

CONSTITUTION AND BYLAWS (UPDATED 2026)



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PREAMBLE TO THE CONSTITUTION AND BY-LAWS

Believing it to be the duty of Christians residing in the same community to unite together for mutual benefit, the preservation of scriptural principles, the ordinances of the gospel and the advancement of the glory of God in the world,

We do therefore declare and establish this Constitution and Bylaws of Old Powhatan Baptist Church, Inc. herein after referred to as “this Church.”

ARTICLE I. NAME

The name of this Church Corporation shall be Old Powhatan Baptist Church which is located in Powhatan County, Virginia.

ARTICLE II. AFFILIATION

Old Powhatan Baptist Church is associated with the Southern Baptist Convention and the Southern Baptist Conservatives of Virginia but operates as an autonomous Church with its own governance structure. This Church may affiliate with any likeminded churches, associations or denominations as it decides to further its purposes.

ARTICLE III. PURPOSES

This Church exists by the grace of God, for the glory of God, which shall be the ultimate purpose in all its activities. This Church glorifies God by loving Him and obeying His commands through: Worshipping Him; Equipping the saints through Bible instruction and study; Proclaiming the gospel of Jesus Christ through preaching and personal evangelism, and any other means consistent with the teachings of Holy Scripture; Encouraging, supporting, and participating in missions work, local, domestic, and international; Administering the ordinances of baptism and communion; Encouraging Biblical fellowship among believers; and Serving other individuals, families, and churches by providing for physical, emotional, and spiritual needs, in the name of Jesus Christ. This Church is organized and shall be operated exclusively as a nonprofit Church corporation, for the religious, charitable and educational purposes stated in the Articles, Bylaws and herein; including, but not limited to, licensing, ordaining and overseeing ministers of the gospel, worship, evangelism, missions, ministry to the poor and needy, discipleship, and fellowship according to Biblical principles. This Church is 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.

ARTICLE IV. STATEMENT OF FAITH

Section 1. This Church shall believe and proclaim in accordance with the Baptist Faith and Message 2000. Copies of this Statement of Faith are to be readily available for anyone who asks so that this Church’s rule of Faith and Order shall be plainly known.

Section 2. Definition of Marriage. We believe that Marriage unites one man and one woman in a lifetime commitment to each other (Genesis 2:23-24; Matthew 19:4-6). Marriage provides for intimate companionship, pure sexual expression (Genesis 2:25; Ephesians 5:31-33), procreation, and reflects the relationship of Christ and the church (Genesis 1:28; Proverbs 5:15-19; 1 Corinthians 7:1-5). A husband is commanded to love his wife as Christ loved the church. A wife is commanded to submit to her husband as the church submits to Christ (Ephesians 5:22-33). We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between one man and one woman. We believe that any form of homosexuality, lesbianism, bisexuality, bestiality, incest, fornication, adultery and pornography are perversions of God’s gift to sex. We believe that God disapproves of and forbids any attempt to alter one’s gender by surgery or appearance (Genesis 2:24; Genesis 19:5 & 13; Genesis 26:8-9; Lev. 18:1-30; Romans 1:26-29; 1 Cor. 5:1, 6:9; 1 Thess. 4:1-8; Hebrews 13:4). Such sinful pattern if not repented will be a barrier to membership and

leadership in this body of believers. We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking his mercy and forgiveness through Jesus Christ. We believe that every person must be afforded compassion, love kindness, respect and dignity. Hateful and harassing behavior or attitudes directed towards any individual are to be repudiated and are not in accord with scripture nor the doctrines of the church.

ARTICLE V. GOVERNANCE

Under the authority of Christ as the head of this Church, governance rests exclusively in the local body of Active Members and is exercised by the assembly of voting Active Members in Active Members' Meetings. Active Members of this Church delegate authority as described in this Constitution and Bylaws to the Pastors/ Elders and Deacons.

ARTICLE VI. MEMBERSHIP

Section 1. Duty of Members. This Church believes it to be the duty of members of the same church to submit to the rules and government of the church, and to watch over one another, pray for each other and for the prosperity of this Church, and to do all in their power to promote the holiness of Christians and the conversion of sinners.

