



**THE REVISED BYLAWS  
OF THE  
ALFRED STREET BAPTIST CHURCH  
ALEXANDRIA, VIRGINIA**

Proposed for adoption by the membership of Alfred Street Baptist Church by the Constitution and Bylaws Committee at a called Church meeting on October 18, 2017, to become effective \_\_\_\_\_, 20\_\_\_\_.

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104 **ALFRED STREET BAPTIST CHURCH**

105  
106 **BYLAWS**

107 **ARTICLE I. Church Membership**

108 **Section 1. Reception of Members**

109 Any person who professes faith in the LORD JESUS CHRIST and accepts the views of faith and  
110 practices of Alfred Street Baptist Church (hereinafter, also referred to as the “Church”) may,  
111 upon having attended and completed the new members’ class and acknowledge the church  
112 covenant, be received into its membership by the Right Hand of Fellowship. Believer’s baptism  
113 and receipt of the Right Hand of Fellowship are required for membership unless otherwise  
114 approved by the Pastor in consultation with the Deacons.

115 Those individuals who provide a letter of transfer from another Christian church evidencing their  
116 Christian Experience and believer’s baptism may be received into membership in this Church  
117 upon attendance and completion of the new members’ class, acknowledging the church  
118 covenant, and acceptance of the Right Hand of Fellowship.

119 All previous members of Alfred Street Baptist Church by acknowledging to follow the Articles,  
120 Constitution, and Bylaws of the Church shall become members. No member of this Church, nor  
121 any officer, nor any member of the Church Council shall by virtue of such membership, office,  
122 or position, incur or be subject to personal liability to any extent for any indebtedness,  
123 obligations, acts, or omissions of this incorporated Church.

## Section 2. Classes of Membership

There shall be three classes of membership recognized by the Church:

A. Active Members: All those individuals who meet the above qualifications for membership and who regularly attend, contribute, and participate in the Church shall be considered Active Members (also referred to in these Bylaws as “Church Members”). Church Members in good standing shall have full voting privileges and may be eligible for leadership positions within the Church. Church Members unable to regularly participate due to work assignments (including military service), medical condition, or educational pursuits shall be considered Church Members while one of the above exceptions exists. Church members “in good standing” are those members who are not under church discipline, or who have been designated as inactive, as defined below.

B. Inactive Members: Those Church Members who evidence lack of interest in the Church through inadequate attendance, participation, or contribution for the previous twelve (12) months may be designated an Inactive Member. Inactive Members shall have no voting privileges and shall be ineligible for lay leadership positions. In accordance with the Inactive Member’s Policy, the Pastor, his/her designee, and/or the Deacons shall attempt to contact each Inactive Member and seek to restore them to active fellowship. After an additional 90 days, if no interest in restoration is shown, the individual may be removed from the membership rolls by the Pastor and the Deacons. An Inactive Member may be restored to Active Membership by approval of the Pastor and the Deacons in accordance with the Membership Restoration Policy.

C. Watchcare: An individual who desires fellowship with the Church but does not want to relinquish his/her membership in his/her former church may be received under

Watchcare. Watchcare members shall enjoy the same privileges and responsibilities as Church Members except that they shall not be able to vote on matters brought before the Church Members or hold a lay leadership position within the Church. Upon relinquishing membership in their former church and meeting the qualifications for membership, Watchcare members may become active Church Members with full privileges.

The Deacons shall have the authority to review and update the membership rolls at least annually. The Deacons, in consultation with the Pastor, may recommend additional classes of Membership for approval by majority vote of the Church Members at a duly called business meeting.

### **Section 3. Privileges of Active Membership**

Membership privileges include attending Church meetings, voting on matters presented to the Church Members at these meetings, and eligibility to hold office. All Church Members, without respect to age, shall have an equal opportunity to express opinions on business matters. Every Church Member, age 18 or older and not under church discipline, may act and vote in the business of this Church (voting by proxy is prohibited). Voting privileges and percentages of those Church Members present and voting at a duly called business meeting are as follows:

A. Calling or removing of the Pastor – 3/4 vote;

B. Ordination of Ministers – majority vote;

C. Election of Committee Members, Committee Chairpersons, and the Vice Chairperson of the Governance and Legal Committee – majority vote;

D. Election of At-Large Council Members – majority vote;

E. Election of Deacons – majority vote;



- F. Creation and Dissolution of Standing Committees – majority vote;
- G. Election of the Church Clerk and Assistant Clerks – majority vote;
- H. Election of Church Historian and Assistant Church Historians – majority vote;
- I. Election of Financial Secretary and Assistant Financial Secretaries – majority vote;
- J. Approval of a partnership or joint venture or creation of a church LLC or Integrated Auxiliary as outlined in Article XI, Section 10 – majority vote;
- K. Acquisition, sale, and transfer of real property, and any related indebtedness – 2/3 vote;
- L. Merger or Dissolution of the Church – 3/4 vote;
- M. Dissolving of all, or substantially all, of the church assets – 3/4 vote;
- N. Amendment to the Constitution of the Church – 3/4 vote;
- O. Amendment to the Bylaws of the Church – 2/3 vote; and
- P. Any other major event or decision as designated by the Church Council – majority vote unless otherwise provided.

#### **Section 4. Termination of Membership**

Termination of membership may be as follows:

- A. By letter of transfer to another Baptist church by a member in good standing;
- B. By written request to terminate membership;
- C. By Deacon decision to remove member due to inactivity as outlined above;
- D. By death of the member; or
- E. By termination through church discipline as outlined below.

#### **Section 5. Church Discipline**

It shall be the practice of this Church to pursue every reasonable measure for peace and reconciliation. Should one member transgress against another member or the Church, the

aggrieved members shall follow in a tender spirit the rules given by our Lord and Savior in *Matthew 18:15-17*; *1 Corinthians 5:9-13*; and *1 Thessalonians 5:12-14*. If they transgress against the Body either in sinful, moral failure or biblical heresy, the Pastor, the Deacons, the Church Council, and mature members are available for spiritual counsel and guidance.

The Church shall look to the Pastor and Deacons for the effective functioning and discipline of its members. Only after good faith efforts by the Pastor and Deacons to bring about peace and reconciliation have proven futile, shall the Pastor and Deacons give notice of the unrepentant transgression, and the time and place to address the charges. Members agree that the Church may deny a member's request to terminate one's membership once discipline procedures have commenced.

