

# Governance of the Alfred Street Baptist Church

Alexandria, Virginia

Dr. Howard-John Wesley, Pastor



# Restated and Amended Articles of Incorporation, Revised Church Covenant, Revised Constitution, Revised Bylaws

The Governance Documents of Alfred Street Baptist Church Alexandria, Virginia

Adopted by the membership ofAlfred Street Baptist Church at a special call church meeting on October 18, 2017

Approved by the membership of Alfred Street Baptist Church at the annual church meeting on December 13, 2017 to become effective March 8, 2018

> Reverend Dr. Howard-John Wesley Pastor

Patricia Wallace Chairwoman of the Board of Deacons

James McNeil Chairman of the Board of Trustees

Ronald C. Johnson, Trustee Chairman, Constitution and Bylaws Committee

# Pastor's Message to the Membership

December 31, 2018

Greeting Alfred Street Baptist Church Family:

I am extremely pleased to congratulate each of you for joining with Church Council and me to install and implement the new governance structure of our church. These governance documents will serve us to be better stewards of God's blessings to our church, now and in the years ahead.

During my tenure as your Pastor, we have grown together in varied ways, not the least of which is a greater understanding of the vision and mission that God has given to us. As you know, our membership has grown to an international level, programs have increased and expanded, tithes and gifts continue to rise each year, and we are spreading Gods words through outreach in ways unimagined just a very few years ago.



With all of these blessings that God has given us comes the obligation to be grateful and to ensure that our Church governs these blessing in a way that adheres to the teachings of the Holy Scriptures. This is clearly amplified in our Church Covenant that requires each of us to, "strive for the advancement of our church in knowledge and holiness" and, "sustain its worship, ordinances, discipline and doctrines". These documents will help each of us to fulfill the Covenant we have made with God, our church and each other.

I would like to thank the Constitution and Bylaws Committee for its tireless and committed work in preparing these governing documents over a three-year period. As an Ex-Officio member of the Committee, I can attest to the diligence, perseverance, and Christian spirit which embodied each and every aspect of its work. Just as importantly, your review and comments were invaluable to the Committee as it prepared the final versions for your approval and adoption.

I concur with the Committee's letter to you that these governing documents are a, "continuation, not a beginning or an end". Just as the first governing documents served us well from 1994 to 2018, we are prayerful that these will serve us equally well as we strive toward having a church that is always pleasing in the sight of God.

It is my fervent prayer these governing documents will allow us to operate faithfully under the jurisdiction to which we fall, as we continue as a collective Church body to strive toward the perfection of our faith in harmony, love and with benevolence.

Alive Because He Died,

Rev. Dr. Howard-John Wesley Pastor

# Message from the Constitution & Bylaws Committee

Dear Church Members:

We extend sincere gratitude and appreciation for your invaluable reviews, critiques, suggestions and adoption of your governance documents. Your prayers and encouragements provided our Committee with spiritual sustenance, the lack of which we could not have successfully completed these important obligations to our Church.

The Committee is especially grateful to our Pastor, Dr. Howard-John Wesley, whose wise spirit-filled counsel, intuitive perspectives and visions for our Church provided provocative guidance and encouragement through many challenging discussions and critical decision-making processes.

Our work was a continuation, not a beginning or an end. The following chronology of adopted church governance actions began with, and reflects in no small measure, the dedicated and insightful work of previous Committees chaired by Deacon Emeritus Leo Brooks and its dedicated members. We are grateful that their work provided the foundation and bridges to allow for adaptive and innovative governance pathways for our growing church.

In addition, the chronology below reflects the evolution of our Church toward a more perfect understanding of the confluence of church governance and obedience to our Church Covenant.

