adulterous relationships and all other relationships that are contrary to the Word of God are not acceptable as "alternate" lifestyles (Rom. 1:18-32).

### ***The Great Commission***

We believe in obedience to Christ's command to preach the gospel to the whole world. We believe that the great commission includes evangelization, Bible teaching, and the establishment of local churches (Matt.28:19,20; Acts 20:17-27; Rom. 1:14-16, 10:13-15).

### ***The Sanctity of Life***

We believe that the Scriptures teach that all human life begins at conception (Jer. 1:5; Ps. 51:5; Luke 1:39-44) and that God is fashioning that life throughout the period of pregnancy (Ps.139). The Bible places dignity upon the human life because man is created in the image of God (Gen. 1:26-27). Therefore, we believe that any form of abortion and any form of euthanasia are violations of the sanctity of life and the standard of God and that all life is sacred from conception to death.

## **SECTION TWO – BY-LAWS**

### **ARTICLE I: GENERAL**

#### Section 1.1 Name

This congregation shall be known as Calvary Baptist Church of Covington, Kentucky, hereinafter referred to as “the church.”

#### Section 1.2 Non-profit Purposes

The church is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501c (3) of the Internal Revenue Code. In furtherance of such purposes, the church shall have full power and authority to perform all acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out the purposes of the church as set forth in the Articles of Incorporation including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of Kentucky law.

#### Section 1.3 Offices

The church shall continuously maintain a registered office and registered agent within the State of Kentucky. The principal office of the church shall be located at such places as determined by its Board of Trustees.

### **ARTICLE II: TRUSTEES**

#### Section 2.1 Qualifications

Each Trustee shall be a male member in good standing of Calvary Baptist Church for a period of at least five (5) years.

#### Section 2.2 Number and Term

- A) There shall be a minimum of three (3) trustees. They shall serve for a period of one (1) year.
- B) Trustees shall be nominated by the senior pastor or his designee and the chairman of the deacons and at the recommendation of the deacons, presented to the church for approval.

### Section 2.3 Duties

The trustees shall maintain all such powers of the church and do all acts of the church as are not by statute or by these By-Laws prohibited. Said powers include, but are not limited to, the following: to transfer, endorse, sell, assign, set over, and deliver any and all real estate, shares of stock, bonds, debentures, notes, evidences of indebtedness, or other securities now or hereafter standing in the name of Calvary Baptist Church of Covington, Kentucky, Inc., and to make, execute, and deliver any and all written instruments necessary or proper to effectuate the authority hereby conferred. Any document that requires trustees' signature must have three trustees' signatures at a minimum.

## **ARTICLE III: PASTORS, DEACONS, OFFICERS & EMPLOYEES**

### Section 3.1 Senior Pastor

#### A) Confirmation of Position

- 1) The deacons shall recommend a pastoral search committee to the church membership for approval. The search committee shall consist of no fewer than five (5) members.
- 2) The search committee shall follow written guidelines established and contained within written policy. Guidelines may be changed at the discretion of the deacon body.
- 3) The pastoral search committee shall report its recommendation to the deacons. The joint group shall make its recommendation to the church membership at a regular or properly called special church meeting.
- 4) Upon recommendation of the majority of the deacons, a senior pastor shall be elected by at least a three-fourths, affirmative, majority vote, or higher as determined by the deacons, on the first ballot of the membership present at a meeting duly called for that purpose. Candidates for the position of senior pastor shall meet the appropriate scriptural qualifications (1 Timothy 3:1-7; Titus 1:5-9). Before a call shall be extended, a candidate for senior pastor shall affirm in writing his agreement with the Articles of Faith and Church Covenant and his willingness to unite as a member of the church.

#### B) Duties of Senior Pastor

- 1) The senior pastor shall be the spiritual leader of the church. He shall preach, teach, and lead the church in the fulfillment of its vision. The senior pastor shall meet the New Testament qualifications as listed in I Timothy 3, Titus 1, Ephesians 4:11-16, I Peter 5:1-3 and Acts 6:1-7.
- 2) He shall oversee the work and ministry of the church.
- 3) He shall be moderator at all church membership meetings and shall be an ex-officio member of all organizations and all committees of the church.
- 4) He shall see that the church ordinances are administered on a regular basis.