#### **Section 6. Restoration**

In accordance with the Membership Restoration Policy, members dismissed by the Pastor and Deacons shall be restored to full membership privileges by the Pastor and Deacons according to the spirit of *2 Corinthians 2:7,8* when their conduct is judged by the Pastor and Deacons to be in accordance with the Statement of Faith and Biblical repentance.

### **ARTICLE II. Church Meetings**

#### **Section 1. Worship**

Worship services shall be held on Sunday and on any other day as determined by the Pastor. The Lord's Supper (Holy Communion) and the Baptism of new believers shall be observed one Sunday each month and at other times as determined by the Pastor.

## **Section 2. Semi-Annual Business Meetings**

Regular business meetings of the Church shall be held at least semi-annually, with the Annual Meeting scheduled for December of each year, and the dates should be stated in the annual church calendar. Notice of the time and place of the meeting, as determined by the Council, shall be given from the pulpit at least two (2) weeks prior to the meeting, and shall be posted using all other appropriate forms of communication in the Church at least four (4) consecutive weeks before the meeting, either of which shall be deemed to be a reasonable method of calling the business meeting. The Church Council and all ministries, committees, and organizations of the Church should give reports as needed during this time. At the Annual Meeting, the Pastor may appoint a parliamentarian and an alternative for the upcoming year.

## **Section 3. Special Called Business Meetings**

Special called business meetings are any meetings not regularly scheduled and called for special purposes. These special meetings may be called by one or more of the following: 1) the Pastor; 2) at least six (6) members of the Church Council; 3) the Chairperson of the Diaconate with concurrence of a majority of the Diaconate; or 4) by written signed request of one-half (1/2) of a quorum (3%) of the Church Members. Notice of the time, place, and purpose of the special meeting shall be given at a) a regular worship service at least two (2) weeks prior to the meeting, and b) be posted using all other appropriate forms of communication in the Church for at least two (2) consecutive weeks before the meeting, either of which shall be deemed to be a reasonable method for calling the business meeting.

## **Section 4. Quorum**

The presence of three (3%) percent of the Church Members at the start of a duly called business meeting shall constitute a quorum for the transaction of business. If quorum is not met at that

meeting, then another meeting shall be called, with proper notice given. At the second duly called meeting on the same matter(s), the requirements for quorum are satisfied by any number of Church Members present.

#### **Section 5. Moderator and Parliamentary Procedure**

The Pastor shall be the Moderator and ordinarily preside over all meetings of the Church. If the Pastor is unable or unwilling to moderate the meeting, then the Council Vice Chairperson (Chair of the Diaconate) shall serve as Moderator to facilitate the meeting. If neither the Pastor nor Vice Chairperson is available or willing to Moderate, the Church Council shall appoint a Moderator *pro tem* to facilitate the meeting. *Robert's Rules of Order, Newly Revised*, shall be the reference at all congregational and other meetings in matters of parliamentary procedures not outlined in these Bylaws.

#### **Section 6. Church Clerks and Assistant Clerks**

The Church Clerk and any Assistant Clerks shall be recommended by the Nominating Committee, with vetting and feedback from the Church Council, and elected by the Church Members at the Annual Business Meeting. The Clerk and all Assistant Clerks are not corporate officers but shall directly report to the Secretary of the Council. The Clerk shall record and preserve the minutes of all Church business meetings. The Clerk through the staff designee shall oversee the maintenance of an up-to-date membership roll and prepare and forward membership letters. The Clerk shall be charged with the duty of giving proper notice to all Church Members of all respective business meetings. The Assistant Clerk or, if there be more than one, the Assistant Clerks, in the order determined by the Council, shall, at the direction of the Clerk or in the absence or disability of the Clerk, perform the duties and exercise the powers of the Church

258 Clerk and shall perform such other duties and shall have such other powers as the Council may  
259 from time to time prescribe.

## 260 **Section 7. Church Historian and Assistant Historians**

261 The Church Historian and any Assistant Historian(s) shall be recommended by the Nominating  
262 Committee, with vetting and feedback from the Council, and elected by the Church Members at  
263 the Annual Business Meeting. They shall be charged with the duty of maintaining a chronology  
264 of the Church's history. Their election shall be for a term of five (5) years but may be reelected  
265 for an additional five (5) year term or until their successor is elected.

## 266 **Section 8. Minutes**

267 Minutes of the regular and special business meetings of the Church shall be taken by the Church  
268 Clerk and kept in the Church records under the custody of designated Church staff.

# 269 **ARTICLE III. Church Council (serving as Board of Directors)**

## 270 **Section 1. General Authorities**

271 The corporate powers of the Church shall be exercised by or under the authority of the Board of  
272 Directors, herein referred to in these Bylaws as the "Church Council" or the "Council." Except  
273 for those matters specifically reserved to the Members of the Church, the authority, business and  
274 property of the Church shall be exercised, conducted, and controlled by the Council for the  
275 purposes of overseeing the legal, business, financial, and administrative affairs of the Church  
276 with consensus agreement. If, in the course of the decision-making processes, the Council cannot  
277 unanimously agree, then the decisions shall be made by majority vote of the Council members  
278 present and voting at that meeting. The Pastor, who shall be recognized as the authority to  
279 oversee the spiritual affairs of the Church, shall be the tie breaking vote if that case ever arises.

## **Section 2. Qualification, Number, Election, and Term**

The Council shall consist of the Pastor, the Chair and Vice Chair of the Deacons, the Chair and Vice Chair of the Governance and Legal Committee, the Chairpersons of the other Standing Committees (see Subsection A below), and not more than four (4) At-Large members elected by majority vote of the Church Members at the annual business meeting. The authorized number of Council members shall be no less than three (3) nor more than fifteen (15), unless otherwise recommended to and approved by the Church Members. No less than fifty (50%) percent of the Council shall be unpaid members of the Church and not related to each other by blood or marriage or to paid staff.

**A. Standing Committees:** The Standing Committees are Finance and Budget, Governance and Legal, Human Resources (“HR”), Property and Facilities, Stewardship, and other such additional Standing Committees as recommended by the Council and approved by the Church Members. The election and terms of Standing Committee Chairpersons are outlined in Article VII of these Bylaws.

