



## **BY-LAWS OF ST. PAUL'S CHURCH**

### **ARTICLE 1 NAME AND PURPOSE**

Name: This congregation of believers shall be known as St. Paul's Church. The church is incorporated as a non-profit corporation under the laws of the state of Virginia.

Purpose: This congregation is organized as a church exclusively for charitable, religious, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (IRC) of 1986, for such purposes including, but not limited to, proclaiming the gospel of the Lord Jesus Christ; establishing and maintaining religious worship; educating believers in a manner consistent with the requirements of Holy Scripture, and maintaining missionary activities in the United States and around the world.

### **ARTICLE 2 STATEMENT OF FAITH**

The statement of faith does not exhaust the extent of our faith. The Bible itself is the sole and final source of all that we believe. We do believe, however, that the statement of faith accurately represents the teachings of the Bible and, therefore, is binding upon all members, staff, and volunteers. All literature, whether print or electronic, used in the church shall be in complete agreement with the statement of faith. All activities permitted or performed in any facilities owned, rented, or leased by this church, or engaged in by any member of the church staff (volunteer or paid), and all decisions of the administration of this church shall not conflict with the statement of faith. In all conflicts regarding interpretation of the statement of faith, the pastor and Church Executive Committee, on behalf of the church, have the final authority.

#### Statement of Faith

##### A. Beliefs on Doctrine

1. Apostle's Creed: I believe in God, the Father almighty, creator of heaven and earth. I believe in Jesus Christ, his only Son, our Lord. He was conceived by the power of the Holy Spirit and born of the virgin Mary. He suffered under Pontius Pilate, was crucified, died, and was buried. He descended to the dead. On the third day he rose again. He ascended into heaven, and is seated at the right hand of the Father. He will come again to judge the living and the dead. I believe in the Holy Spirit, the

holy catholic Church, the communion of the saints, the forgiveness of sins, the resurrection of the body, and the life everlasting. Amen.

2. Nicene Creed: We believe in one God, the Father, the Almighty, Maker of heaven and earth, of all that is seen and unseen. We believe in one Lord Jesus Christ, the only Son of God, eternally begotten of the Father; God from God, Light from Light, true God from true God; begotten not made, one in being with the Father. Through Him all things were made. For us men and for our salvation He came down from heaven. By the power of the Holy Spirit He was born of the Virgin Mary and became man. For our sake He was crucified under Pontius Pilate. He suffered, died, and was buried. On the third day He rose again, in fulfillment of the Scriptures. He ascended into heaven and is seated at the right hand of the Father. He will come again in glory to judge the living and the dead, and His kingdom will have no end. We believe in the Holy Spirit, the Lord, the Giver of life, who proceeds from the Father and the Son. With the Father and the Son He is worshipped and glorified. He has spoken through the prophets. We believe in one, holy, catholic, and apostolic Church. We acknowledge one baptism for the forgiveness of sins. We look for the resurrection of the dead and the life of the world to come. Amen.

## B. Additional Religious Beliefs

### 1. Marriage and Sexuality

- a) We believe that the term "marriage" has only one legitimate meaning, and that is marriage sanctioned by God, which joins one man and one woman in a single, covenantal union as delineated by Scripture. Marriage ceremonies performed in any facility or space owned, leased, or rented by this church will be only those ceremonies sanctioned by God, joining one man with one woman as their genders were determined by anatomy at birth (and not subject to change). Whenever there is a conflict between the church's position and any new legal standard for marriage, the church's statement of faith, doctrines, and biblical positions will govern. (Gen. 2:24; Eph. 5:22-23; Mark 10:6-9; I Cor. 7:1-9)
- b) We believe that God has commanded that no intimate sexual activity be engaged in outside of marriage as defined in (a) above. We believe that any other type of sexual activity, identity, or expression that lies outside of this definition of marriage, including those that are becoming more accepted in the culture and the courts, are contradictory to God's natural design and purpose for sexual activity. (Gen. 2:24; Gen. 19:5; Lev. 18:1-30; Rom. 1: 26-29; 1 Cor. 5:1; 6:9-10; 1 Thess. 4:1-8; Heb. 13:4)
- c) We believe that God creates each person as male or female. These two distinct, unchangeable genders together reflect the image and nature of God, and the rejection of one's biological gender is a rejection of the image of God within that person. (Genesis 1:26-27)

### 2. Sanctity of Life

- a) Abortion: We believe that human life begins at conception and that the unborn child is a living human being created in the image of God and must be valued and protected, (Job 3:16; Ps. 51:5; 139:13-16; Isa. 44:24; 49:1, 5; Jer. 1:5; 20:15-18; Luke 1:36, 44)
- b) Euthanasia: We believe that an intentional act or omission that facilitates premature death, is assuming a decision that is to be reserved for God. We do not believe that discontinuing medical procedures that are extraordinary or disproportionate to the expected outcome is euthanasia. (Ex. 20:13; 23:7; Matt. 5:21; Acts 17:28)