Section 2. Candidacy for Membership. Any person applying for admission into this Church shall be required to furnish evidence of having experienced repentance towards God, and faith in the Lord Jesus Christ, and submit to the ordinance of baptism by immersion, unless the applicant has been previously baptized by immersion or presents a certificate of good standing in some other church of like faith and order. Any person who because of medical reasons cannot be immersed may be exempt from the ordinance of Baptism by immersion. Should there be any dissent as to any candidate, such dissent shall be referred to the Pastors/ Elders and the Deacons for investigation and the making of a recommendation to this Church within thirty (30) days. A three-fourths vote of those Active Members present and voting shall be required to elect such candidates to membership.

Section 3. Church Member Covenant. Being made by God into a chosen race, a royal priesthood, a holy nation and a people for God's own possession,¹ united in the Holy Spirit, we joyfully affirm our covenant together: Loved dearly by God in Christ Jesus,² we will love Him who first loved us, and we will walk in brotherly love,³ by working and praying toward unity,⁴ by regarding one another as more important than ourselves,⁵ by bearing with one another's difficulties,⁶ by exercising spiritual gifts for one another's good,⁷ by admonishing one another with the truth,⁸ and by putting away all forms of destructive talk.⁹ Brought together by God,¹⁰ we will assemble together regularly to worship God and to build one another up¹¹ by encouraging one another with psalms, hymns and spiritual songs,¹² in prayer, in the Lord's Supper and in the reading and preaching of the Holy Scriptures.¹³ Encouraged by the intercession of the Holy Spirit,¹⁴ we will intercede for one another in prayer.¹⁵ Called as children of God, we will treasure our Heavenly Father's discipline of us,¹⁶ by seeking full maturity in Christ,¹⁷ by confessing our sins to one another,¹⁸ by submitting to the discipline of the church,¹⁹ by exercising affectionate care and watchfulness over one another,²⁰ by pleading for the repentance of those who sin against us,²¹ and by continually forgiving one another.²² Blessed richly in Christ Jesus, we will contribute our riches and effort cheerfully, regularly, and generously to the support of church ministry, to the relief of the poor, and to the spread of the Gospel through all nations.²³ Commissioned as Disciples of Jesus, we will prayerfully go to our neighbors and nations with the Gospel, we will make disciples, teaching people to observe all that Jesus has commanded, baptizing them in the Name of the Father, the Son and the Holy Spirit²⁴ Made free from sin by Christ Jesus, we will live in the world, yet holy and set apart from it by denying ungodliness and the passions of the flesh.²⁵ May all Heaven and Earth see God's manifold wisdom revealed through His church.²⁶ Amen. (Scripture Reference found in Appendix 1)

Any member who does not support and adhere to spirit and intent of this covenant will be appropriately counseled and if they continue in a state of non-compliance will be deemed an Inactive Member and therefore will not be afforded the rights and benefits to participate in the decisions related to the ministries and operations of this Church.

ARTICLE VII. OFFICERS

Section 1. Summary.

The Biblical offices in this Church are Pastors/Elders and Deacons. In addition, this Church recognizes the administrative positions under this constitution of Moderator, Church Clerk, and Treasurer. All officers must be Active Members of this Church prior to assuming their responsibilities.

Section 2. Pastors/Elders

The term for Pastor and Elder is used interchangeably in Holy Scripture. Elders are to be overseers of the ministry and members of this Church, taking responsibility for the spiritual health and growth of the Church and the proper use of resources provided to the Church. Elders oversee the work of ministry and the ministry of the other Officers of the Church, under the authority of Scripture and the terms of this Constitution.

A plurality of Pastors/Elders is essential to produce a culture of mutual respect, balanced ministry, and accountability. The Pastors/Elders shall be comprised of not less than two (2) men who satisfy the qualifications for the office of Pastor/Elder set forth in I Timothy 3: 1–7 and Titus 1: 6–9. Subject to the Authority of Scripture, the will of God, and the will of the Active Members of this Church, the Pastors/Elders shall oversee the ministry and resources of this Church. In keeping with the principles set forth in Acts 6: 1–6 and I Peter 5: 1–4, the Pastors/Elders shall devote their time to prayer, the ministry of the Word (by teaching and encouraging sound doctrine), overseeing the ministry of the Deacons, and shepherding God's flock.

Part A. Senior Pastor. The Senior Pastor shall be an Elder. He shall perform the duties of a Pastor/Elder described in Section 2, Part A above, and shall be recognized by this Church as particularly gifted and called to the full-time ministry of preaching and teaching. The Senior Pastor is responsible for leading the church in functioning as a New Testament Church. The Senior Pastor will lead the congregation, the organizations, and the church staff in performing their tasks. A major concern of the Senior Pastor is to perform pastoral responsibilities. The Pastor is the leader of worship, proclamation, and pastoral ministries.