**B. At-Large Council Members:** Candidates for At-Large seats shall be recommended to the Nominating Committee for an interview and to determine a desire to serve. The Nominating Committee shall present qualified candidates to the Church Council to fill any vacant positions for vetting and feedback. The Nominating Committee shall then present the qualified candidates for those positions to the Church Members at the Annual Business Meeting for election by majority vote of the Church Members present and voting. The Nominating Committee is encouraged to present no more than three (3) qualified candidates for each vacant position. No candidate shall be nominated without their consent. Upon election, At-Large Council members shall serve for a term of three

(3) years. There shall be three annual classes of At-Large Council members so that approximately one-third (1/3) are up for election every year to maintain continuity and make for smooth transitions within the Council. After serving two consecutive three-year terms (a total of 6 years), At-Large Council members must take at least one year off before being eligible for reelection.

### **Section 3. Specific Duties and Functions of the Church Council**

The Pastor shall serve as Chairperson of the Council. The Council shall appoint a Secretary who, as outlined in this Article, shall take the minutes of the Council meetings and provide notice of such meetings to all Council members. Without prejudice to the general authorities outlined above, and subject to the same limitations, the Council shall have the following duties and authorities:

- A. To establish governing principles, policies and determining practices for the Church including the creation and maintenance of policies and procedure manuals, which shall contain all controlling policies and procedures governing any and all aspects of the Church's affairs, including, but not limited to, committee task descriptions and policies regarding the handling of funds, use of facilities, and employment policies and practices;
- B. To recommend church goals, objectives, and strategic plans;
- C. To evaluate program achievements in terms of church goals, objectives, and strategic plans;
- D. To review and coordinate program plans recommended by church officers, committees, organizations, and staff;
- E. To recommend to the members the use of leadership, calendar time, and other resources according to priorities to avoid conflicts in the use of church facilities;

F. To recommend the borrowing of money and incurring indebtedness on behalf of the Church and cause to be executed and delivered for the Church's purpose and in the Church's name, promissory notes, and other evidence of debt and securities;

G. To oversee the legal, business, financial, and administrative affairs of the Church; and

H. Such other authorities and duties needed for the orderly administration of the Church.

The Council may delegate some of its authorities and duties to the Pastor, other ministers, Deacons, staff members, committees, and others as long as the delegation does not breach its fiduciary duties to the Commonwealth of Virginia and the Church. The Council may also invite staff and chairpersons of other committees and organizations of the Church to be non-voting invitees to Council meeting whenever projects or programs in which their committee or organization may be involved are to be considered.

#### **Section 4. Vacancies**

A vacancy on the Council because of death, resignation, removal, disqualification or any other cause shall be filled by another Church Member appointed by the Pastor for the remainder of the calendar year. The Nominating Committee shall nominate a candidate to be elected by a majority of the Church Members at the Annual Business Meeting for the remainder of that unexpired term.

#### **Section 5. Resignation and Removal**

Any Council member may at any time deliver a written notice of intent to resign to the Pastor, which shall be effective upon acceptance by the Council. Other than the Pastor whose removal is provided below, any Officer or Council member may be removed at any time with or without cause when, upon the affirmative vote of the Pastor and a three-fourths (3/4) majority of the Church Council, not including the Council member(s) at issue, at a duly called meeting, the



Council recommends that such individual should no longer serve as a Council member. The Council's recommendation shall be submitted to the Diaconate for affirmation by majority vote of the Deacons present and voting at the earliest possible duly called meeting. In the event any Council member is so removed, a new Council member may be appointed by the Pastor for the remainder of the calendar year. The Nominating Committee shall nominate a candidate to be elected by a majority vote of the Church Members at the Annual Business Meeting for the remainder of that unexpired term.

#### **Section 6. Transactions with Interested Parties**

A contract or other transaction between the Church and one or more of its Council members, Pastors, Officers, Deacons, or family members thereof (hereinafter "Interested Party"), or between the Church and any other entity, of which one or more of the Church or its Council members, Pastors, Officers, or Deacons are also Interested Parties ("Common Party"), or in which entity is an Interested Party has a financial interest – shall be voidable at the sole election of the Church unless all of the following provisions are satisfied:

- A. The Church entered into the transaction for its own benefit;
- B. The transaction was fair and reasonable as to the Church, or was in furtherance of its exempt purposes at the time the Church entered into the transaction;
- C. Prior to consummating the transaction, or any part thereof, the Council authorized or approved the transaction, in good faith, by a vote of a majority of the Council members then in office, without counting the vote of the interested Council member(s), and with knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and

D. Prior to authorizing or approving the transaction, the Council, in good faith, determined after reasonable investigation and consideration with at least two (2) additional bids from other qualified entities, that either the Church could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Church's tax-exempt purposes.

Common or Interested Council members may not be counted in determining the presence of a quorum at a meeting of the Council (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction and must recuse themselves from any discussion and vote on the issue. The Council shall adopt additional Conflicts of Interest Policy that shall provide for full disclosure of material conflicting interests by Council members, Officers, Deacons, or employees. These policies shall permit the Council to determine whether the contemplated transaction may be authorized as just, fair, and reasonable to the Church. Notwithstanding the above, no loan should be made by the Church to any of its Council members, Officers, Pastors, Deacons, or Church Members.

#### **Section 7. No Compensation**

No salary or compensation shall be paid to any member of the Council in his/her capacity as a Council member and no Council member other than the Pastor may be a paid employee of the church. Moreover, the Council member may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.

#### **Section 8. Place and Time of Regular Meetings**

Regular meeting of the Council may be held monthly but no less than quarterly and at any place and at any time designated by the Council. Unless otherwise designated, Council meetings shall be held on the Church campus.

**Section 9. Special Meetings**

Special meetings of the Council may be called by the Pastor or a majority of the Council members for whatever purpose or purposes at any time. The transactions of any Special Meetings of the Council however called and noticed and wherever held, shall be valid as though at a regular meeting.

**Section 10. Chairperson and Vice Chairperson**

The Pastor shall serve as the Chairperson of the Church Council and shall facilitate the meetings. The Chair of the Diaconate shall serve as the Vice Chairperson of the Church Council who, in the absence of the Chairperson, shall facilitate the Council meetings and such other duties as delegated to him/her thereto by the Council.