3. Love. We believe that we should demonstrate love for others, not only toward fellow believers, but also toward those who are not believers, those who oppose us, and

those who engage in sinful actions. We are to deal graciously, humbly, gently, and patiently with those who oppose us. God forbids the stirring up of strife, the taking of revenge, or the threat or use of violence as a means of resolving personal conflict or obtaining personal justice. Although God commands us to abhor sinful actions, we are to love and pray for any person who engages in such actions. (Lev. 19:18; Matt. 5:44-48; Luke 6:31; John 13:34-35; Rom. 12:9-10; 17-21; 13:8-10; Phil. 2:2-4; 2 Tim. 2:24-26; Titus 3:2; 1 Peter 3:8-9; 1 John 3:17-18)

4. Protection of Children. We believe that children are a blessing from the Lord and must be absolutely protected within the church from any form of abuse or molestation. The church has zero tolerance for any person, whether paid staff, volunteer, member, or visitor, who abuses or molests a child. (Ps. 127:3-5; Matt. 18:6, 19:14; Mark 10:14)

### **ARTICLE 3 MEMBERSHIP**

Qualifications For Membership. Members of the church are those members who were previously members of St. Paul's United Methodist Church. Those seeking new membership must:

- A. Through their actions, words, lifestyle, and affiliations, evidence a genuine experience of regeneration through faith in and acceptance of the Lord Jesus Christ as personal Savior.
- B. Attend a pre-membership class led by a member of the pastoral staff or appointee in which they will review the church's statement of faith, bylaws, general practices and policies, and expectations of members.
- C. Be interviewed by the pastor, pastoral staff and/or Church Executive Committee to ensure they fully subscribe to the statement of faith contained herein and agree to submit to the authority of the church and its leaders.
- D. Membership will be granted upon the recommendation of the pastor and a majority vote of the Church Executive Committee and the Congregation, and upon compliance with any one of the following conditions:
  - i. By baptism at this local church;
  - ii. By letter of transfer from another Bible-believing church of like faith and practice, or other written statement of good standing from the prior church if the applicant has been baptized; or
  - iii. By testimony of faith, having been baptized in another Bible-believing church of like faith and practice.

#### Privileges of Membership

Only members of at least sixteen years of age who are physically present at a duly called meeting of the church shall be entitled to vote. There shall be no proxy or absentee voting. The eligible membership of the church may only exercise voting privileges in those areas that are defined and limited by these bylaws. Members may not vote to initiate any church action; rather the vote of a member is to confirm and ratify the direction of the church as determined by the pastor and the Church Executive Committee.

This congregation functions not as a pure democracy, but as a body under the headship of the Lord Jesus Christ and the direction of the pastor as the under-shepherd with the counsel of the Church Executive Committee. Determinations of the internal affairs of this church are ecclesiastical matters and shall be determined exclusively by the church's own rules and procedures. The pastor and Church Executive Committee shall oversee and/or conduct all aspects of this church. The Church Executive Committee shall give counsel and assistance to the pastor as need arises.

Membership in this church does not afford the members with any property, contractual, or civil rights based on principles of democratic government. Although the general public is invited to all of the church's worship services, the church property remains private property. The pastor or individual designated by the Church Executive Committee has the authority to

suspend or revoke the right of any person, including a member, to enter or remain on church property. If after being notified of such a suspension or revocation, the person enters or remains on church property, the person may, in the discretion of the pastor or person designated by the Church Executive Committee, be treated as a trespasser.

- b. A member may inspect the prepared annual financial statement of the church and the minutes of the proceedings of church and committee meetings, provided he/she shall have made a written request upon the church stating the precise records requesting to be viewed and the reason for the request, and the church has received the written request at least 15 business days before the requested inspection date. Requests may be denied if such request is deemed to be frivolous by a majority vote of the Church Executive Committee. Church Executive Committee meeting minutes and discipline committee meetings, as well as other information involving privacy interests such as, but not limited to, donor records, lists of names and addresses of church members, individual benevolence, individual salaries, health information, background checks, and social security numbers, are exempt from this provision and are not subject to inspection without a court order. Members may not copy or take digital images or records of any ministry record without authorization from the pastor or chairman of the Church Executive Committee. Members agree that information obtained from any inspection of records will be kept in the strictest confidence.

#### Automatic Termination of Membership

- c. The membership of any individual member may automatically terminate without notice if:
  - i. The member in question has not attended a regular worship service of the church in the preceding twelve months. This provision may be waived at the discretion of the pastor and the Church Executive Committee upon the showing of good cause.
  - ii. The member adopts opinions—verbally, in print, or in any other manner or medium—that are in direct contravention to the church’s statement of faith. Since agreement with the church’s statement of faith is a requirement for membership in this church, the member’s non-conforming statements will be treated by the pastor and the Church Executive Committee as the member’s resignation.
  - iii. The member unites in membership with another church.
  - iv. The member files a lawsuit in violation of the statement of faith.
  - v. The member dies.
- d. For any memberships terminated in accordance with the above provisions, with the exception of memberships terminated under e above, the church may send a letter informing the prior member of the termination, but this is not required.