The Senior Pastor shall be chosen and called by this Church whenever a vacancy occurs. His election shall take place at a meeting called for that purpose, of which at least two weeks' notice shall be given. The Senior Pastor may be found within the Active Members of the congregation by recommendation of the Board of Deacons. If no suitable Active Member is found, a pulpit committee shall be nominated by the Board of Deacons and approved by the Active Members at a Regular or Special Active Members' Meeting to seek out a suitable Senior Pastor, and their recommendations will constitute a nomination, though any Active Member has the privilege of making recommendations to the pulpit committee. The Committee shall bring to the consideration of the Active Members of this Church only one man at a time. Election shall be by secret ballot, an affirmative vote of three-fourths (3/4) of the Active Members present being necessary for a choice. The Senior Pastor, thus elected, shall serve until his request or the Church's request terminates the relationship, either by resignation or dismissal. Resignations may be submitted to the Personnel Committee verbally or in writing. Two weeks' notice of resignation is requested but not required. The congregation may consider a motion to terminate the Pastoral relationship upon recommendation of the Personnel Committee and Deacon Board, or with a written petition signed by twenty-five (25) Active Members at a regular or properly called Active Members' Meeting with Previous Notice of the Motion of at least two (2) weeks. A quorum of forty percent (40%) of the Active Members shall be required. The vote shall be by written ballot and approval by three-quarters (3/4) of Active Members entitled to vote, excluding blanks or abstentions, shall be required to terminate the pastoral relationship.

The Senior Pastor will undergo evaluations prescribed by the Employee Agreement/ Handbook, signed by the Senior Pastor and the Deacon Chairperson. An evaluation will be conducted annually, with additional evaluations as circumstances arise.

In the absence or incapacity of the Senior Pastor, the Associate Pastor shall assume responsibility for his duties, any of which can be delegated. In addition, if a plurality of Pastors/Elders does not exist due to his absence or incapacity, a Lay Elder should be nominated by the Board of Deacons and appointed by the Active Members of this Church according to guidelines set forth in these Bylaws.

Part B. Associate Pastor(s). This Church may call additional Pastors whose relationship to the Senior Pastor is that of Associate. The Associate Pastor shall be an Elder. He/ they shall be recognized by the church as particularly gifted and called to the ministry of preaching and teaching. He/ they shall assist the Senior Pastor in the performance of his regular duties and shall perform any other duties as usually pertain to the office of

Pastor/Elder, or as set forth in the constitution, or which may be specifically assigned to him by the Senior Pastor. In the absence or incapacity of the Senior Pastor for defined periods of time (such as sabbatical or illness), the Associate Pastor(s) shall assume the responsibility for his duties.

The Associate Pastor(s) may be found within the Active Members of the congregation by recommendation of the Board of Elders and the Deacons. If no suitable Active Member is found, a pulpit committee shall be nominated by the Board of Deacons and approved by the Active Members at a Regular or Special Active Members' Meeting to seek out a suitable Associate Pastor. Their recommendations will constitute a nomination, though any Active Member has the privilege of making recommendations to the pulpit committee. Either Committee shall bring to the consideration of the Active Members of this Church only one man at a time. Election shall be by secret ballot, an affirmative vote of three-fourths (3/4) of the Active Members present being necessary for a choice. The Associate Pastor(s), thus elected, shall serve until his request or the Church's request terminates the relationship, either by resignation or dismissal. Resignations may be submitted to the Personnel Committee verbally or in writing. Two weeks' notice of resignation is requested but not required. The congregation may consider a motion to terminate the Pastoral relationship upon recommendation of the Personnel Committee and Deacon Board, or with a written petition signed by twenty-five (25) Active Members at a regular or properly called Active Members' Meeting with Previous Notice of the Motion of at least two (2) weeks. A quorum of forty percent (40%) of the Active Members shall be required. The vote shall be by written ballot and approval by three-quarters (3/4) of Active Members entitled to vote, excluding blanks or abstentions, shall be required to terminate the pastoral relationship.

The Associate Pastor(s) will undergo evaluations prescribed by the Employee Handbook, signed by the Associate Pastor and the Senior Pastor. An evaluation will be conducted annually, with additional evaluations as circumstances arise.