**Section 11. Notices**

Notice of the time and place, and in the case of a special meeting, the purpose of every meeting of the Council shall be in writing and shall be duly sent, mailed, or otherwise delivered by the Secretary to each Council member not less than five (5) days before the meeting; providing that no notice of any regularly scheduled or adjourned meeting need be given. Public notice of Council meetings should be provided to the Church Members.

**Section 12. Quorum**

A majority of voting Council members present at the beginning of a meeting shall constitute a quorum for purposes of transacting business at a meeting.

**Section 13. Action without Meeting**

Any action required or permitted to be taken by the Council members may be taken without a meeting, if **all** of the Council members, individually, or collectively, **consent in writing**,

including electronic messaging, to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Council members. Such written consent or consents shall be filed with the minutes of the proceedings of the Council.

#### **Section 14. Manner of Acting**

Except as otherwise provided in these Bylaws, the act of the majority of the Council members present at a meeting at which a quorum is present shall be the act of the Council.

#### **Section 15. Participation by Conference Telephone**

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

#### **Section 16. Advisory Teams**

The Council, by majority vote of all Council members, may appoint two or more persons from among its number, the Church Members, or elsewhere to serve as a special Advisory team, such as the Council may determine is necessary, which shall have such powers and duties as shall from time to time be prescribed by the Council. Except as otherwise provided by law, the Articles of Incorporation, these Bylaws, or by a Resolution of the Council, each Advisory team may not exercise the authority of the Council.

**Section 17. Minutes**

Minutes of the meetings of the Council shall be recorded, taken and retained by the Secretary, who shall have custody thereof and be responsible for circulating copies to the Council members in a timely manner.

**ARTICLE IV. Church Corporate Officers**

**Section 1. General**

The Corporate Officers of the church corporation shall be the Pastor/President, Vice President, Secretary, Treasurer, and such officers that the Church Council may from time to time deem necessary who shall conduct the day to day duties of the Church through its designees.

**Section 2. Appointment and Term**

Except as otherwise stated in these Bylaws, candidates for Officer shall be appointed by a majority vote of the Council members for a three (3) year term. Except for the Pastor/President and Vice President, the Officers may be re-elected without limitation or until their successor is appointed and qualified. Except as stated in these Bylaws, Corporate Officers shall not be Council members.

**Section 3. Pastor/President**

The Pastor/President shall be the chief executive officer of the church corporation and shall oversee the day-to-day operations of the Church. The Pastor shall at all times simultaneously occupy the position of President of the church corporation with all the rights and responsibilities attributed thereto and which the Council sets unless he/she delegates some of these duties to other ministers, deacons, staff, or others. The President and/or the Council shall execute any necessary documents and instruments on behalf of the Church, except where the signing and

459 execution thereof shall be expressly delegated by the Council to some other officer or agent of  
460 the Church.

#### 461 **Section 4. Vice President**

462 The Chairperson of the Diaconate shall serve as the Vice President of the church corporation.

463 The Vice President, in the absence of the President, shall carry out the administrative duties and  
464 responsibilities of the President, along with any other administrative duties and responsibilities  
465 as designated by the Council.

#### 466 **Section 5. Secretary**

467 The Council shall appoint a Secretary from among its members. The Secretary shall record and  
468 preserve the minutes of all business meetings of the Council. The Secretary shall be charged  
469 with the duty of giving proper notice to the Council members of all respective business meetings  
470 and proper oversight to the clerks, assistants, and staff in carrying out its related duties.

#### 471 **Section 6. Treasurer**

472 The Council shall appoint a Treasurer who shall be a member of the Finance and Budget  
473 Committee. The Treasurer shall provide oversight responsibility for all monies collected and  
474 distributed by the Church and shall make financial reports to the Finance and Budget Committee.  
475 The Treasurer, in collaboration with the President or his/her designee, shall ensure that a  
476 financial report is made available for Church Members at the annual business meeting and such  
477 other meetings wherein a financial report is deemed necessary. A copy of the financial records  
478 shall likewise be available to the Church Members on a quarterly basis. Proper records and  
479 books concerning incoming and outgoing funds shall be kept and such records and books shall  
480 be made available for auditing or inspection.

**Section 7. Assistant Treasurer(s)**

An Assistant Treasurer shall be appointed by the Church Council. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers, in the order determined by the Council, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Council may from time to time prescribe, except those of voting on Council matters, if the Treasurer is a Council member, unless the Assistant Treasurer is also a voting member of Council.

**ARTICLE V: The Pastor and Ministerial Staff**

**Section 1. Qualification and Number**

The Church shall have a Senior Pastor (referred to in these Bylaws as the “Pastor”) and one or more Assistant or Associate Ministers as determined necessary by the Pastor in consultation with the Deacons. All pastoral staff shall meet the Scriptural requirements as outlined in *I Tim. 3:1-7* and *Titus 1:5-9* and be an ordained or licensed Baptist minister.

**Section 2. Ministries and Duties**

The Pastor shall have charge of the spiritual welfare of the Church. The Pastor shall preach the gospel, counsel members, direct public worship, administer ordinances, promote the spiritual interests of the Church, and endeavor to organize and develop the strength of the Church for the greatest possible service to GOD. The Pastor shall also serve as an *ex-officio* member of the Council, in which he/she shall serve as the Chair, and all committees and ministries, unless he/she delegates to another pastor, deacon, or staff member. The Pastor shall absent himself/herself from meeting and voting at Council meetings wherein his duties, powers, and compensation are being voted on.

### **Section 3. Calling a Pastor**

If a vacancy in the position of Pastor occurs for whatever reason, a Pulpit Committee shall be created by the Deacons. The Pulpit Committee shall consist of seven (7) members, of which at least three (3) shall be active deacons at the time of their election to the committee. The four (4) non-Deacon members shall be individuals recommended by the Church Members, approved by the Deacons, and elected by the Church Members at a duly called meeting. The committee shall appoint a Chairperson and secretary from among their number and shall proceed with as little delay as possible. The committee shall seek out a suitable Pastor, and its recommendation shall constitute a nomination. The committee shall bring to the Church only one person at a time for their consideration. Afterwards, a special called business meeting shall be held to vote on a particular candidate. His/her election shall take place at a duly called meeting for that purpose, of which at least two (2) weeks' public notice shall be given. Election shall be by secret ballot, an affirmative vote of three-fourths (3/4) of those Church Members present and voting shall constitute a call. The Pulpit Committee shall inform the candidate of the voting results as soon as possible. A Pastor, upon election, shall serve for an indefinite term until the sooner of his/her death, resignation, or removal.