**Transfer or Resignation of Membership:** Members not under the disciplinary process of Article 3 section E may request a letter of transfer be sent to another church. A member may resign at any time, but no letter of transfer or written statement of good standing will be issued upon such resignation, except at the discretion of the pastor.

#### Discipline of A Member

- e. When a member becomes aware of an offense of such magnitude that it hinders the spiritual growth and testimony of an individual in the local church or the body as a whole, he or she is to go to the offending party and seek to restore the offender. Before going, the confronter should first examine him or herself and go with a spirit of humility and the goal of restoration.
- f. If reconciliation is not reached, a second member is to accompany the one seeking to resolve the matter in going again to the offending party. This second step should also be preceded by self-examination and exercised in a spirit of humility with the goal of restoration.
- g. If the matter is still unresolved after taking the steps outlined in section E.1 and E.2 above, the two members aware of the offense shall, in keeping with Matthew 18, bring the issue

- before the pastor and the Church Executive Committee, who are representatives of the church body.
- h. If the pastor and Church Executive Committee agree with the member that the offending conduct is of such magnitude that it hinders the spiritual growth and testimony of the member or the body as a whole, they shall attempt to meet with the offending brother or sister. If reconciliation is not reached, the pastor and Church Executive Committee, as representatives of the church body, shall, upon a majority vote of those present at a meeting of the Church Executive Committee, terminate the offending individual's membership without further notice to the him or her. Unless the matter involves an issue of safety or security to the members of the church at large, the specifics of the matter shall not be addressed in a public forum or with the general church membership.
  - i. The pastor and Church Executive Committee shall be entitled to the same steps as other church members and be subject to the same discipline. If the pastor or a Church Executive Committee member is the subject of a disciplinary matter, he or she shall not be permitted to vote on his or her own membership termination.
  - j. For any memberships terminated in accordance with this provision, the pastor may cause a letter to be written informing the prior member of the termination, although he or she is not required to do so.
  - k. The procedures provided in this section are based on Matt. 18:15-20; Rom. 16:17-18; 1 Cor. 5:1-13; 2 Cor. 2:1-11; Gal. 6:1; 1 Thess. 5:14; 2 Thess. 3:6, 10-15; 1 Tim. 5:19-20; and Titus 3:10-11.

**Affiliated Co-Laborer:** Those desiring fellowship, accountability and opportunities for service with this church on a temporary basis but who maintain membership in a like body of believers outside this locality may be granted affiliated co-laborer status with this church. The affiliated co-laborer may be eligible to serve in certain capacities determined by the pastor and Church Executive Committee and may attend member fellowship events. This affiliation does not, however, grant membership or the rights of membership to the individual(s) so affiliated. Affiliated co-laborers shall not be entitled to hold any office, vote in, or have any say in any church matter, and shall not be counted for quorum purposes. A person wishing to become an affiliated co-laborer with this church must make a request to the pastor or his designee who will determine if affiliated co-laborer status should be granted to the individual. If the pastor or his designee so determines, the person may be granted co-laborer status upon a majority vote of the Church Executive Committee.

#### **ARTICLE 4 OFFICERS**

**Designation of Corporate Officers:** Corporate Officers are as designated in the Articles of Incorporation of St. Paul's Church. Corporate Officers elect their own successors as per the Virginia State Corporation Commission.

**Church Officers:** The church officers are the members of the Church Executive Committee, which will include the Lead Pastor, Executive Committee Chair, Executive Committee Vice Chair/Finance Lead, Recording Secretary/HR Lead, Treasurer, and any other officers the church deems necessary. The church shall have nine Church Executive Committee voting members. The Visitation Pastor and the Treasurer shall serve as non-voting members of the Executive Committee.

**Eligibility For Church Officers**

- l. The church shall not install or retain an officer who fails to adhere to or expresses disagreement with the statement of faith set forth in Article 2. All church officers, upon request of the pastor, shall affirm in writing their agreement with the statement of faith.
- m. All church officers must be approved initially and thereafter annually by the Church Executive Committee Chair and pastor to commence or continue in their offices.

- n. Members of the same household (spouse, parent, sibling) will not be eligible as an officer while another family member is serving as an officer.
- o. Only church members are eligible for election or appointment to any church office or position. Affiliated co-laborers with this church are not eligible for such election or appointment. Employees of St. Paul's Church are not eligible for election or appointment as well. The Visitation Pastor and Treasurer serve as non-voting members of the Executive Committee while employed.

Election of Church Officers: The annual election of officers, other than the senior and other pastors, by the church membership shall occur during the month of November at the annual church business meeting. Officers of the church must be elected by a majority of the eligible membership present at a regular or special church business meeting. The Church Executive Committee in consultation with the pastor, from time to time as he deems appropriate, may appoint other church officers, subject to a confirmation vote by a majority of the eligible church membership, present and voting at any regular or special church business meeting. Members may submit to the pastor and the Church Executive Committee nominations for corporate officers. The Nominating Committee with the pastor shall serve to provide a slate of nominations for all general elections of officers.