Part D. Lay Elders. In the absence of a plurality of Pastors/ Elders, this Church will appoint a Lay Elder to aid in the work of overseeing the ministries and members of this Church. A Lay Elder or Elders may be appointed by this Church as ministry expands to help with oversight as well. The Board of Elders and the Deacons shall examine qualified men for the office of Elder and present nominations to the Active Membership of this Church for the office of Lay Elder as need arises. This Church shall recognize men gifted and willing to serve in this calling, in accordance with the constitutional provisions on elections. These men shall be received as gifts of Christ to His Church and set apart as Elders. Each Lay Elder shall be elected to serve a three-year (3) term. After a Lay Elder has served a three-year term, he may only be elected to the office of elder after at least one year break from serving as an active Lay Elder.

The Lay Elder's term of office may be terminated by resignation or dismissal. Resignations may be submitted verbally or in writing to the remaining Elders and the Board of Deacons. The congregation may consider a motion for dismissal upon recommendation of the Personnel Committee and Deacon Board, or with a written petition signed by twenty-five (25) Active Members at a regular or properly called Active Members' Meeting with Previous Notice of the Motion of at least two (2) weeks. A quorum of forty percent (40%) of the Active Members shall be required. The vote shall be by written ballot and approval by three-quarters (3/4) of Active Members entitled to vote, excluding blanks or abstentions, shall be required for dismissal.

Section 3. Deacons. This Church shall appoint Deacons at Large as necessary to minister to the physical, emotional and spiritual needs of the Members of this Church and to the operation and function of her holdings. The number of deacons will be approved by the Active Members of this Church. A man becoming a Deacon must be recommended by the Deacons at Large, after which he shall be examined by the Pastors/Elders and Deacons and if proved satisfactory shall be recommended to the Active Members of this Church for approval. Deacons shall be elected at a Regular Active Members' Meeting by secret ballot. Election to the office of Deacon requires a three-quarters (3/4) vote of the Active Members present. Deacons shall be elected as necessary and as determined by the Pastors/ Elders, Deacons and Active Members of the Church. A Deacon shall serve until death, disqualification, removal or incapacity to serve. Removal of a Deacon due to disqualifying attitudes or actions shall be by motion at a Members' Meeting of the Church from the Deacons at Large and the Pastors/ Elders. There is no obligation to constitute as an active Deacon a person who comes to this Church from another church where he has served as a Deacon.

In accordance with the meaning of the word and the practice of the New Testament (1 Tim.3:8- 13), Deacons are to be servants of the church. The task of the Deacon is to serve with the Pastors/Elders in performing pastoral ministries; make smooth the path for the Gospel to be proclaimed and preached; proclaim the gospel to believers and unbelievers; care for the church members and other persons in the community; lead the

church to engage in a fellowship of worship, witness, education, ministry and application; and, lead this church in performing its tasks through formal recommendations to the church at the regular business meetings.

Practically, the Deacons will serve as Ministry Team Leaders and Committee Chairmen to meet the consistent, growing and changing needs of the Church. Committee Chair positions may be delegated to a qualified, Active Member with the approval of the Elders, the Deacon Board and the Active Members of the Church. At least annually, the Elders and Deacons will determine the needs of the Church in areas of ministry and administration. Individual Deacons will serve to lead ministries and administrative teams under the leadership of the Elders and the collective Deacon Board. Deacons will nominate to the Active Members of the Church, ministry and administrative Team Leaders and Team Members as ministry needs are identified.

Section 6. Moderator. A Moderator shall be elected by the Active Members of this Church each year. The Moderator shall serve as the Chair of Regular and Special Active Members' Meetings. In the Moderator's absence, the Chairman of the Deacons shall assume the duties of the Moderator. In the absence of both Moderator and Chairman of the Deacons, the Board of Deacons shall appoint an acting Chair for the Regular or Special Active Members' Meeting.

Section 7. Church Clerk: The Church Clerk shall be elected annually by the Active Members at a Regular Active Members' Meeting. The Church Clerk shall keep a permanent record of all the actions of the church, except as otherwise herein provided. The Church Clerk is responsible for keeping a register of the names of members, and dates of admission, dismissal, or death, together with a record of baptisms. The Church Clerk shall issue letters of dismissal voted by the Active Members of this Church, preserve on file all communications and written official reports, and will assure legal notice of all meetings is given where such notice is necessary, as indicated in these bylaws. The Church Clerk will assure the agenda is provided for each meeting at least two (2) Sundays before said meeting. The agenda will be available in the Church Welcome Center. This agenda should include all expected items of new and old business. The Church Clerk may delegate some of the clerical responsibilities to others. All church records are church property and should be filed in the church office when one is maintained.