### **Section 4. Compensation**

The Pulpit Committee, in consultation with the Church Council, shall specify a Pastor's initial compensation at the time of his/her calling. The Chair and Vice Chair of the Deacons shall periodically review and recommend any changes to the Pastor's compensation package, in consultation with the HR Committee, to the Council for approval. The Deacons representatives shall review from a spiritual point of view and the Council shall review from an administrative and CEO performance. The Pastor shall recuse himself from any discussions and vote regarding



his/her compensation. The Church shall provide, to the extent possible, an adequate salary and such benefits as requested and approved by the Council in accordance with the Church's annual budget. These benefits may include, but are not limited to, ministerial housing allowance, health insurance, pension, and vacation time.

#### **Section 5. Resignation, Discipline, and Termination**

The Pastor may at any time deliver a written notice of intent to resign to the Church Council, which shall be effective upon acceptance by the Council. If any two (2) Church Members (with preference to unrelated persons) have a grievance against the Pastor, those members must present their grievances to the Deacons. If the conduct of the Pastor is immoral or egregiously improper, the Deacons shall determine by two-thirds (2/3) vote to administer counseling and discipline of the Pastor, up to and including termination. If the Deacons recommend termination, the Church Council, by two-thirds (2/3) vote of the Council members, shall call a special business meeting of the Church Members for this matter. Membership vote shall be by secret ballot and a vote of three-fourths (3/4) of those Church Members present and voting is required for termination.

#### **Section 6. Associate and Assistant Ministers**

Ministers working under the general supervision of the Pastor are responsible for assisting in leading the Church to function as a New Testament church. They must meet the same scriptural requirements as the Pastor.

- A. Assistant Ministers are licensed Baptist ministers who are paid employees of the Church in a ministerial role. Assistant Ministers shall be appointed by the Pastor, with the advice and consent of the Deacons. As paid employees, the evaluation criteria, compensation, and related personnel functions of Assistant Ministers shall be controlled by the Council, or its designee, as with other church employees.

B. Associate Ministers are ordained Baptist ministers who are non-employee (stipend or volunteer) ordained Ministers who regularly attend the Church and who are regularly available to perform such duties as teaching, preaching, visitation, counseling, etc., and who by mutual consent agree to regularly perform these duties. Associate Minister candidates shall be recommended by the Pastor to the Deacons. Qualified candidates shall be appointed by two-thirds (2/3) of the Deacons present and voting at a duly called Deacon meeting. Duty assignment and periods of performance are at the discretion of the Pastor.

#### **Section 7. Pastor Emeritus**

Upon recommendation of the Council and simple majority approval of the Church Members, the Deacons may bestow an honorary position of “Pastor Emeritus” upon a Pastor who has faithfully served the Church but who may not be able to continue performing the duties of his or her office due to health, age, or some other reason. The honorary position is for “life” and carries with it no voice or vote for the office which the member served; however, a Pastor Emeritus may be called upon for counsel and opinion on certain matters.

#### **Section 8. Emeritus Status for Church Leadership**

Upon approval of the Church Members, the Pastor may bestow an honorary position of “Emeritus,” and any other non-monetary awards and recognitions, upon any church leader who has faithfully served but who may not be still able to perform the duties of his or her office due to health, age, or some other reason. This honorary position is for “life” and carries with it no voice or vote for the office which the member served.

570

## ARTICLE VI: Board of Deacons

### 571 Section 1. Qualifications

572 The Board of Deacons (also referred to in these Bylaws as the “Diaconate” or the “Deacons”)  
573 shall consist of spiritually mature Church Members who meet and continue to adhere to the  
574 scriptural qualifications of a Deacon as identified in *I Tim. 3:8-13* and *Acts 6:2-4*.

### 575 Section 2. Number, Election, and Term

576 The authorized number of Deacons shall be such number as determined by the Diaconate from  
577 time to time, provided that such number shall not be less than twenty-five (25). In the event that  
578 the number of Deacons becomes less than twenty-five (25), then the selection of additional  
579 candidates should take place as described herein. Candidates for deacon shall be recommended  
580 by the Diaconate for the Pastor’s approval. The Diaconate shall then present qualified  
581 candidates to the Church Members at a duly called business meeting for election by majority  
582 vote of the Church Members present and voting. Upon election and the successful completion of  
583 a training program, a formal ordination shall be held for those deacon-elects not already  
584 ordained. Upon initial election, a deacon shall serve for a five (5) year term. After serving two  
585 (2) consecutive terms (a total of 10 years), a deacon may take at least one year of inactivity  
586 before being eligible for reelection. The Diaconate shall elect a Chairperson, Vice Chairperson,  
587 and Secretary from among their members and determine their terms as officers of the Diaconate.  
588 Upon appointment, the Chairperson and Vice Chairperson shall serve on the Church Council.

### **Section 3. Duties and Responsibilities**

The Diaconate are the servant-leaders who are responsible for serving the Church by assisting the Pastor in matters of the spiritual welfare of the Church. Their duties include, but are not limited to:

- A. Providing advice and counsel to the Pastor;
- B. Assisting the Pastor with the preparation and administration of the Ordinances of the Church;
- C. Zealously guarding the unity of the spirit within the Church in the bonds of peace;
- D. Assisting the Pastor in visiting the sick, shut-in, and hospitalized Church Members as needed;
- E. Administering the benevolence policy of the Church; and
- F. Other servant duties assigned by the Pastor.

The Chairperson and Vice Chairperson shall be *ex-officio* voting members of the Church Council.

### **Section 4. Resignation and Removal**

Any deacon may at any time deliver a written notice to the Chairperson of the Diaconate of intent to resign which shall be effective upon acceptance by the Diaconate. Any deacon may be removed at any time with or without cause when, in the sole judgment and discretion of the Diaconate, it is determined by three-fourths (3/4) vote of the Deacons, not including the deacon(s) at issue, that such individual should no longer serve as a deacon. In the event any deacon is so removed, a new deacon may be elected in accordance with these Bylaws.

**Section 5. Meetings**

The Diaconate shall meet as often as necessary to carry out their duties and responsibilities. The Secretary shall take minutes of all meetings and submit copies of the approved minutes to the Church Administrator or his/her designee. The Chairperson shall report to the Council on those ministries under the oversight of the Diaconate.