- 5) He shall “cast the vision” for the church and its ministries, develop the leadership, and lead the congregation toward the implementation of the vision by preaching, teaching, and personal example.
- 6) The senior pastor will include the pastoral staff and the deacons in leadership roles encouraging them to grow spiritually by mentoring and training them. He shall have the discretion to include the pastoral staff in deacons’ meetings and as members of standing and ad hoc committees as representatives of his ministry.

### C) Dismissal/Termination of the Senior Pastor

Should the church decide to dismiss the senior pastor, it may do so by a simple majority vote of the membership at a special meeting called for that purpose. A notice of 60 days will be given to terminate. Remuneration and services will continue through this sixty-day period unless otherwise mutually agreed. In the event of doctrinal and/or moral defection the senior pastor’s services may be terminated immediately by action of the deacons, to be ratified within 30 days by a majority vote of the ballots cast at a special business meeting called for that purpose. Should the senior pastor decide to leave, he may do so by giving the church a two months’ notice, or a shorter time period if it is mutually agreeable.

## Section 3.2 Pastoral and Support Staff

### A) Positions

- 1) When pastoral staff positions, other than the senior pastor, are needed in the operation of the church, the deacons may authorize the creation of such positions setting forth the general functions of the position. The deacons will then look to the senior pastor to recommend to them the person to be employed in the created position. Upon the approval of the deacons and a three-fourths affirmative vote by the congregation, the person would be employed for the position. Assignments of these functions may be reallocated to other pastoral staff members as becomes necessary.
- 2) The church shall look to the senior pastor to recommend to the deacons persons to be employed in full-time, support staff positions. Upon the approval of the deacons, the person would be employed for the position.

### B) Organization and Duties

Each member of the staff shall be under the supervision of the senior pastor or his designee, and duties will be determined based on job function.

### C) Dismissal/Termination of Staff

- 1) Upon confirmation of a new senior pastor, each pastoral staff member and ministry director will recognize that his or her current ministry is subject to change. Within the first year the senior pastor will evaluate the type of staff needed to fulfill the vision and ministries of the church. Based upon his strengths and needs and the strengths and needs of the church, staff members

may be dismissed or reassigned in a manner that will best serve the church. A staff member shall be dismissed upon the recommendation of the senior pastor and by a majority vote of the deacons.

- 2) The senior pastor shall have the authority to suspend or dismiss staff members upon a majority vote of the deacons.
- 3) It is understood that by this policy the dismissal of a pastoral or support staff member is not subject to congregational action, with the exception of the senior pastor.

### Section 3.3 Deacons

A) Each deacon shall meet the New Testament qualifications as listed in I Timothy 3 and Acts 6:1-7 and have been a member in good standing of Calvary Baptist Church for a period of at least two (2) years.

#### B) Election and Term of Service

- 1) Annual nominations for the position of deacon shall be submitted by members of the church for consideration. The senior pastor, the chairman and vice-chairman of the deacons shall submit to the deacons the appropriate number of nominated candidates for approval. The deacons shall recommend to the church body a slate of approved deacon candidates.
- 2) The church will elect the deacons by a three-fourths, affirmative vote.
- 3) Each deacon shall be elected annually. Each may serve for three (3) consecutive terms beginning January 1. After having served three (3) consecutive terms, a deacon will not be eligible for re-election until he completes a one-year sabbatical, unless he is specifically requested by the senior pastor to suspend his sabbatical.

#### C) Dismissal/Termination of Deacons

The senior pastor and deacons shall have the authority, by a majority vote of the deacons, to dismiss a deacon for any actions that would run contrary to Scripture or bring disruption to church unity.

#### D) Organization and Duties

- 1) The senior pastor shall annually select a chairman and any other necessary officers at the first deacons' meeting of the new year.
- 2) Deacons shall meet monthly or at the discretion of the senior pastor and/or the chairman of the deacons with notice to the senior pastor and/or his designee.
- 3) All deacons will assist the senior pastor and pastoral staff in maintaining the highest integrity of the church as mandated by the Word of God. Deacons shall devote themselves to the spiritual welfare of the members and to active enlistment of members in church involvement.
- 4) Deacons shall assist in the observance of the Lord's Supper and other duties as generally apply to the office of deacon.
- 5) The deacons shall review, provide counsel, and communicate their recommendations regarding proposals (other than routine business) for church

action. The deacons shall carry out the necessary functions that aid and support the pastors in their ministries and assist the congregation in meeting its needs individually and through committees.