As amended by the membership of Alfred Street Baptist Church at annual church meeting on December 11, 2018

Approved by the membership of Alfred Street Baptist Church at annual church meeting on December 13, 2017 to become effective March 8, 2018

Revised, amended and adopted by the membership of Alfred Street Baptist Church at a call church meeting on October 18, 2017

As amended December 4, 2007

As amended June 2, 1998

Originally adopted by the membership of Alfred Street Baptist Church at a call church meeting on November 22, 1994 to become effective January 1, 1996

The following is a certified true version of the adopted Governance Documents by the membership of Alfred Street Baptist Church at a church meeting on October 18, 2017, as amended December 11, 2018.

#### **Constitution & Bylaws Committee**

Renald C. Johnson

Trustee Ronald C. Johnson, Chairman Sylvester Owens, Vice-Chairman Deacon Patricia Johnson, Secretary Nidra Dyer, Assistant Secretary Deacon Kathlyn Boykin Stacey Burnette Rodney Gunn Trustee James McNeil Deacon Charles Monterio, Jr. Deacon Nancy Myrick Deacon Mark Montgomery Margaret Savage Trustee Lani Shaw Deacon Alton Wallace Trustee Lisa Wilson Deacon Patricia Wallace, CBC Special Appointee Dr. Howard-John Wesley, Pastor and Ex Officio

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# The Restated and Amended Articles of Incorporation

## of the

Alfred Street Baptist Church Alexandria, Virginia

## **RESTATED AND AMENDED ARTICLES OF INCORPORATION**

#### OF

#### ALFRED STREET BAPTIST CHURCH

A nonprofit church corporation is hereby established pursuant to Chapter 10 of Title 13.1, Chapter 2 of Title 57, and Chapter 3 of Title 58.1 of the Code of Virginia, as follows:

 <u>Name, Place of Worship and Purposes.</u> The name of the church corporation is Alfred Street Baptist Church, hereinafter referred to as the "Church". The principal place of worship of the Church shall be located at 301 South Alfred Street, Alexandria, Virginia 22314, and may be changed from time to time by the Board of Directors.

The Church is organized and shall be operated exclusively as a nonprofit Church, for the religious, charitable and educational purposes stated herein including but not limited to licensing, commissioning, ordaining and overseeing ministers of the gospel, worship, evangelism, missions, ministry to the poor and needy, Christian education, discipleship and fellowship according to Biblical principles and is as an organization exempt from tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any successor statute of similar import. The Church is not organized for profit and it is not authorized to issue capital stock but may engage in any and all lawful acts that may be necessary or useful for the furtherance of its purposes.

- <u>Registered Agent and Office.</u> The name of the registered agent of the Church is H. Robert Showers, Esq., of Simms Showers, LLP, who is an active member of the Virginia State Bar and a Virginia resident. The address of the initial registered office, which is the same address as for the registered agent, shall be 305 Harrison Street SE, Third Floor, Leesburg, and Loudoun County, VA 20175.
- 3. <u>Principal Office.</u> The principal office of the Church shall be 325 South Patrick Street, Alexandria, Virginia 22314, and may be changed from time to time by the Board of Directors.
- Members. The Church will have members, but the membership prerequisites, classes, duties, privileges, voting rights, admission, dismissal and discipline shall be provided for in the Bylaws of the Church according to the Code of Virginia.
- <u>Directors.</u> Other than the Pastor, the Chair, and the Vice-Chair of the Deacons, who are the exofficio Directors as identified in the Bylaws, the voting members of the Church will elect Directors at a duly held meeting, according to the Bylaws and the Code of Virginia. Duties, responsibilities and provisions for removal of the Directors of the Church shall be established pursuant to the Bylaws.
- 6. Provisions for Distribution of Assets. The period of duration of the Church is perpetual. However, upon dissolution or winding up of the Church, all assets remaining after payment, or provision for payment, of all debts and liabilities of the Church shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as determined by the Board of Directors. Any such assets not so disposed of shall be disposed of exclusively for such exempt purposes by a court of competent jurisdiction of the county in which the principal office of the Church is then located.
- <u>Tax-Exempt Provisions.</u> The Church is organized exclusively for religious, charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Restated and Amended Articles of Incorporation Page 1 of 2 Simms Showers, LLP (703) 771-4671 The Church shall expand or circumscribe its powers and activities as may be necessary to enable it to continue to qualify as a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code. No gift or grant will be accepted if it contains major conditions which would restrict or violate any of the Church's religious, charitable or educational purposes, or if it would require serving a private as opposed to a public interest.