**Section 6. Deacon Emeritus**

Any deacon who has served for twenty (20) or more years may, upon recommendation of the Pastor and Deacons and majority vote of the Church Members at a duly called business meeting, be given the title of "Deacon Emeritus." A Deacon Emeritus is eligible to assist with the administration of the Ordinances.

**ARTICLE VII: Committees and Ministries**

**Section 1. Committees and Ministries**

The Council may establish such other committees and ministries (Standing and Special) as needed to assist in the performance of its responsibilities. The Standing Committees are Finance and Budget, Human Resources, Stewardship, Governance and Legal, Property and Facilities, and such other committees as recommended by the Council and approved by the Church Members from time to time. These committees or ministries shall function under the oversight of the Council but shall continue to pursue their delegated responsibilities as defined by the Church and those tasks specifically delegated to them. A Standing Committee or Ministry shall be dissolved upon recommendation of the Council and approval by the Church Members. A Special Committee or Ministry may not exist beyond the duration of one year without reauthorization by the Council.

**Section 2. Finance and Budget Committee**

The Finance and Budget Committee shall provide oversight for all financial matters of the Church; prepare and present the annual operating and capital budgets to the Church; in conjunction with the CEO, keep the Council informed of all financial matters; and provide review and approval of all internal financial policies and procedures sent to the Governance and Legal Committee for Council review.

**Section 3. Human Resources Committee**

The Human Resources Committee shall provide oversight of the personnel operations of the Church; review and recommend Church personnel policies and procedures to the Council, serve as the final arbitrator of personnel disputes and related matters, and review recommendations to the Council of the salary, promotion, benefits, and compensation schedules for Church employees, ministerial staff (including the Pastor), and personnel services contracts.

**Section 4. Governance and Legal Committee**

A. The Governance and Legal Committee shall provide reviews, research, assessments, and recommendations on matters related to the implementation of this Constitution/Bylaws, Council and church policies and procedures, and serve as the principal advisor to the Council on operations and processes of other committees of the Council. The Committee shall have oversight to ensure that the Council adheres to established governing principles, policies, and practices. The Committee shall oversee the creation and maintenance of policies and procedure manuals, which shall contain all controlling policies and procedures governing any and all aspects of the Church's affairs, including, but not limited to, committee task descriptions, policies regarding the handling of funds, use of facilities, and employment policies and practices. The Chair of Governance and

Legal shall serve as Parliamentarian of the Council. The Vice-Chair of the Governance and Legal Committee shall serve as the Chair of the Legal Sub-Committee, report to the Chair of Governance, and shall be a member of the Church Council. The Vice-Chair shall be nominated by the Nominating Committee and presented for approval by a majority vote of the Church Members present and voting at the Annual Meeting.

B. The Legal Sub-Committee, in collaboration with the Chair of Governance and Legal, serves as point of contact for the Church Attorney and all other ASBC legal representation. It shall advise the Church Council on legal issues and recommend engagement of the Church Attorney or other legal representation, when necessary and conduct an initial review of potential church contracts and other legal documents and recommend further action prior to the Church entering into binding agreements. It shall conduct periodic reviews of the Church Attorney and other legal representation to determine if Church's legal needs are being met. The Legal Sub-Committee shall work with the Church Attorney and Church Council to ensure that ASBC is in compliance with all applicable state and federal laws and regulations.

C. Constitution and Bylaws Sub-Committee. The Governance and Legal Committee, upon the Church Members' recommendation, may create a Constitution and Bylaws Sub-Committee when a significant substantive change to the Constitution and Bylaws has been proposed. The composition of this sub-committee shall be defined more specifically in the Church Policy and Procedures Manual. This Sub-Committee shall review the proposed changes with professional consultation and make a recommendation on the proposed changes to the Governance and Legal Committee. If the sub-committee's

recommendation is approval of the proposed changes, the Church shall follow the procedures outlined in the Constitution and Bylaws to amend the respective document.

#### **Section 5. Property and Facilities Committee**

The Property and Facilities Committee shall serve as principal advisor to the Council on all matters related to properties and facilities, and assure the protection, management, and maintenance of all Church real property and related facility assets. The Committee shall provide oversight of the acquisition, maintenance, improvements, and disposition of Church real and other properties, and, in conjunction with Church staff assures that adequate insurances, financial records, property, legal and all related documents are properly maintained.

#### **Section 6. Stewardship Committee**

The Stewardship Committee shall advise the Council on a Stewardship Program, to be defined more specifically in the Church Policy and Procedures Manual. Through this Program, the Committee shall educate and encourage the Church Members on scriptural giving and the pledging of tithes and offerings. This Committee shall also engage in activities intended to foster and maintain a culture of generosity that reflects the values of the Church, and serves to inspire and expand members' understanding of as their impact of committed giving on our Church, God's kingdom, and the world.

The Committee shall develop an Annual Stewardship Plan to be presented to the Church Council for approval and ratification by the Church Members at the Annual Business Meeting, which shall include an assessment of giving data and stewardship appeals. The Committee shall provide stewardship data and goals to assist the Finance and Budget Committee with preparing the annual budget to the Council. The Committee shall advise the Council on the best time(s) to



699 schedule stewardship appeals. The Committee shall inform members how their gifts are being  
700 used in furtherance of the Church's mission and ministries, and shall encourage members to  
701 prayerfully assess their level of giving. At least annually, the Committee, on behalf of the  
702 Council, shall send out a message of appreciation to each member for his or her  
703 contributions. The success of the Stewardship Program shall be evaluated annually by the  
704 Council, and reported to the congregation.

705 The Committee shall be comprised of at least three (3) and no more than seven (7) spiritually  
706 mature givers who faithfully tithe and who have the ability to inspire, celebrate, and assess  
707 spiritual giving.

#### 708 **Section 7. Nominating Committee**

709 The Nominating Committee shall interview and nominate candidates for the following Church  
710 leadership positions: At-Large Council Members, the Standing Committee Chairpersons, the  
711 Vice Chairperson of the Governance & Legal Committee, the Financial Secretary and Assistant  
712 Financial Secretary, the Clerk and Assistant Clerks, and the members of Standing Committees.

713 This committee shall be composed of two (2) Council Members who are appointed by the  
714 Council, and at least five (5) At-Large members who shall be elected by the Church Members at  
715 a duly called business meeting. The Nominating Committee shall not be a Standing Committee.