#### Terms of Service for Officers

- p. The relationship between the senior pastor and the church shall be permanent unless dissolved at the option of either party by the giving of ninety days' notice, or less by mutual consent. The severance of the relationship between the pastor and the church may be considered at any regular or special church business meeting by following the procedures outlined in Article 6, provided notice of the meeting is given from the pulpit to the church two Sundays prior to the meeting. A majority of the eligible members present and voting shall be required to remove the pastor from office. Disciplinary removal of the pastor from office automatically terminates his membership. Contractual items in a senior pastor's employment agreement that differs from the previous context will supersede the previous context.
- q. Any other Church Executive Committee member may be removed from office before his term expires for any reason stated or unstated upon motion by any Church Executive Committee member and an affirmative majority vote of the other Church Executive Committee members at a duly called meeting of the Church Executive Committee. No congregational vote is necessary for Church Executive Committee member removal. This process is intended to protect the personal or private information of any Church Executive Committee member being removed from office.
- r. The term of service for all offices and positions in the church, except the pastor and other staff members, shall be one year, at the expiration of which the officers may be re-elected or re-appointed.
- s. A vacancy occurring in any office or on the Church Executive Committee, except in the case of the pastor, may be filled at any regular church business meeting by a majority vote of eligible members present.
- t. All elected and appointed officers shall serve in their respective offices until their successors are duly elected or appointed, unless removed for disciplinary reasons.

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

- u. The Church Executive Committee shall select a pulpit committee to consist of all Church Executive Committee members and up to five other members elected by a majority vote of the Church Executive Committee. The pulpit committee shall interview potential candidates and will only consider those who completely subscribe to the statement of faith and who

- have read these bylaws. The Pulpit Committee will utilize all resources available, including immediate consultation with the Headquarters of the Congregational Methodist Church.
- v. The interview process for selecting a pastoral candidate shall include, at a minimum, the following: a background check, a credit check, a reference check, and the filling out of a detailed application that explains the potential candidate's philosophy of ministry as well as the candidate's positions on issues of doctrinal significance.
  - w. Upon a majority vote of the pulpit committee, the pulpit committee will formally announce the candidate to the church, after which the candidate must preach at least one regularly scheduled church service and be available for a church-wide question/answer time prior to being voted upon by the church membership.
  - x. Notice from the pulpit must be given 2 consecutive Sundays prior to a formal candidate's preaching service(s), and 2 consecutive Sundays prior to the church membership vote.
  - y. The candidate must be elected as pastor by a majority vote of members present and qualified to vote. This vote shall be taken by written, secret ballot at a meeting at which the candidate is not present. The pulpit committee will only present for consideration to the membership one candidate at a time, and an up or down vote must be cast prior to consideration of other potential candidates.

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

### **The Pastor**

- z. The pastor shall preach the Gospel regularly and shall be at liberty to preach the whole counsel of the Word of God. He or she shall administer the ordinances of the church; act as moderator, or appoint a moderator, at all church meetings for the transaction of church matters; supervise the teaching ministries of the church; and watch over the spiritual interests of the membership. In all conflicts regarding interpretation of Scripture, the pastor has the final authority. He shall administer the Sacraments of Holy Communion and Baptism and regularly affirm the importance of these to the membership. He shall perform and officiate the acts of funeral, memorial services and marriage while providing pastoral care.
- aa. The pastor and Church Executive Committee, on behalf of the church, shall establish committees and appoint the members of the various committees at the annual church business meeting or, in the case of a vacancy or newly created committee, at any duly called special meeting. The pastor shall inform all newly elected officers of the functions and responsibilities of their respective offices. He or she shall extend the right hand of fellowship to all new members on behalf of the church and shall perform such other duties as generally appertain to the position of pastor. He or she shall be free to choose the means and methods by which he or she exercises the ministry God has given him.
- bb. All appointments for public worship and Bible study and the arrangements thereof, including time and place, and the use of the property belonging to the church for any other purposes, are under the control of the pastor, who, with the advice and counsel of the Church Executive Committee, shall be able to determine the appropriateness of all property use, as well as persons permitted to use the church property.
- cc. The pastor shall be responsible to fill the pulpit for each regularly scheduled church service as well as any special services. In the event of his absence, the Church Executive Committee shall be responsible to invite qualified speakers from within the membership or outside the church to preach in a manner consistent with the beliefs articulated in the statement of faith.
- dd. The pastor and the Church Executive Committee shall be responsible to establish mandatory safety and security procedures for all ministries and programs. There will be a zero-tolerance policy with regard to abuse of minors, and any reasonable suspicions of child abuse alleged to be perpetrated by staff, volunteers, members or non-members will be reported to the appropriate law enforcement or child abuse prevention authorities. The

pastor or his designee will be responsible to provide yearly child abuse prevention training for all staff and volunteers.