- 6) Each committee shall include at least one deacon as a member. The senior pastor in cooperation with the chairman of the deacons shall assign committee membership.

#### Section 3.4 Treasurer

##### A) Appointment and Term

The senior pastor and the deacons shall annually appoint a church treasurer (consecutive terms unrestricted). Typically, the director of business and finance will hold the position of church treasurer.

##### B) Duties

- 1) The church treasurer/director of business and finance with the assistance of the accounting office staff shall prepare a monthly report and present it to the deacons. The report will also be provided to the trustees.
- 2) The church treasurer shall make a quarterly report of all receipts and disbursements to the church at the regularly called business meetings.

#### Section 3.5 Secretary

##### A) Appointment and Term

The senior pastor and deacons shall appoint a church secretary annually (consecutive terms unrestricted).

##### B) Duties

- 1) The church secretary shall maintain minutes of all actions of the church at church meetings.
- 2) The secretary shall maintain minutes of all meetings of the deacons and the trustees.
- 3) The secretary shall assist church staff in maintaining accurate records of all church business as well as records pertaining to membership. The secretary shall maintain church records in a secure location in the church office.
- 4) The secretary shall issue all letters of certification required for the normal operations of the church and these By-Laws.

## ARTICLE IV: MEMBERSHIP

### Section 4.1 Admission

- A) The membership shall consist of people who have accepted the Lord Jesus as their personal Savior, who are willing to follow Him as He has commanded in the Bible, and who have been baptized with New Testament baptism, immersion following conversion.
- B) Members will be accepted by statement of faith, baptism by immersion or restoration.
- C) All members are urged to bring their tithes and offerings to the storehouse of God, which we believe is the local church.
- D) Members are to maintain active participation by regular church attendance. Prolonged inactivity may be subject to membership termination. See Section 4.4 (6).
- E) Every member shall be subject to the By-Laws and policies of the church.
- F) Any member may express a concern(s) regarding any applicant for membership; in which case, the applicant shall not be received for membership until the concerns have been addressed to the satisfaction of the deacons.
- G) Each member before being received into the church is required to subscribe to the principles and practices prescribed in this document and agree without reservation to the Church Covenant and Statement of Beliefs.

### Section 4.2 Duties of Members

- A) **To God.** The duty of the members shall be to sustain the public worship of Almighty God and the ordinances of the gospel.
- B) **To Themselves.** The duties of members to themselves shall be the acquisition of scriptural knowledge, constant progress in grace and spirituality, consistency of external conduct, and living a Spirit-filled life; to govern their actions, conversations, hearts, and lives by the precepts of God's Word.
- C) **To the Church.** It shall be the duty of each member of the church to faithfully attend the Lord's Day and mid-week services, to invite and encourage others to attend, to be friendly and sociable to members and others, to contribute regularly to the financial expenses of the church and to exhibit a willingness to serve in the various ministries of the church.
- D) **To Brethren.** The duty of members to their brethren shall be to cultivate and cherish brotherly love, to visit and sympathize with those in affliction, to minister financially and materially to those in need, to tenderly regard their reputation, to affectionately admonish them for their faults, and to strive for their benefit and prosperity.
- E) **To their Pastors.** It is the duty of members at all times to honor, esteem and love their pastors, to pray for them fervently and daily, to submit to them in the scriptural exercise of their official authority, to encourage them in their ministry and to manifest a tender regard for their reputation.
- F) **Toward Outsiders.** It is the duty of members to maintain a positive testimony toward those who are not connected with the church; to represent and commend the Savior both by word and deed; to be exact in paying all debts and performing all promises; to live in a peaceable manner; to perform offices of kindness and charity; to

set an example of industry, honesty and generosity; and to share the Gospel of Christ with them.

- G) **Toward Other Churches.** Members moving from the vicinity of the church should affiliate with another church of the same faith and order. Non-resident members should communicate with the church within six months of their departure sharing the membership status at their new location.