716 At-Large Committee members shall serve for a two-year term. No At-Large Committee member  
717 may serve more than two consecutive terms (a total of four years) without first taking at least a  
718 one year leave of the committee before being eligible for re-election.

**Section 8. Historical Society of Alfred Street Baptist Church**

The Historical Society of Alfred Street Baptist Church shall be responsible for collecting, recording, and maintaining information about the Church's history. This committee shall be composed of the Church Historian, who shall chair the committee, and Assistant Historian(s), and no more than four (4) At-Large members who shall be nominated and elected by the Church Members in accordance with this Article. Since this committee shall meet for relatively short periods of time for specific tasks, it shall not be a Standing Committee.

**Section 9. Organization and Responsibilities**

The organization, authority, and specific duties and responsibilities of each Standing and Special committee not already identified in this Article shall be described more fully in the Church Policy and Procedures Manual.

**Section 10. Committee Members and Chairpersons**

A. Standing Committee Composition: The Standing Committees shall consist of no less than five (5) members, unless otherwise approved by the Council. No At-Large Council Member may serve on a Standing Committee and no Chair of one Standing Committee may serve on another Standing Committee. Each committee shall have at least a Chair, Vice-Chair, and Secretary.

B. Nomination, Election, and Term of Committee Members: The Nominating Committee, in consultation with the individual committees, shall interview and nominate candidates for vacant committee seats to the Council for vetting and feedback. The Nominating Committee shall then present qualified candidates for approval by majority vote of the Church Members at a duly called business meeting. No candidate shall be nominated without his/her consent. Committee members shall serve for a three (3) year term. There

742 shall be three annual classes of committee members so that approximately one-third (1/3)  
743 shall be up for election each year to maintain continuity and make for a smooth transition  
744 of the committee. After serving two (2) consecutive three-year terms (a total of 6 years),  
745 a Standing Committee member must take at least a one year leave of the committee  
746 before being eligible for reelection. For the initial committees, including the Standing  
747 Committees, the Council shall set the classes of membership for each committee (i.e. 2  
748 members for 2018, 2 members for 2019, and 1 member for 2020) with the option that the  
749 initial members may be reelected for another three-year term. All subsequent classes of  
750 committee members may serve up to two consecutive three-year terms in accordance  
751 with this Article.

752 C. Nomination and Election of Committee Chairpersons: Unless otherwise provided, the  
753 Nominating Committee shall nominate candidates for Committee Chairperson to the  
754 Council for approval. The Council shall then present qualified candidates for approval by  
755 majority vote of the Church Members at the annual business meeting. Upon election, the  
756 Chairperson shall serve for a three (3) year term, to run concurrent with the term of  
757 committee membership. After serving two consecutive three-year terms (a total of 6  
758 years), a Chairperson must take at least one year off before being eligible for reelection.  
759 The Chairperson of a committee who has served two consecutive three-year terms is  
760 ineligible to be nominated for a Chairperson position on a different committee for at least  
761 one year.

762 D. Nomination and Election of Committee Vice Chairpersons: Unless otherwise provided in  
763 these Bylaws, the individual Committees shall appoint a Vice Chairperson from among  
764 their number. The Vice Chairpersons shall serve for a three (3) year term, to run

concurrent with their term of committee membership. After serving no more than two consecutive three-year terms (a total of 6 years), a Vice Chairperson must take at least one year off before being eligible for reelection.

- E. Vacancies: A vacancy on any committee as a result of death, resignation, removal or other cause may be filled by the Pastor for the remainder of the calendar year. The Nominating Committee shall nominate candidates for any vacancies for election by majority of the Church Members at the Annual Business Meeting for the remainder of that unexpired term.

## **ARTICLE VIII: Non-Ministerial Staff**

### **Section 1. In General**

All non-ministerial staff, including administrative staff, are to function as servants by supporting the ministerial staff in ministry. It is the Pastor's responsibility to lead Church staff in the direction that helps the Church accomplish its goals.

### **Section 2. Duties and Responsibilities**

The duties and responsibilities of all staff positions shall be formulated by the Human Resources Committee with consultation from the Pastor or his/her designee.

### **Section 3. Selection**

Selection and approval of non-ministerial staff shall be the responsibility of the Human Resources Committee with consultation from the Pastor or his/her designee.

**Section 4. Resignation and Termination**

Any staff member may at any time resign by submitting written notice to the Pastor, or his designee, which shall be effective upon acceptance by the Pastor or designee. Any non-ministerial staff member may be terminated upon recommendation by a supervising staff member and approval by the Church Administrator or Pastor, as appropriate, in consultation with the HR director. Such terminations of staff may be reported to the Council and Church Members, but does not need Council or Church Member approval.

**ARTICLE IX: Church Policy and Procedures Manual**

**Section 1. Development of the Church Policy and Procedures Manual**

The development of a Church policy and procedures manual shall be overseen by the Church Council's Governance and Legal Committee or its designees with professional consultation and review. This manual shall include all Church policies, procedures, job descriptions, and organization charts depicting lines of responsibility in the administration of the Church. The manual shall be kept in the Church office and made available for review by any Church Member. The Church Secretary, or his/her designee, shall maintain the manual. The Council or its designees shall review the manual at least annually, with the authority to recommend changes for the Council to consider and vote on.

**Section 2. Compilation and Maintenance of the Manual**

The Council and any of its designees shall be responsible for compiling and maintaining individual policy and procedure manuals for the various day-to-day administrative functions of the Church not covered in these Constitution and Bylaws. Subjects covered may include, but are not limited to, the following:

- A. Personnel policies and procedures not covered in the Bylaws;
- B. Church facility use policies and procedures;
- C. Church discipline and restoration procedures and policies;
- D. Council policies and procedures;
- E. Child protection policies and procedures; and
- F. Other policies and procedures as needed.

These policies and procedures manuals shall be available at the Church office for members to review.

#### **ARTICLE X: Settlement of Disputes Within or Against the Church**

In any dispute arising between or among Church Members, the dispute may be resolved by the Church Council (or a duly appointed committee from the Council) under the *Rules of Procedure for Christian Conciliation*. A copy of the current *Rules of Procedure for Christian Conciliation* is available in the Church office for review by Church Members upon request. All employees of the Church shall sign policies or contracts with the Christian Dispute Resolution clause in it. All contractors and vendors of the Church may be asked to sign policies or contracts with the Christian Dispute Resolution clause in it.