#### The Church Executive Committee

- ee. The Church Executive Committee shall assist the pastor in promoting the spiritual welfare of the church, in conducting the church services, and in performing all other work of the church. The Church Executive Committee is responsible for making preparations to observe church ordinances and shall consider applications for church membership and affiliated collaborators. The Church Executive Committee shall consider benevolence needs, disburse the benevolence fund in cooperation with the pastor, and assist the pastor in all other evangelistic efforts of the church. The Church Executive Committee shall assist the pastor in caring for the administrative needs of the church's various ministries. They shall provide the pulpit supply and choose a moderator for church meetings if the pastor is unavailable or the office of pastor is vacant. Upon the death, resignation, or dismissal of the pastor, the Church Executive Committee may appoint a pulpit committee.
- ff. The Church Executive Committee shall include a Chairperson, a Vice Chairperson, and Recording Secretary. The Vice Chairperson will be the Finance Lead. The Recording Secretary will be the Human Resources Lead.
- gg. Corporate Officers are as designated in the Articles of Incorporation of St. Paul's Church. Corporate Officers elect their own successors as per the Virginia State Corporation Commission. In addition to the various powers specifically granted the Corporate Board of Directors under these bylaws, the Corporate Board of Directors has authority to exercise the following powers, upon authorization by a majority vote of the eligible members at a duly called business meeting:
  - i. To purchase, lease, or otherwise acquire real and personal property on behalf of the church, and to take real and personal property by will, gift, or bequest on behalf of the church.
  - ii. To sell, lease, or otherwise dispose of, and to mortgage, pledge, or otherwise encumber the real and personal property of the church; to borrow money for the purpose and use of the church; to cause to be executed, issued, and delivered for the indebtedness, in the name of the church, promissory notes, bonds, debentures, or other evidence of indebtedness; and to secure repayment by deeds of trust, mortgages, or pledges.
  - iii. To exercise all powers necessary for the dissolution of the church corporation.
  - iv. To maintain the duties of loyalty to the church, confidentiality of church information, and fiduciary care regarding church finances, and a spiritual duty to pray for and support the church with their time, talents, and treasures.
- hh. All powers of the Church Board of Directors (whether deacons or other appointed group) shall be compatible with the laws of the State of Virginia.
- ii. The Church Executive Committee shall, in conjunction with the pastor, conduct an annual ministry liability and safety review of the following policies and/or topics: child protection, including but not limited to worker screening procedures, child abuse reporting procedures, and worker training on child abuse prevention; building safety; security measures; insurance; financial accountability; transportation; sexual harassment; policies listed in IRS Form 990, including a whistleblower policy, a document retention and destruction policy, and a church financial investment policy (if applicable).
- jj. Each Church Executive Committee member shall review the bylaws annually and shall bring suggested changes to a meeting of the Church Executive Committee that has been designated for the purpose of reviewing the bylaws. Changes to the Bylaws of St. Paul's shall undergo review and approval by the Corporate Board of Directors.



Secretary: The church secretary, along with any assistant or co-officer or church clerk, shall:

- kk. Certify and keep at the office of the church the original bylaws or a copy, including all amendments or alterations to the bylaws; minutes of meetings; the membership roll, baptisms, and records of any special events which are of historical interest to the church; and shall deliver such documents to his or her successor upon leaving office.
- ll. Maintain, file and preserve minutes of all church business and Church Executive Committee meetings, including the time and place of holding, the notice given, the names of those present unless a church-wide meeting, and an accurate record of all church business approved at each meeting. A copy of these minutes shall be kept as a permanent record of the church and shall be made available at all reasonable times to proper person on terms provided by law and pursuant to these bylaws.
- mm. See that all notices are duly given in accordance with the provisions of these bylaws. In case of the absence or disability of the secretary, or his or her refusal or neglect to act, notice may be given and served by the pastor or by the chairman of the Church Executive Committee.

Corporate Secretary: Sign, certify, or attest documents as may be required by law; and ensure reports, statements, certificates, and all other documents and records required by law are properly kept and filed.

Treasurer: The church treasurer, along with any assistant or co-officer, shall:

- nn. Count, or cause to be counted, along with two other unrelated persons (tellers) so appointed, and record in a permanent record all monies received as church offerings. This shall be done within five business days of each church service or special service.
- oo. Convey in a timely manner all funds received to the person designated by the Church Executive Committee for verification and deposit in the bank, including money received from outside sources.
- pp. Maintain a permanent weekly record of individual giving for all donations, offerings, contributions and gifts, and guard the confidentiality of these records. Issue an official receipt to each contributor at the end of the fiscal year.
- qq. Keep in the church office an accurate and permanent record of all financial transactions of church funds; make reports of itemized disbursements and the financial condition of the church as requested by the pastor and the Church Executive Committee, and for annual, quarterly or otherwise special or regular business meetings; and deliver such records to his or her successor upon leaving office.
- rr. Serve as treasurer of the corporation and be a member in good standing.