Section 8. Treasurer: The Board of Deacons shall annually appoint a church Treasurer to be approved by the Active Members of this Church. It shall be the duty of the Treasurer to receive, preserve, and pay out, upon receipt of vouchers approved and signed by authorized personnel, all money, or things of value paid or given to this Church or to oversee this accounting as outsourced by the Finance Committee, keeping at all times an itemized account of all receipts and disbursements. It shall be the duty of the Treasurer to render to this Church at each regular Active Members' meeting an itemized report of the receipts and disbursements for the preceding months. The Treasurer's report may be audited annually by a public accountant at the request of the Board of Deacons and the Active Members of this Church. Upon rendering the annual account at the end of each fiscal year, and its acceptance and approval by the Active Members, the records shall be kept and preserved as a part of the permanent records of this Church.

ARTICLE VIII. MEETINGS

Section 1. Worship Services: The Members of this Church shall meet regularly each Sunday for preaching, instruction, evangelism, and for the worship of Almighty God, and during the week at scheduled times for the proclamation of the gospel. These meetings will be open for the entire membership of this Church and for all people and shall be conducted under the direction of the Pastor.

Section 2. Regular Active Members' Meetings: Regular Active Members' Meetings shall be held quarterly at a designated time. A written agenda will be posted outside the church office at least two (2) Sundays prior to the Regular Active Members' Meeting. The Moderator of the meeting will keep the meeting to the presented agenda, unless the Moderator deems an additional item of business to be so pressing that it must be immediately addressed as per Parliamentary Rules set out in Article VIII, Section 5

Section 3. Special Active Members' Meetings: A Special Active Members' Meeting may be held to consider a special matter of significant nature and that matter only. Active Members will be notified in the bulletin at least two (2) Sundays prior to the meeting, unless extreme urgency renders such notice impracticable. No Special Active Members' meeting will be held after the observance of the Lord's Supper.

Section 4. Quorum: The quorum consists of those who attend the Active Members' Meeting, provided it is a stated meeting or one that has been properly called and with a minimum attendance of ten (10) Active Members, except as specified in Article VII.

Section 5. Parliamentary Rules: Robert's Rules of Order, Revised is the authority for parliamentary rules of procedure for all Active Members' Meetings of this Church.

Section 6. Fiscal Year: The fiscal year of the church shall run from January 1 to December 31.

ARTICLE IX. MINISTRY TEAMS/ COMMITTEES

Section 1. Standing Ministry Teams/ Committees. The Standing Ministry Teams and Committees of this Church are the Building and Grounds, Cemetery, Finance, and Personnel. Individual Deacons will serve as Team Leaders and Committee Chairmen as directed by the Elders and the Board of Deacons. Team/ Committee members will be asked by the Deacons to serve as needs arise or as defined by these Bylaws. All organizations of this Church shall be under church control, and are required to report regularly to the Active Members at Regular Active Members' Meetings. It is understood that the Pastors/Elders are ex officio officers of all the organizations named, and their leadership is to be recognized in them. This will serve to foster cooperation between all Ministry Teams and Committees. The duties of ministry teams are as follows:

Part A Building and Grounds Team. The Building and Grounds Team shall be responsible for maintaining buildings, equipment, and grounds in presentable and usable condition; and to review equipment and maintenance contracts. This team will conduct work days on a quarterly basis, to encourage all Active Members to join in the responsibility of upkeep of this Church's property. The Deacon assigned to Building and Grounds shall serve as the Team Leader, shall form work teams as needed, and shall report monthly to the Elders and Deacons and Quarterly to the Active Members.

Part B Cemetery Committee. The Cemetery Committee shall be responsible for upkeep of the church cemetery grounds, maintaining accurate records of assigned plots, and coordinating with the funeral director to supervise the opening of graves and the placement of grave markers. The committee shall consist of a chairman and other members annually appointed by the Board of Deacons and approved by the Active Members of the Church.