- 8. <u>Tax-Exempt Restrictions.</u> No part of the net earnings of the Church shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Church and to make payments and distributions in furtherance of the purposes set forth in Article 7 hereof. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Church shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Church shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or by a corporation's contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.
- 9. <u>Limitation of Liability and Indemnification.</u> To the fullest extent permitted by Virginia law, as now in effect or as may hereafter be amended, no Director or Officer of the Church shall be personally liable for damages in any proceeding brought by or in the right of the Church, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an Officer or Director of the Church, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision applicable to corporations described in Section 501(c)(3) of the Internal Revenue Code or Virginia law for Indemnification by non-profit corporations and churches.
- 10. <u>Amendments.</u> Amendments to these Articles will be in accordance with the Code of Virginia, including, but not limited to, the provisions where the Board of Directors will propose the amendment(s), and after at least thirty (30) days written notice to all Church members, approval by the members will require more than two-thirds (2/3) of all the votes cast for the Amendment(s) at a duly held meeting.

Executed in the name of the corporation by: (signature) (printed name) 0697605 (SCC ID no.)

corporate title)

(Telephone no. - optional)

Restated and Amended Articles of Incorporation Page 2 of 2

# The Revised Church Covenant

of

Alfred Street Baptist Church Alexandria, Virginia

# Alfred Street Baptist Church Alexandria, Virginia CHURCH COVENANT

Having been led, as I believe, by the Spirit of God to receive the Lord Jesus Christ as my Savior; and on the profession of my faith, having been baptized in the name of the Father, and the Son, and of the Holy Spirit, I do now in the presence of God, angels and this assembly, most solemnly and joyfully enter into covenant with one another, as one body in Christ.

I engage, therefore, by the aid of the Holy Spirit, to walk together in Christian love; to strive for the advancement of this church in knowledge and holiness; to give it a place in my affections, prayers and services above every organization of human origin; to sustain its worship, ordinances, discipline and doctrine; to contribute cheerfully and regularly, as God has prospered me, towards its expenses, for the support of a faithful and evangelical ministry among us, the relief of the poor and the spread of the Gospel throughout the world. In case of difference of opinion in the church, I will strive to avoid a contentious spirit, and if I cannot unanimously agree, I will cheerfully recognize the right of the majority to govern.

I also engage to maintain congregational and personal devotion; to study diligently the word of God; to religiously educate my children; to seek the salvation of my kindred and acquaintances; to walk circumspectly in my world; to be kind and just to those in my employ, and faithful in the service I promise others; endeavoring in the purity of heart and good will towards all men to exemplify and commend my holy faith.

I further engage to watch over, to pray for, to exhort and stir up each other unto every good word and work; to guard each other's reputation, not needlessly exposing the infirmities of others; to participate in each other's joys, and with tender sympathy bear one another's burdens and sorrows; to cultivate Christian courtesy; to be slow to give or take offense, but always ready to reconciliation, being mindful of the rules of the Savior in the eighteenth chapter of Matthew, to secure it without delay; and through life, amid good and evil report, to seek to live to the glory of God, who hath called us out of darkness into his marvelous light.

When I remove from this place, I will endeavor, as soon as possible to unite with some other church where I can carry out the spirit of this covenant and the principles of God's word.

I have read the Articles, Constitution, and Bylaws, including but not limited to those policies dealing with church discipline, conflict resolution, and members' privileges and responsibilities and agree to be bound by the Articles, Constitution and Bylaws.