Trustees: A Board of Trustees will serve under the authority of the Corporate Board of Directors and oversee all real estate needs including legal issues, construction, repairs, and general upkeep. The Board Vice Chair will serve as the Chairman of the Trustees.

#### Duties Of All Officers

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

**ARTICLE 6**  
**CHURCH BUSINESS MEETINGS AND MEETINGS OF THE CHURCH EXECUTIVE COMMITTEE**

**Annual Church Business Meeting**

- uu. The annual church business meeting, for the election of officers and the transaction of other business, shall be held on the second Monday in November. A quorum shall consist of the eligible members present. Public notice of the meeting shall be given from the pulpit for two successive Sundays immediately preceding the meeting.
- vv. The Senior Pastor shall serve as moderator of church business meetings. In the event of a conflict of interest, the Church Executive Committee Chairman may substitute a moderator.
- ww. 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.
- xx. For any meeting under this article, the moderator, in his sole discretion, shall have full and unilateral authority to require nonmembers (or children, if circumstances so warrant) to leave the meeting room and to order the immediate removal of any member or other person present who is deemed by the moderator to be disruptive to the proceedings by act or presence. If the moderator determines that compliance with his order of removal is unsatisfactory, he may, in his sole discretion, revoke the disruptive person's right to remain on the premises and treat the person as a trespasser.
- yy. Church business meetings, including the annual church business meeting and special meetings, may be held by electronic video means for the transaction of any business normally conducted during in-person church business meetings. A quorum shall be those eligible voting members attending the virtual meeting, and voting shall be conducted by any means deemed acceptable by the Church Executive Committee. Notice of business meetings and other notice required by these bylaws shall be provided by email, the church website, social media site, text message, and/or other methods deemed by the Church Executive Committee to be most likely to reach church members at least 2 weeks before the meeting. Such notice satisfies "notice from the pulpit" when that method of notice is otherwise required by these bylaws. Attendance at the meeting without protest shall be deemed waiver of notice.
- zz. The fiscal year of the church shall begin January 1 and end December 31.

**Church Special Business Meetings:** The pastor or the Church Executive Committee may call a special church business meeting by giving notice from the pulpit to the church of such a meeting and the purpose for which it is called at least one Sunday and not less than one week prior to said meeting. A meeting for the calling of a pastor or for the discipline or removal of the pastor shall be called in accordance with the provision of Article 4 Section F.

**Voting:** Voting at any church business meeting is limited to eligible members in good standing with the church who are physically present at the meeting; an exception to this in-person vote requirement exists if the church is meeting electronically as permitted by Article 6, Section A.5 of these bylaws. Absentee voting is not permitted, and any member who is undergoing church discipline at the time of a vote is not permitted to vote. A majority vote of those eligible members attending the meeting, whether in person or electronically, will constitute the requisite number of votes for passage of amendments and motions, whether by the Church Executive Committee voting at a Church Executive Committee meeting or by the members voting in a church business meeting. The pastor is a voting member of the Executive Committee.

**Motions:** Members who desire that a certain motion be made or subject matter be discussed during an annual, regular, or special business meeting must file a written recommendation with the pastor and Church Executive Committee two weeks prior to the meeting, who will then consider the proposal

and proceed according to their conscience and what they understand to be in the best interests of the church. All other motions will be presented by the pastor and/or chairman of the Church Executive Committee (or other moderator if the office of pastor is vacant) unless the pastor and/or the Church Executive Committee has delegated authority to another member and/or officer to raise certain motions. No motions will be made from the floor.