#### Section 4.3 Discipline

- A) Every reasonable measure shall be taken to assist any member who is “overtaken in a fault” (Gal 6:1). The pastoral staff and deacons shall be available to counsel and offer guidance. Restoration rather than punishment shall guide the attitude of the members toward one another. Should some serious condition exist wherein there has been a breach of God’s Word including but not limited to abandoning spouse and/or family, committing sexual immorality, gossiping, breaking of the Church Covenant or the Church Constitution or teaching contrary to Scripture or the Articles of Faith, the pastors and deacons shall take every reasonable measure to resolve the matter in accordance with Matthew 18:15-18; I Corinthians 5; II Corinthians 2:4-8; II Thessalonians 3:6; Titus 3:10; II John 10, 11.
- B) Only if all attempts at restoration are unsuccessful may action be taken in accordance with the termination policy stated in Section 4.4 below.

#### Section 4.4 Termination of Membership

- A) The policy of Calvary Baptist Church shall be to terminate membership from the church as follows:
- 1) As a result of a member’s death;
  - 2) By letter: Any member in good standing with the church shall be granted a letter of dismissal to any church of like faith and order upon receipt of proper request from said church;
  - 3) By dismissal to another denomination: If a member desires to join a church of another denomination, he/she may at his/her own request or action of the deacons receive an appropriate letter of dismissal;
  - 4) By discipline: Should a member become an offense to the church by reason of immoral or unbiblical conduct, the church may terminate the membership but only after taking every reasonable measure to resolve the matter in accordance with Section 4.3 paragraph B above;
  - 5) By erasure: When requested in writing by the member; or,
  - 6) By inactivity: Reasonable attempts to restore to active membership will be made by the pastoral staff and deacons. Any member who absents himself/herself willfully from the church for approximately six months or more except for the cause of sickness or other valid reasons will be contacted by a pastoral staff member and/or deacon to encourage member participation. If, upon contact, the member requests to terminate his/her membership, or the member continues to be absent for an additional six months, his/her name will be submitted to the congregation to approve, by a majority vote of the congregation, termination of

membership. If, after reasonable efforts, contact has been unsuccessful, and his/her absence has exceeded one year, his/her membership will be terminated upon a majority vote of the congregation.

- B) Restoration: Membership may be restored to any person excluded upon the request of the excluded person, affirmation by the pastors and deacons, and evidence of the person's repentance.

## **ARTICLE V: MEETINGS**

### Section 5.1 Annual Congregational Meeting

An annual meeting for all eligible members shall be held at the regular place of worship of the church. The purpose of this annual meeting will be to confirm new deacons and conduct all other business required pursuant to the church's Constitution and By-Laws. The exact date of the annual meeting will be communicated by the senior pastor or his designee and by church publication no more than 60 days and no less than 14 days prior to the meeting date.

### Section 5.2 Eligibility to Vote and Quorum

#### A) Eligibility to Vote

Eligibility to vote at any congregational meeting shall be available to individuals who are church members, 16 years or older, and who are faithfully maintaining the duties outlined in Scripture and Article IV Section 4.2 of these By-Laws. Any questions regarding a member's eligibility to vote shall be directed to the deacons and senior pastor who shall make a final determination of eligibility pursuant to Scripture and Article IV Section 4.2 of these By-Laws. There will be no voting by proxy. Absentee voting will require prior approval of the deacons.

#### B) Quorum

Any number of church members present at a properly called and noticed meeting shall constitute a quorum, except as otherwise specifically provided by law. A majority of such members present at a meeting of the congregation shall determine any matter properly brought before the meeting, unless a different vote is required by statute, the Articles of Incorporation, or these By-Laws.

### Section 5.3 Conduct of Meetings

The senior pastor or his designee shall preside over all congregational meetings. Meetings shall use Robert's Rules of Order to guide all parliamentary procedures.

#### Section 5.4 Special Meetings

A) The senior pastor and/or the chairman of the deacons may call for a special meeting of the congregation-at-large at any time.

#### B) Special Meetings Called by Congregation

Any special meeting may be called by the congregation upon the written request to the deacons by ten percent of the qualified voters of the church. The nature of the meeting and its content and goal(s) shall be fully disclosed before a special congregational meeting is scheduled, which shall occur within forty five days of the written request upon the majority vote of the deacons. Notice of the meeting must be announced by publication two weeks prior to the scheduled meeting. The senior pastor or his designee shall preside over the meeting and shall follow Robert's Rules of Order.

### **ARTICLE VI: COMMITTEES**

#### Section 6.1 General Provisions

##### A) Description

- 1) To effectively execute the many duties of the church and to provide for the active involvement of the members and their gifts, both standing and special committees shall be created.
- 2) Standing committees have ongoing responsibilities requiring their continuation from year to year. Special committees are established for unique, temporary assignments and terminated upon completion of their assignment.