# **The Revised Constitution**

of

Alfred Street Baptist Church Alexandria, Virginia

# ALFRED STREET BAPTIST CHURCH CONSTITUTION

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## Preamble

We, the members of Alfred Street Baptist Church, believers in the authority of the HOLY BIBLE and power of the resurrected JESUS CHRIST, establish and ordain this Constitution and Bylaws of Alfred Street Baptist Church in Alexandria, Virginia, in order to fully disclose our faith-based practices and worship, and promote the comprehension of our administrative policies and procedures. This Constitution and the accompanying Bylaws allow us to operate in conformity with the laws of the jurisdiction under which we fall, while continuing as a collective church body, to strive towards the perfection of our faith in harmony, love, and with benevolence.

## Article I: Name

This incorporated church body will be known as Alfred Street Baptist Church (from this point forward, also referred to as the "Church").

## Article II: Purpose

- The purpose of the Church is to magnify and exalt God in worship, to train and instruct believers in their discipleship, to minister to the needs of its members and the world, to encourage and develop the Christian fellowship of its members, and to equip its members to evangelize the world and spread the Gospel of Jesus Christ (Acts 2:41–47).
- We seek to fulfill this calling for religious, charitable, and educational purposes stated herein including but not limited to worship, evangelism, missions, ministry to the poor and needy, Christian education, discipleship, fellowship, and the licensing, commissioning, ordaining and overseeing of ministers of the gospel, according to Biblical principles.
- The Church is organized and shall be operated exclusively as a nonprofit Church, exempt from tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any successor statute of similar import. The Church is not organized for profit and it is not authorized to issue capital stock and may engage in any and all lawful acts that may be necessary or useful for the furtherance of its purposes.

## **Article III: Mission Statement**

Alfred Street Baptist Church is called by God to proclaim the Gospel of Jesus Christ, uphold the beliefs of the Christian faith, and to make disciples for Christ. We will worship God, inspire a love for Christ in others, be passionate for righteousness, and be exemplary in fulfilling the duties to God and mankind.

## Article IV: Articles of Faith

The Bible is our all–sufficient rule for faith and practice. These Articles of Faith are a summary statement taken from the Bible of the foundational beliefs held by this Church. No claim is made that these Articles contain all Biblical truths, only that they cover our need as theses fundamental doctrines.

## Section 1 - The Inspiration Of Scripture

The sole basis of all our beliefs is the Bible, God's infallible inerrant written revelation of His Word. We believe that the scriptures, both the Old and the New Testament, are uniquely and fully inspired by the Holy Spirit and serves as the supreme and final authority in all matters in which it speaks (II Timothy 3:15–17; I Thessalonians 2:13; II Peter 1:21).

## Section 2 - The One True God

There is one true and living God, the Creator of heaven and earth, eternally self-existent as three persons— Father, Son, and Holy Spirit—each of whom possesses equally all the attributes of deity and characteristics of personality (Deuteronomy 6:4; Isaiah 43:10, 11; Matthew 28:19, 20; Luke 3:22).

## **Section 3 - Jesus Christ**

Jesus Christ is God incarnate, the Living Word (John 1:1–14), virgin born through the miraculous conception of the Holy Spirit (Matthew 1:23; Luke 1:31, 35). He lived a sinless life on earth (Hebrews 7:26, I Peter 2:22), and performed many undeniable miracles through the power of the Holy Spirit (Acts 2:22; 10:38). He voluntarily atoned for the sins of men by dying on the cross as their substitute, thus satisfying divine justice, reconciling men back unto God, and accomplishing salvation for all who trust in Him alone (Romans 5:8–11; I Corinthians 15:3; II Corinthians 5:21). He rose from the dead in the same body, though glorified, in which He lived and died (Matthew 28:6; Luke 24:39; I Corinthians 15:4). He was exalted and ascended bodily into heaven to sit at the right hand of God the Father, where He, and He alone, is the only mediator between God and man, continually making intercession for those who believe in Him (Acts 1:9, 11; 2:33; Philippians 2:9–11; Hebrews 1:3).