#### Meetings of the Church Executive Committee

- aaa. Regular Meetings. Regular meetings of the Church Executive Committee shall be held at such time and place as the Church Executive Committee determines.
- bbb. Special Meetings. The pastor or any two Church Executive Committee members may call a special meeting of the Church Executive Committee at any time, and nothing contained in this article shall be construed as limiting, fixing, or affecting the time or date when a meeting called by action of the Church Executive Committee may be held.
- ccc. Notice of Meetings
  - i. Requirement of Notice: Notice shall not be required for regularly scheduled meetings of the Church Executive Committee unless there has been a change to the time, date, or location of such regularly scheduled meetings, in which case notice shall be given in accordance with this section of the bylaws. Notice shall be provided in accordance with the provisions of this section for all special meetings of the Church Executive Committee.
  - ii. Method of Notice: Notice shall be sent to each Church Executive Committee member for special meetings by means of the secretary's chosen method of communication, whether by postal mail, phone, or email at each Church Executive Committee member's address or phone number as it appears in the records of the church or as supplied by the Church Executive Committee member to the secretary for the purpose of notice. Notice shall be given by or at the direction of the chairman or the pastor. In the event the pastor or chairman refuses to give notice, any Church Executive Committee member may give notice of any meeting. The secretary is responsible to verify that notice is provided.
  - iii. Content of Notice: Notice of any special meeting shall state the time, place, and purpose of the meeting.
- ddd. Time of Notice: Notice of any special meeting shall be delivered by the person charged with giving notice, not less than two days before the date of the meeting.
- eee. Waiver of Notice: A Church Executive Committee member may waive notice of a meeting of the Church Executive Committee by written statement, and attendance by the Church Executive Committee member at the meeting without protest shall be deemed waiver of notice.
- fff. Quorum. A quorum for meetings shall consist of a majority of the Church Executive Committee. If a quorum is not attained, then those present shall adjourn the meeting to a new date properly noticed to all Church Executive Committee members for not more than ten days thereafter, at that later-noticed meeting a quorum shall consist of those Church Executive Committee members then present.
- ggg. Roles. At every meeting of the Church Executive Committee, the chairman, or in his/her absence, the officer designated by the chairman or in the absence of a designation, the person (who shall be one of the officers, if any is present) chosen by a majority of the Church Executive Committee members present, shall act as chairman and/or moderator, and shall conduct the meeting in an orderly manner as determined by the chairman. The recording secretary of the Church Executive Committee shall act as secretary of all meetings and shall take accurate minutes of Church Executive Committee meetings and promptly deliver such minutes to the church secretary. In the absence of the Church Executive Committee secretary, the chairman may appoint another person to act as Church Executive Committee secretary of the meeting.

hhh. Participation in Meetings. Any one or more Church Executive Committee member may participate in a meeting of the Church Executive Committee by means of a conference telephone, web-based conference, or similar communications equipment or device, by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting for purposes of determining if a quorum is present.

## **ARTICLE 7 EDUCATIONAL MINISTRIES**

**Purpose:** The church believes that the home and church are responsible before God for providing a Christian education. To help fulfill this responsibility of imparting biblical truth and furthering the Great Commission, this church shall establish and maintain an educational program (either a Sunday School and/or a weekday educational program) for the purposes of winning souls to Christ and teaching Bible doctrine, godly worship, and biblical Christian living. To this end, the church shall engage in educational ministries.

**Church Participation:** All educational programs or courses of instruction formulated and offered by the church shall be primarily for the benefit of the members of the church; however, the pastor and Church Executive Committee, on behalf of the church, may permit non-church members to participate in church educational programs or courses of instruction if they deem it in the best interests of the church.

**Agreement with Statement of Faith:** All educational programs or courses of instruction shall be conducted as an integral and inseparable ministry of the church and shall be taught and presented in full agreement with the statement of faith of the church and the inerrant Word of God. The church shall not hire, appoint, or retain any employee or volunteer for its educational programs who fails to adhere to or who expresses disagreement with the statement of faith or who adopts or lives a lifestyle inconsistent with the beliefs and practices of the statement of the faith, whether in or out of the classroom.

## **ARTICLE 8 COMMITTEES**

**Committees:** The pastor and Church Executive Committee, on behalf of the church, may designate or form any committees and may appoint members and/or chairpersons of said committees as considered by the pastor and Church Executive Committee to be in the best interests of the church. These committees may be standing or temporary (special) committees.

**Actions of Committees:** Committees have no authority to act on behalf of the corporation. Their primary function is to research and recommend. Committees shall make available upon request all records and materials to the pastor and Church Executive Committee, who shall have the right to overrule any plans or decisions made by the committee. Each committee shall have a secretary who keeps and timely submit minutes of each meeting to the pastor and church secretary to be filed with church records. If deemed appropriate by the pastor and Church Executive Committee, the committee secretary, in conjunction with the chairman, will submit an annual report to the church of the decisions and plans of the committee.

**ARTICLE 9  
DESIGNATED CONTRIBUTIONS**

The church, in the exercise of its religious, educational, and charitable purposes, may establish various funds to accomplish specific goals. If the church receives a designated contribution for these funds or for any other designated purpose, the church will attempt to honor the designation; however, all designated contributions shall be deemed advisory rather than legally mandatory in nature and shall remain subject to the exclusive control and discretion of the pastor and the Church Executive Committee. No fiduciary obligation shall be created by any designated contribution made to the church other than to use the contribution for the general furtherance of any of the purposes stated in Article 1.

**ARTICLE 10  
CONFLICT OF INTEREST POLICY**

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

**Definitions**

- iii. Interested Person: Any director, officer, or member of a committee with governing Church Executive Committee-delegated powers who has a direct or indirect financial interest.
- jjj. Financial interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - i. An ownership or investment interest in any entity with which the church has a transaction or arrangement;
  - ii. A compensation arrangement with the church or with any individual or entity with which the church has a transaction or arrangement; or
  - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the church is negotiating a transaction or arrangement.
  - iv. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Church Executive Committee of directors decides that a conflict of interest exists.
- kkk. Compensation: Direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- lll. Church Executive Committee: The pastor and Church Executive Committee will establish procedures for determining a possible conflict of interest.