##### B) Membership

- 1) All committee members shall be members in good standing of the church. A minimum of one (1) deacon shall serve on each standing committee.
- 2) The senior pastor and the chairman of the deacons will select the committee members.
- 3) Committee membership is from January through December. The term of service is one (1) year. Members may be selected for successive terms without limitation. The senior pastor and the chairman of the deacons shall fill vacancies occurring during a year.

#### Section 6.2 Standing Committees

The senior pastor and deacons shall appoint all appropriate standing committees of the church. Each standing committee shall include at least one deacon and the senior pastor or his designee.

### Section 6.3 Special Committees

The senior pastor and deacons shall appoint all appropriate special committees of the church. Each special committee shall include the senior pastor or his designee.

## **ARTICLE VII: STEWARDSHIP**

### Section 7.1 Real Estate Matters

Matters involving leaseholds, easements, and licenses shall be subject to the approval of the majority of the deacons and shall not be subject to approval of the members. Matters involving the selling, purchasing, or mortgaging of real estate shall require the approval of a majority of the deacons and the approval of a majority of the members at a congregational meeting. As set forth in Section 2.3 of Article II of these By-Laws, execution of any documents with regard to real estate shall be by the trustees.

### Section 7.2 Construction or Renovations

Any groundbreaking construction or building renovation, where expected costs exceed 2% of the annual budget, will require advance congregational approval.

## **ARTICLE IIX: INDEMNIFICATION**

All those serving in this local church (pastors, deacons, trustees, staff, volunteers) shall be indemnified against all expenses actually or necessarily incurred by said workers in connection with the defense of any action, suit or proceeding to which they have been made a party by reason of being or having been such a worker except in relation to matters as to which said workers shall be adjudicated in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

## **ARTICLE IX: AMENDMENTS**

### Section 9.1 The Church Covenant

The Church Covenant herein contained may be amended at any regular or called business meeting of the church by a vote of two-thirds of all members present, provided that the purpose of the meeting and notice of the proposed amendment(s) have been made two (2) weeks prior to the meeting.

### Section 9.2 Articles of Faith

The Articles of Faith herein contained shall not be amended but only enlarged.

### Section 9.3 By-Laws

These By-Laws may be amended at any regular or called business meeting of the church by a vote of two-thirds of all members present, provided that the purpose of the meeting and notice of the proposed amendment(s) have been made two (2) weeks prior to the meeting.

## **ARTICLE X: DISSOLUTION AND DISTRIBUTION OF ASSETS**

### Section 10.1 Dissolution

Upon the recommendation of a majority of the deacons, the members shall vote upon the dissolution of the corporation. Said vote shall be held no sooner than two (2) weeks after the announcement of the vote. The corporation shall be dissolved upon three-fourths majority vote of the voting members. In the event of an affirmative vote to dissolve the corporation, the members shall then immediately vote whether to continue to operate as an unincorporated association. If at least 51% or 100 members, whichever is less, vote affirmatively, then the church shall continue as an unincorporated association.

### Section 10.2 Distribution of Assets

If the church votes to dissolve its corporate status but to continue operating as an unincorporated association, the assets of the corporation shall be distributed to the resulting unincorporated association provided that the members of the unincorporated association fully adopt the Articles of Faith as contained within this Constitution and By-Laws. If the church votes to dissolve the corporation and to discontinue operating as a church, the assets shall be distributed, pro-rata, to those mission boards supported in the last year's budget of the church, which shall at the time qualify as an exempt organization or organization(s) under 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

If the corporation should be dissolved administratively, or by any means other than a vote of the members, and no application for reinstatement is made within one year, and if the members continue operating the church as an unincorporated association, the assets shall be distributed to the unincorporated association. If no unincorporated association continues operating in place of the corporation, the assets shall be distributed, pro-rata, to those mission boards supported in the last year's budget of the church, which shall at the time qualify as an exempt organization or organization(s) under 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

In the event of dispute, or in the event of any assets not being disposed of, those assets shall be disposed of by the Court of Common Pleas, or the court of general jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as the said court shall determine,

which are organized and operated exclusively for charitable, educational, religious, or scientific purposes and shall at the time qualify as an exempt organization or organization(s) under 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

In no event shall any assets be distributed to any member upon dissolution.