Jesus Christ shall come again to the earth, personally, visibly, and bodily to establish His Kingdom. At this time, the dead in Christ shall be resurrected, the believer to eternal joy with the Lord, and the unbeliever to condemnation and eternal suffering (Acts 1:11; I Corinthians 15:51; Hebrews 9:28; IThessalonians 4:16; Revelation 19:20; 20:11–15; 22:6–16; Matthew 25:46; Mark 9:43–48).

## Section 4 - The Fall Of Man

Man was originally created good and upright in the image of God. However, man by voluntary transgression, sinned by disobeying God. Thus he alienated himself from God and experienced not only physical death but also spiritual death. That historic fall brought all men under divine condemnation. Therefore, all men are born into a sin filled world with a sinful nature, totally unable to please God without regeneration, redemption, and renewal (Genesis 1:26, 27; 2:17; 3:6; Romans 3:23; 5:12-19).

## Section 5 - The Salvation Of Man

Man's only hope of redemption is through the shed blood of Jesus Christ, the Son of God. It is wholly the work of God's free grace and is not the work, in whole or in part, of human works, goodness or religious ceremony (Ephesians 2:4-10). Salvation is received through repentance toward God and faith toward the Lord Jesus Christ by the regeneration and renewing of the Holy Spirit, being justified by grace through faith, man becomes an heir of God and a joint-heir with Jesus Christ according to the hope of eternal life (Luke 24:47; John 3:1–21; Romans 10:13-15; Titus 2:11; 3:5–7). It is the privilege of all who are born again by the Holy Spirit to be assured of their salvation from the very moment they trust in and confess Jesus Christ as their Lord and Savior. This assurance is not based upon human merit, but is produced by the witness of the Holy Spirit, who confirms in the believer the

assurance of their salvation according to the testimony of God's Word (Romans 8:35–39). The inward evidence of salvation is the direct witness of the Holy Spirit (Romans 8:16) and the outward evidence to all men is a life of righteousness and true holiness unto God (Ephesians 4:24; Romans 6:1–18; 8:1–9).

## Section 6 - The Holy Spirit

The Holy Spirit has come into the world to reveal and glorify Jesus Christ and to apply the saving work of Christ to men. He convicts and draws sinners to Christ, imparts new life unto them, seals them until the day of redemption, leads and aides them in a life of holiness unto God not fulfilling the lust of the flesh, and equips them for service and work in God's Kingdom bearing spiritual fruit unto the glory of God. Every believer is called to live under the power of the indwelling of the Holy Spirit and should ardently expect and earnestly seek the promise of the Father, the baptism of the Holy Spirit, according to the command of our Lord Jesus Christ (Luke 24:49; Acts 1:4-8; I Corinthians 12:1-31). With the baptism of the Holy Spirit comes an overflowing fullness of the Spirit (John 7:37-39; Acts 4:8), a deepened reverence for God (Acts 2:43; Hebrews 12:28), an intensified consecration to God and dedication to His works (Acts 2:42), and a manifestation of the fruit and gifts of the Spirit (Galatians 5:16-26; Romans 12:3-9; I Corinthians 12:1-31).

## **Section 7 - Sanctification**

Sanctification is an act of separation from that which is evil, and of dedication to God (Romans 12:1, 2; I Thessalonians 5:23; Hebrews 13:12). The Scriptures teach that the goal of believers is to pursue a life of "holiness without which no one can see God" (Hebrews 12:14). Through the power of the Holy Spirit, we are able to be obedient to God's command: "Be ye holy, for I am holy" (I Peter 1:15, 16). Sanctification is the process whereby we are saved from the power of sin in our lives through a commitment to the spiritual disciplines of prayer, daily devotions and worship, the study of God's Word, and the fellowship of believers (Romans 6:1–13; Romans 8:1, 2, 13; Galatians 2:20; Philippians 2:12; I Peter 1:5).