Part C Finance Committee. The Finance Committee shall supervise the church's finances and shall act as a Stewardship Promotion Committee and a Budget Committee. It shall:

- (1) Plan and underwrite an annual working budget and present the same to the church for adoption no later than November 1 of each year. The budget shall be for the calendar year.
- (2) Work with the Elders and Deacons and acting Team Leaders/ Committee Chairs in developing their annual budget requests and insuring that their annual budget allocations are adhered to.
- (3) Review all new proposals for additional expenditures beyond the budget and submit them to this Church's Active Members for approval at a Regular or Special Active Members' Meeting.
- (4) Receive and evaluate the financial requests of each Church committee, Ministry Team, and Organization.
- (5) Report quarterly to the Active Members of this Church at a Regular Active Members' Meeting.
- (6) Review major expenditures and propose any necessary changes in the budget to preserve the financial integrity of this Church.

The Finance Committee shall consist of no more than five members: The current Treasurer, Personnel Committee representative, Chairman of the Deacons and two active at large members selected by the Board of Deacons. One of the two selected by the deacons will be the Chairman of the Finance Committee. The two members selected by the Board of Deacons can serve for a continuous term of no more than 3 years unless there is no replacement available. Members serving a three-year term can, after a one-year absence from membership on the Finance Committee (church fiscal year), be reappointed. In addition to the five committee members, there is one ex officio member of the committee who is without vote. This member is one of the Elders. Term limits do not apply to ex-officio members. All standing Committee Chairs, Pastor, Associate Pastor and Elders are ad hoc members of the Finance Committee.

Part D. Personnel Committee. The Personnel Committee is responsible to this Church for locating, interviewing, and recommending qualified persons for all paid staff positions, with the exception of the Senior Pastor and Associate Pastor(s). The purpose of this committee is to survey the needs for additional church staff positions under the guidance of the Elders and Deacons; prepare and update, as necessary, job descriptions for all employed personnel; maintain current Employee Agreements/Handbook to be reviewed by the Deacon Board; locate, recruit, interview, and recommend to Active Members of this Church all employed

staff personnel; develop and recommend to the Pastors/Elders, Deacons and finance committee salaries and benefits for all called and employed personnel, annually review with the Senior Pastor, Associate Pastors, and employees their needs and performances and resolve difficulties and/or conflicts that may arise. The Committee will also receive resignations from all paid staff positions, including the Senior Pastor and Associate Pastor(s). The committee, in conjunction with the Deacon Board, may make recommendations of dismissal for the Senior and Associate Pastor(s), and may dismiss for cause any non-Pastoral paid staff positions. This Committee will consist of a Chairman (Assigned Deacon or delegate appointed by the Deacon Board) and at least three (3) Active Members. Two immediate family members cannot serve simultaneously on the Personnel Committee.

Section 2. Specialized Ministries and Directors. As ministry needs arise, specialized ministries may be needed to serve the Members of this Church. These ministries may include, but are not restricted to, Student Ministries, Children's Ministries, Men's Ministries, Women's Ministries, Music Ministries, Sunday School, and Discipleship Ministries. New ministries may be started with the approval of the Pastors/Elders, the Deacons, and the Active Members of this Church, with Team Leaders of these ministries being appointed by the Deacon Board and approved by the Active Members of this Church.

ARTICLE X. BOARD OF DIRECTORS.

Section 1. General Powers. The corporate powers of this Church shall be exercised by or under the authority of the Board of Directors, who is comprised of the Deacons, hereafter referred to as the “Board”. The powers, business and property of the Church shall be exercised, conducted and controlled by the Board for the purposes to direct the affairs of the Church with unanimous agreement. The Board shall work for the welfare of members and ministries of this Church under the Authority of Jesus Christ and subject to the will of the Active Members of this Church.

Section 2. Number, Qualification, Term and Election. The Board shall consist of the active Deacon Board of Officers. The Deacons at Large shall elect a Chairman, Vice Chairman and Secretary and two at large Board Members from among the Deacons at Large who shall serve two-year terms but may be re-elected for a second two-year term before a mandated term of at least one year off of the Board. The Chairman of the Board shall serve as the President of the Corporation.

Section 3. Vacancies on the Board. A vacancy on the Board because of death, resignation, removal, disqualification or any other cause shall be filled by a vote of the Deacons at Large.

Section 4. Resignation and Removal. Any Board member may at any time deliver to the President of the Corporation (i.e. Chairman of Deacons) a written notice of intent to resign which shall be effective upon acceptance by the Board. Any Board Member may be removed at any time with or without cause when, it is determined by unanimous vote of the Deacons at Large that such Board Member should no longer serve on the Board, provided the recommendation is approved by the Active Members of this Church. In the event any Board Member is so removed, a new Board Member may be elected in accordance with Section 3 above.