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

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

## **ARTICLE XI: Church Fiscal Policies**

### **Section 1. Budget and Audit**

The Finance and Budget Committee shall prepare and submit an Annual Budget to the Church Council for review and approval. The Council shall present the approved Annual Budget to the Church Members for ratification at the annual business meeting. The Finance and Budget Committee shall conduct and arrange for an annual review or audit by an outside auditor.

### **Section 2. Accounting Procedures**

All funds received for any and all purposes shall pass through the hands of the Church Treasurer, or his/her designee, and be properly recorded on the books of the Church. A system of

accounting for handling of all funds shall be the responsibility of the Finance and Budget Committee, in collaboration with Church staff.

A. Financial Secretary: The Financial Secretary and any Assistant Financial Secretaries shall be recommended by the Nominating Committee, approved by the Church Council, and elected by the Church Members at the Annual Business Meeting. The Financial Secretary is not a corporate officer and shall report indirectly to the Treasurer and directly to the Church Administrator, or his/her designee. The Financial Secretary shall be a cosignatory for expenditures on all Church financial accounts with banks or other financial institutions, and provide other financial duties as may be prescribed to assure the accurate collection, counting, recording, and reporting of all Church revenues and expenses.

B. Assistant Financial Secretary: The Assistant Financial Secretary shall be under the oversight of the Financial Secretary and in the absence of the Financial Secretary shall carry out those prescribed duties.

### **Section 3. Deposits**

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

### **Section 4. Checks**

All checks or demands for money and notes of the Church shall be signed by such officer or officers or such other persons as the Council may from time to time designate. Any check over the amount of five thousand dollars (\$5000.00) shall require two authorized signatories from two disinterested authorized representatives or agents.



874    **Section 5. Fiscal Year**

875    The Council, in consultation with the necessary committees, shall have the power to fix, and  
876    from time to time to change, the fiscal year of the Church. Accurate records shall be kept by all  
877    organizations of the Church and reports made to the Council on the fiscal year basis. All funds  
878    handled by any and all organizations shall be reported to the Council, or its designee.

879    **Section 6. Contracts**

880    The Pastor/President, or his/her designee in writing, can sign contracts to bind the Church once  
881    approved by the Council or according to its procedures. However, the Council may authorize any  
882    officer or officers, agent or agents of the Church, in addition to those officers so authorized by  
883    these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or  
884    on behalf of the Church, including real estate transactions once proper approval has been sought  
885    and obtained. Such authority may be general or confined to specific instances. All contracts for  
886    major services or expenditures should be reviewed by a competent attorney.

887    **Section 7. Endowments**

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

890    **Section 8. Designated Contributions**

891    The Church may accept any designated contributions, grant, bequest, or devise consistent with its  
892    general tax exemption purposes, as set for in the Articles of Incorporation. As so limited, donor  
893    designated contributions shall be accepted for special funds, purposes, or uses as approved by the  
894    Council, and such designations generally shall be honored. However, the Church reserves all  
895    rights, title, and interest in and to and control of such contributions, as well as full discretion as

to the ultimate expenditure or distribution thereof in connection with any funds (including designated contributions) to assure that such funds shall be used to carry out the Church's tax exempt purposes.

#### **Section 9. Benevolence Fund**

The Diaconate shall establish a Benevolence Policy as approved by the Council which outlines the procedures to receive and disburse by check or other controlled methods all funds allocated to them in the Benevolence Fund. It shall be the duty of the Diaconate, or a designated Benevolence Committee, to determine needs of the congregants or others in the community as they arise. The Diaconate, or the Benevolence Committee, shall examine the need of the recipients of these designated funds. The Pastor, with the advice and consent of the Deacons, may request donations from the congregations for benevolent or other purposes which are consistent with the Church's tax-exempt status and Benevolence Policy.

#### **Section 10. Partnerships, Joint Ventures, LLC's, and Auxiliary Corporations**

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

#### **Section 11. Purchase or Sale of Property and Borrowing**

Neither officers nor agents of the Church may purchase or sell real property on behalf of the Church unless authorized by the Council and the Church Members according to these Bylaws. Unless otherwise stated in these Bylaws, neither officers nor agents of the Church may purchase

918 or sell personal property on behalf of the Church unless authorized by the Council, or its  
919 designee. Any borrowing of money must be approved by the Council and the Church Members  
920 according to these Bylaws.

## 921 **ARTICLE XII: Indemnification**

922 Any person made or threatened to be made a party to any action or proceeding, whether civil or  
923 criminal by reason of the fact that he or his testator is or was a Council Member, Deacon,  
924 Officer, employee or agent of the Church, may be indemnified by the Church, and the Church  
925 may advance his or her related expenses, to the full extent permitted by law. The Church may  
926 purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a  
927 result of the indemnification specified above; and (b) its Council Members, Deacons, and  
928 Officers.

## 929 **ARTICLE XIII: Amendments**

930 Church Members may propose changes to these Bylaws that shall be submitted to the  
931 Governance and Legal Committee for consideration and comment. The Governance and Legal  
932 Committee, upon a two-thirds (2/3) affirmative vote, shall present the proposed changes and  
933 their comments to the Council. The Council shall present the proposed changes and the  
934 Governance and Legal Committee's comments to the Church Members at a duly called business  
935 meeting. If the changes are substantial in nature, the Church may vote to recommend the  
936 creation of a Constitution and Bylaws Committee. The Council may seek Church approval for  
937 changes not requiring the creation of a Constitution and Bylaws Committee. The Bylaws may be  
938 amended by two-thirds (2/3) affirmative vote of the Church Members present and voting at the  
939 business meeting, provided that the following procedure has been followed:

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

941 B. The proposed amendment has been mailed or made available to the Church Members at  
942 least two (2) weeks before the meeting to act on the amendment; and

943 C. The proposed amendment has been announced at a previous Sunday worship service at  
944 least two (2) weeks before meeting to act on the amendment.

[illegible]

946 I, the undersigned Church Clerk of Alfred Street Baptist Church do hereby certify that the above  
947 Constitution and Bylaws were adopted on \_\_\_\_\_ by the Church Members at a duly  
948 called meeting and that this Constitution and Bylaws are current and in operation as of that time.

949

950

951

Church Clerk

Date