### **Section 8 - The Church**

The church is the body of Christ, the habitation of God through the Holy Spirit, with divine appointments for the fulfillment of her mission to win the world for Christ. Jesus Christ is the head of the church, which is composed of all men, living and dead, who have been joined to Him through saving faith (Matthew 16:18; Ephesians 1:22, 23; 2:22; Hebrews 12:23). According to the Scriptures the church exists to magnify and exalt God in worship, to train and instruct believers in their discipleship, to minister to the needs of its members and the world, to encourage and develop the Christian fellowship of its members, and to equip its members to evangelize the world and spread the Gospel of Jesus Christ (Acts 2:41–47).

## Section 9 - The Ordinances Of The Church

There are two ordinances of the church—Baptism and Holy Communion.

The ordinance of baptism by immersion is commanded in the Scriptures. All who repent and believe in Christ as Savior and Lord are to be baptized as they are physically able and have opportunity (Matthew 28:19, 20; Acts 8:26–38). Baptism is an outward sign of an inward spiritual renewal and rebirth. Thus they who are baptized declare to the world that they have died with Christ and that they also have been raised with Him to walk in newness of life (Acts 10:47, 48; Romans 6:4).

Holy Communion, also known as the Lord's Supper, consisting of broken bread, the body of Jesus Christ, and the fruit of the vine, the shed blood of our Lord and Savior, is the symbol expressing our sharing the divine nature of our Lord Jesus Christ (II Peter 1:4); a memorial of His suffering and death (I Corinthians 11:26); our fellowship and communion with all believers (Ephesians 4:4–6); and our prophetic expectation of His second coming (I Corinthians 11:26).

We accept these large areas of doctrinal teaching on which, historically, there has been general agreement among all true Christians. We desire to allow for freedom of conviction on doctrinal matters, provided that any interpretation is based on the Bible alone, and that no such interpretation shall become an issue which hinders the ministry to which God has called us.

## **Article V: Church Covenant**

The Church Covenant is a declaration of the duties and responsibilities to God and to our fellow Church members, by which we agree to be governed.

Having been led, as we believe, by the Spirit of God to receive the Lord Jesus Christ as our

Savior; and on the profession of our faith, having been baptized in the name of the Father, and the Son, and of the Holy Spirit, we do now in the presence of God, angels and this assembly, most solemnly and joyfully enter into covenant with one another, as one body in Christ.

We engage, therefore, by the aid of the Holy Spirit, to walk together in Christian love; to strive for the advancement of this church in knowledge and holiness; to give it a place in our affections, prayers and services above every organization of human origin; to sustain its worship, ordinances, discipline and doctrine; to contribute cheerfully and regularly, as God has prospered us, towards its expenses, for the support of a faithful and evangelical ministry among us, the relief of the poor and the spread of the Gospel throughout the world. In case of difference of opinion in the church, we will strive to avoid a contentious spirit, and if we cannot unanimously agree, we will cheerfully recognize the right of the majority to govern.

We also engage to maintain congregational and personal devotion; to study diligently the word of God; to religiously educate our children; to seek the salvation of our kindred and acquaintances; to walk circumspectly in our world; to be kind and just to those in our employ, and faithful in the service we promise others; endeavoring in the purity of heart and good will towards all men to exemplify and commend our holy faith.

We further engage to watch over, to pray for, to exhort and stir up each other unto every good word and work; to guard each other's reputation, not needlessly exposing the infirmities of others; to participate in each other's joys, and with tender sympathy bear one another's burdens and sorrows; to cultivate Christian courtesy; to be slow to give or take offense, but always ready to reconciliation, being mindful of the rules of the Savior in the eighteenth chapter of Matthew, to secure it without delay; and through life, amid good and evil report, to seek to live to the glory of God, who hath called us out of darkness into his marvelous light.

When we remove from this place, we will endeavor, as soon as possible, to unite with some other church where we can carry out the spirit of this covenant and the principles of God's word.

We have read the Articles, Constitution, and Bylaws, including but not limited to those policies dealing with church discipline, conflict resolution, and members' privileges and responsibilities and agree to be bound by the Articles, Constitution and Bylaws.