Section 5. Duties and Specific Powers. Without prejudice to the general powers set forth above, and subject to the same limitations, the Board Members shall have the following duties and powers: a. Exercising oversight of the Church financial, business, and property matters and providing counsel; b. Hearing and considering all reports and recommendations submitted by Councils, Ministry Teams, and Committees; c. Recommending the borrowing of money and incurring indebtedness on behalf of the Church and the cause to be executed and delivered for this Church’s purposes and in this Church’s name, promissory notes, and other evidences of debt and securities with the approval of the Active Members of this Church. d. Conducting such other duties and activities as the Board may determine from time to time that are consistent with the Articles of Incorporation, Constitution, and these Bylaws, including those actions requiring a vote of the Active Members.

The Board may delegate some of its authorities and duties to individual Pastors/Elders, Staff Members, Ministry Teams and others as long as the delegation does not breach its fiduciary duties to this Church.

Section 6. Transactions with Interested Parties. A contract or other transaction between this Church and one or more of its Board Members or Pastors/Elders, 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 Board Members or Pastors/Elders are also Interested Parties, or in which the entity is an Interested Party with a financial interest – shall be voidable at the sole election of the Church unless all of the following provisions are satisfied: The Church entered into the transaction for its own benefit; 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; Prior to consummating the transaction, or any part, the Board authorized or approved the transaction, in good faith, by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors, and with knowledge of the material facts concerning the transaction and the Interested Parties’ interest in the transaction; and Prior to authorizing or approving the transaction, the Board, in good faith, determined, after reasonable investigation and consideration, 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 this Church’s taxexempt purposes. Common or interested Board Members may not be counted in determining the presence of a quorum at a meeting of the Board (or a committee thereof) that authorizes, approves, or ratifies such contract or transaction. Notwithstanding the above, no loan shall be made by the Church to any of its Board Members, Officers or Members.

Section 7. Conflicts of Interest Policy. The Board shall adopt a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by Board Members, Pastors/Elders, Officers, Directors or

employees. This Policy shall permit the Board to determine whether the contemplated transaction may be authorized as just, fair and reasonable to this Church.

Section 8. No Compensation for Directors. No salary or compensation shall be paid to any Member of the Board in his capacity as Member of the Board, but nothing herein shall be construed to preclude any Board Member from serving the Church in any other capacity and receiving reasonable compensation. Moreover, the Board Member may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation and approval of the Active Members of this Church.

ARTICLE XI. BOARD MEETINGS.

Section 1. Place of Meetings. Regular or special meetings of the Board Members may be held at any place that has been designated from time to time by resolution of the Board Members. In the absence of such designation, meetings shall be held at the principal office of the Church. Notwithstanding the above provisions of this section, a regular or special meeting of the Board Members may be held at any place consented to in writing by all of the Board Members, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Board Members participating in the meeting can hear one another. All such Board Members shall be deemed to be present in person at such meeting. Meetings will include all Board Members and others invited to attend by the Board Members.

Section 2. Times and Notice of Meetings. Regular meetings shall be conducted on a monthly basis and without notice. Special meetings may be called at other times by the Chairman of the Board with two (2) days' notice to the Board Members by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Section 3. Waiver of Notice. The transactions of any meeting of the Board Members, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Board Members not present signs a written waiver of notice, a consent to holding the meeting, or approves the minutes, by signing the original copy. The waiver of notice or consent shall specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to a Board Member who attends the meeting without protesting before or at its commencement about the lack of notice.

Section 4. Quorum. One half (1/2) plus one (1) of voting Board Members present at the beginning of a meeting shall constitute a quorum for purposes of transacting business at a meeting.

Section 5. Action without Meeting. Any action required or permitted to be taken by the Board Members may be taken without a meeting if all of the Board Members, individually or collectively, consent to the action in writing. Such action by written consent shall have the same force and effect as the unanimous vote of the Board Members. Such written consent or consents shall be filed with the minutes of the proceedings of the Board Members.

Section 6. Manner of Acting. Except as otherwise provided in these Bylaws, the Board Members shall conduct business, take actions, and make decisions unanimously. If unable to do so, and after concentrated prayer over the matter at hand, the Board may approve the action or decision based on a majority vote of all Board Members. This shall constitute approval of the Board and shall be deemed to be the act of the Board Members.

Section 7 Participation by Conference Telephone. Members of the Board or of any committee thereof may participate in a meeting of such Board or 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 of such communications equipment.

ARTICLE XII. OFFICERS.