**Procedures**

- mmm. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Church Executive Committee and, if applicable, members of committees with governing Church Executive Committee-delegated powers considering the proposed transaction or arrangement.
- nnn. Determining whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, including any presentations by and discussion with the interested person, he or she shall leave the Church Executive Committee or committee meeting while the determination of a conflict of interest involving the transaction or arrangement is discussed and voted upon. The remaining Church Executive Committee or committee members (as applicable) shall decide, by a majority vote, if a conflict of interest exists.
- ooo. Procedures for Addressing the Conflict of Interest

- i. The chairman of the Church Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - ii. After exercising due diligence, the Church Executive Committee or committee shall determine whether the church can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - iii. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Church Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interests of the church, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- ppp. Violations of the Conflict-of-Interest Policy
  - i. If the Church Executive Committee or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Church Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- qqq. Records of Proceedings
  - i. The minutes of the Church Executive Committee shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Church Executive Committee or committee's decision as to whether a conflict of interest in fact existed.
  - ii. The minutes of the Church Executive Committee also shall contain the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
- rrr. Compensation
  - i. A voting member of the Church Executive Committee or any committee who receives compensation, directly or indirectly, from the church for services rendered may not vote on matters pertaining to that member's compensation.
  - ii. A voting member of the Church Executive Committee or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the church, either individually or collectively, are not prohibited from providing information to any committee regarding compensation.
- sss. Annual Statements: Each director, officer, and member of a committee with governing Church Executive Committee-delegated powers shall annually sign a statement which affirms such person has received a copy of the conflict of interest policy; has read and understands the policy; has agreed to comply with the policy; and understands the organization is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
- ttt. Periodic Reviews: To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- i. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
  - ii. Whether partnerships, joint ventures, and arrangements with management organizations conform to the church's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.
- uuu. Use of Outside Experts: When conducting the periodic reviews as provided for above, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Church Executive Committee of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE 11 BINDING CHRISTIAN ARBITRATION**

**Submission To Arbitration:** Members of the church must agree to submit to binding Christian arbitration any legal matters within the church that 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.

**Arbitration Procedures:** The procedures for arbitration shall be as adopted by the Church Executive Committee. This arbitration provision is ecclesiastical and faith-based in nature and is intended to operate under the rules and guidelines of this local church. It is not intended to operate under any state or federal guidelines for arbitration.

## **ARTICLE 12 TAX-EXEMPTION PROVISIONS**

**Private Inurement:** No part of the net earnings of the church shall inure to the benefit of or be distributable to its members, trustees, 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 purposes set forth in Article I hereof.

**Political involvement:** No substantial part of the activities of the church shall be the carrying on of propaganda or otherwise attempting to influence legislation. To the extent prohibited by law, 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.

**Dissolution:** Upon the dissolution of the church, no part of the organization's earnings or assets may inure to the benefit of any of its members; and the Church Executive Committee shall, after paying or making provision for payment of all the liabilities of the church, dispose of all assets of the church to such organization or organizations formed and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as the Church Executive Committee shall determine. Assets may be distributed only to tax-exempt organizations that agree with the church's statement of faith.

**Nondiscrimination Policy:** The church shall not discriminate against members, applicants for membership, students, or others on the basis of race, color, nationality, or ethnic origin; however, as a religious institution it reserves the right to deny or terminate employment or to deny or terminate any other status of persons whose lifestyle, words, actions or otherwise do not align with the church's statement of faith, standard of conduct or other policies of the church. This policy statement

is not intended to waive the ministerial exception or any other exception or exemption to federal, state, or local antidiscrimination laws or regulations.

Limitation of Activities: Notwithstanding any other provision of these bylaws, the church shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes stated in Article I.

### ARTICLE 13 AMENDMENTS

These bylaws may be revised or amended by a majority vote of the eligible members present and voting at any regular church business meeting, provided that said revision or amendment is announced from the pulpit for at least two consecutive Sundays, and at least 10 days before the vote is taken. Proposed amendments or changes must be made available to voting members for review at least one week prior to the meeting at which the vote to amend the bylaws will be taken. Amendments become effective immediately upon a majority vote approving the same.

*These initial bylaws were adopted by a unanimous vote of the Corporate Board of Directors as the acting legal authority of St. Paul's in compliance with the State Corporation Commission. St. Paul's By-Laws do apply to all areas of ministry (current and future), including Little People's Pre-School.*

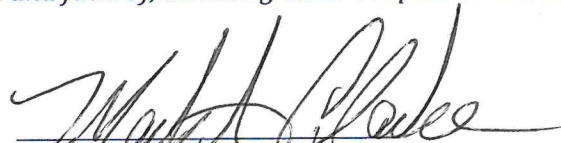
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Mark A. Clarke, Chairman

  
Bo Flint, Vice Chairman

  
Cindy Lowe, Registered Agent

  
Rusty Bishop, Director

  
Michael Francis, Director