## **Article VI: Affiliations**

Alfred Street Baptist Church operates as an independent Church with its own governance structure. The Church may affiliate with any like-minded churches, associations or denominations as it decides to further its purposes, including but not limited to the Baptist General Convention of Virginia, National Baptist Convention, USA, the Progressive National Baptist Convention, the Baptist World Alliance, and Lott Carey Foreign Mission Convention.

## **Article VII: Amendments**

Members may propose changes to the Constitution to the Governance and Legal Committee for consideration and comment. The Governance and Legal Committee, upon an affirmative three-fourths (3/4) majority vote, shall present the proposed changes and their comments to the Council. The Council shall present the proposed changes and the committee's comments to the Church Members at a duly called business meeting. If the changes are substantial in nature, the Church may vote to recommend the creation of a Constitution and Bylaws Committee. The Council may seek Church approval for changes not requiring the creation of a Constitution and Bylaws Committee. This Constitution may be amended by an affirmative three-fourths (3/4)vote of the Church members present and voting at the business meeting, provided that the following procedure has been followed:

- 1. The proposed written amendment has been presented at a previous business meeting;
- The proposed amendment has been mailed or made available to the members at least four (4) weeks before the meeting to act on the amendment; and
- The proposed amendment has been announced at a previous Sunday worship service at least two (2) weeks before meeting to act on the amendment.

# **The Revised Bylaws**

of

# Alfred Street Baptist Church Alexandria, Virginia

# ALFRED STREET BAPTIST CHURCH BYLAWS

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## ARTICLE I. Church Membership

### **Section 1. Reception of Members**

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

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

All previous members of Alfred Street Baptist Church by acknowledging to follow the Articles, Constitution, and Bylaws of the Church shall become members. No member of this Church, nor any officer, nor any member of the Church Council shall by virtue of such membership, office, or position, incur or be subject to personal liability to any extent for any indebtedness, 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 Clerk and shall perform such other duties and shall have such other powers as the Council may from time to time prescribe.

## Section 7. Church Historian and Assistant Historians

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

## Section 8. Minutes

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

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

## **Section 1. General Authorities**

The corporate powers of the Church shall be exercised by or under the authority of the Board of Directors, herein referred to in these Bylaws as the "Church Council" or the "Council." Except for those matters specifically reserved to the Members of the Church, the authority, business and property of the Church shall be exercised, conducted, and controlled by the Council for the purposes of overseeing the legal, business, financial, and administrative affairs of the Church with consensus agreement. If, in the course of the decision-making processes, the Council cannot unanimously agree, then the decisions shall be made by majority vote of the Council members present and voting at that meeting. The Pastor, who shall be recognized as the authority to 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 nonvoting 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 taxexempt 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 execution thereof shall be expressly delegated by the Council to some other officer or agent of the Church.

## **Section 4. Vice President**

The Chairperson of the Diaconate shall serve as the Vice President of the church corporation. The Vice President, in the absence of the President, shall carry out the administrative duties and responsibilities of the President, along with any other administrative duties and responsibilities as designated by the Council.

### Section 5. Secretary

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

## Section 6. Treasurer

The Council shall appoint a Treasurer who shall be a member of the Finance and Budget Committee. The Treasurer shall provide oversight responsibility for all monies collected and distributed by the Church and shall make financial reports to the Finance and Budget Committee. The Treasurer, in collaboration with the President or his/her designee, shall ensure that a financial report is made available for Church Members at the annual business meeting and such other meetings wherein a financial report is deemed necessary. A copy of the financial records shall likewise be available to the Church Members on a quarterly basis. Proper records and books concerning incoming and outgoing funds shall be kept and such records and books shall 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 ITim. 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 twothirds (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 positon 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 positon is for "life" and carries with it no voice or vote for the office which the member served.