Section 1. President. The Chairman of the Deacon Board shall serve as the President of the Corporation and shall be the Chief Executive Officer with all the rights and powers attributed thereto and which the Board sets unless he delegates some of the duties to other Deacons, Pastors/Elders or staff.

Section 2. Vice President. The Vice-Chairman of the Deacon Board shall serve as the Vice-President of the Corporation and shall lead meetings when the President is unavailable or incapacitated.

Section 3. Secretary. The Secretary shall be a member of the Board, elected by the Board. The Secretary shall record and preserve the minutes of all Board Meetings. The Secretary shall be charged with the duty of giving proper notice to the Board Members of the respective Board Meetings.

Section 4. Treasurer. The Treasurer shall be a non-voting Member of the Board but may or may not be a Deacon. The Treasurer shall be responsible for all monies collected and distributed by this Church and shall make financial reports to the Board. The Treasurer shall ensure that a financial report is made available for Active Members at the quarterly Active Members' Meetings and such other Active Members Meetings wherein a financial report is deemed necessary. All other duties shall be as outlined in Article VII, Section 8.

ARTICLE XIII. FISCAL MATTERS.

Section 1. Deposits. The Board shall select banks, trust companies, or other depositories in which all funds of this Church not otherwise employed shall, from time to time, be deposited to the credit of this Church.

Section 2. 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 Board may from time to time designate with the approval of the Active Members of this Church.

Section 3. Contracts. The Board may authorize any officer or officers, agent or agents of the Church, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of any on behalf of this Church. Such authority may be general or confined to specific instances. All contracts for major services or expenditures should be reviewed by a competent attorney where considered necessary and must be approved by the Active Members of this Church.

Section 4. Church Corporation holds Title to Real or Personal Property. All property, whether real or personal, shall be acquired, owned, held, administered, managed, encumbered, leased and sold by the Church Corporation and in the name of the Church Corporation, and in regard to real and personal property the Church Corporation shall have all the general powers as set forth in Section 13.1-826 of the Code of Virginia, 1950, as amended, and all the aforesaid general powers are incorporated herein by reference.

ARTICLE XIV. AMENDMENTS

This Constitution and Bylaws may be altered or amended by a vote of two-thirds of the Active Members present at any Regular Active Members' Meeting of this Church, provided such amendments shall have been presented in writing and made available to the Active Members at the church services no less than two (2) Sundays prior to the meeting.

APPENDIX 1: SCRIPTURE REFERENCES FOR MEMBERSHIP COVENANT:

- ¹ 1 Peter 2:9-10
- ² Romans 5:5; Ephesians 2:4, 1 John 4:10
- ³ Mark 12:29-31; John 13:34-35; Romans 12:10; 1 John 4:11
- ⁴ Ephesians 4:3-6
- ⁵ Philippians 2:3-11
- ⁶ Colossians 3:12-14
- ⁷ Romans 12:4-8; 1 Cor 12:12-14:19; Ephesians 4:11-16; 1 Peter 4:10-11
- ⁸ Ephesians 4:15, 25; 2 Timothy 3:16-4:2; Hebrews 3:12-13
- ⁹ Ephesians 4:25, 31; Colossians 3:8; 1 Peter 2:1
- ¹⁰ 1 Peter 2:10
- ¹¹ Hebrews 10:24-25
- ¹² Ephesians 5:19-20; Colossians 3:16
- ¹³ Acts 2:42, 12:12; 1 Timothy 2:1; 2 Timothy 3:16-4:2
- ¹⁴ Romans 8:26
- ¹⁵ 2 Corinthians 1:11, 1 Thessalonians 5:25, James 5:14-15
- ¹⁶ Proverbs 3:11-12; Job 5:17; Hebrews 12:5-11
- ¹⁷ Romans 8:29; 1 Corinthians 14:20; Ephesians 2:10, 4:13; Colossians 1:28 18 James 5:16
- ¹⁹ Matthew 18:15-20
- ²⁰ Matthew 18:10-14; Luke 17:3
- ²¹ Matthew 18:15; Luke 17:3
- ²² Matthew 18:21-35; Luke 17:3-4; Colossians 3:13
- ²³ Acts 2:44-45, 11:27-30; 2 Corinthians 9:5-7; 1 John 3:17
- ²⁴ Matthew 28:18-20
- ²⁵ Ephesians 4:22-24; 1 Peter 1:14-16, 2:11-12, 2:16
- ²⁶ Ephesians 3:10-11