# ARTICLE VI: Board of Deacons

## **Section 1. Qualifications**

The Board of Deacons (also referred to in these Bylaws as the "Diaconate" or the "Deacons") shall consist of spiritually mature Church Members who meet and continue to adhere to the scriptural qualifications of a Deacon as identified in ITim. 3:8–13 and Acts 6:2–4.

## Section 2. Number, Election, and Term

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

#### **Constitution and Bylaws Committee**

A. The 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.

#### The Legal Sub-Committee

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

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

## Section 7. Nominating Committee

The Nominating Committee shall interview and nominate candidates for the following Church leadership positions: At-Large Council Members, the Standing Committee Chairpersons, the Vice Chairperson of the Governance & Legal Committee, the Financial Secretary and Assistant Financial Secretary, the Clerk and Assistant Clerks, and the members of Standing Committees. This committee shall be composed of two (2) Council Members who are appointed by the Council, and at least five (5) At-Large members who shall be elected by the Church Members at a duly called business meeting. The Nominating Committee shall not be a Standing Committee. At-Large Committee members shall serve for a two-year term. No At-Large Committee member may serve more than two consecutive terms (a total of four years) without first taking at least a 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 shall be three annual classes of committee members so that approximately one-third (1/3) shall be up for election each year to maintain continuity and make for a smooth transition of the committee. After serving two (2) consecutive three-year terms (a total of 6 years), a Standing Committee member must take at least a one year leave of the committee before being eligible for reelection. For the initial committees, including the Standing Committees, the

Council shall set the classes of membership for each committee (i.e. 2 members for 2018, 2 members for 2019, and 1 member for 2020) with the option that the initial members may be reelected for another three-year term. All subsequent classes of committee members may serve up to two consecutive threeyear terms in accordance with this Article.

- C. Nomination and Election of Committee Chairpersons: Unless otherwise provided, the Nominating Committee shall nominate candidates for Committee Chairperson to the Council for approval. The Council shall then present qualified candidates for approval by majority vote of the Church Members at the annual business meeting. Upon election, the Chairperson shall serve for a three (3) year term, to run concurrent with the term of committee membership. After serving two consecutive three-year terms (a total of 6 years), a Chairperson must take at least one year off before being eligible for reelection. The Chairperson of a committee who has served two consecutive threeyear terms is ineligible to be nominated for a Chairperson position on a different committee for at least one year.
- D. Nomination and Election of Committee Vice Chairpersons: Unless otherwise provided in these Bylaws, the individual Committees shall appoint a Vice Chairperson from among 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-today 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. A Member elected to serve in the position, may serve for no more than two consecutive 3-year terms (a total of six years) in that position. The Member must take at least a one year leave from the position before being eligible for reelection
- 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. A Member elected to serve in the position, may serve for no more than two consecutive 3-year terms (a total of six years) in that position. The Member must take at least a one year leave from the position before being eligible for reelection

## 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.

### Section 5. Fiscal Year

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

## Section 6. Contracts

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

## Section 7. Endowments

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

## Section 8. Designated Contributions

The Church may accept any designated contributions, grant, bequest, or devise consistent with its general tax exemption purposes, as set for in the Articles of Incorporation. As so limited, donor designated contributions shall be accepted for special funds, purposes, or uses as approved by the Council, and such designations generally shall be honored. However, the Church reserves all rights, title, and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any funds (including designated contributions) to 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 or sell personal property on behalf of the Church unless authorized by the Council, or its designee. Any borrowing of money must be approved by the Council and the Church Members according to these Bylaws.

## **ARTICLE XII: Indemnification**

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

## **ARTICLE XIII: Amendments**

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

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

I, the undersigned Church Clerk of Alfred Street Baptist Church do hereby certify that the above Constitution and Bylaws were adopted on October 18, 2017 by the Church Members at a duly called meeting and that this Constitution and Bylaws are current and in operation as of that time.

October 18, 2017

Church Clerk

Date



Alfred Street Baptist Church Founded in 1803 Alfred Street Baptist Church is a 501(c)(3) organization

Alfred Street

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