

Waverly Place Baptist Church
Roanoke, Virginia

Constitution and Bylaws

Adopted
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CONSTITUTION

PREFACE

Since God established a Congregation in 1926 in the Waverly Place neighborhood of southeast Roanoke, Virginia, for the worship of God and the spread of the gospel of Jesus Christ, and since He has sustained and prospered this work to the present day as the Waverly Place Baptist Church of Roanoke, Virginia; and

Whereas we, having searched the Scriptures under the guidance of His Spirit, have recognized the appropriateness of reconstituting the polity of the Congregation to conform more closely to our understanding of the Scriptural model;

Now therefore, the Congregation does hereby recognize itself in accord with her founding articles of establishment and adopt this Constitution and Bylaws as our articles of governance, to be interpreted at all times to reflect the character of and bring glory to Jesus Christ, as revealed in the Holy Bible and articulated in the standards set forth in the Statement of Faith (Article 3) and Membership Covenant (Article 5) of this Church.

ARTICLE 1. NAME

As this congregation is an assembly of believers in God through faith in Jesus Christ, who is the head of the Church, we shall be known as the Waverly Place Baptist Church, hereinafter referred to WPBC or the Church; and is an autonomous local Church.

ARTICLE 2. INCORPORATION AND PURPOSE

Section 1. Incorporation

This Church shall be incorporated under the Virginia Nonstock Corporation Act

Section 2. Spiritual Purposes

This Church exists to celebrate and display the beauty and glory of Jesus Christ by proclaiming the gospel as described in the Scriptures, equipping disciples to live out the application of this gospel and to share it with others, gathering together regularly to worship the Triune God, as well as sharing life together, and engage in the spread of the gospel of Jesus Christ to all nations.

Section 3. Tax-Exempt Purposes

The Church is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Revenue Law).

Section 4. Prerogatives

The Church may engage in all legal activities to fulfill its non-profit purposes as a religious, educational, and charitable corporation.

ARTICLE 3. STATEMENT OF FAITH

The Church adopts the following as our Statement of Faith, which shall stand as the basic guiding document for all members, summarizing essential Christian beliefs, showing unity in Christ, and guarding the Church from error.

Of The Scriptures

We believe the Scriptures of the Old and New Testaments to be verbally inspired by God and inerrant in the original writings, and that they are of supreme and final authority in faith and life.

Of The One True God

We believe that there is One, and only One, living and true God, an infinite, intelligent Spirit, the Maker and Supreme Ruler of heaven and earth; inexpressibly glorious in holiness, and worthy of all possible honor, confidence, and love; that in the unity of the Godhead there are three persons, the Father, the Son, and the Holy Spirit; equal in every divine perfection, and executing distinct but harmonious offices in the great work of redemption.

Of Mankind & His Sinfulness

We believe that mankind was created in the image of God; that he sinned, and thereby incurred not only physical death, but also spiritual death that is separation from God; that all human beings are born with a sinful nature, and therefore are sinners in thought, word and deed.

Of The Nature Of Jesus Christ

We believe that Jesus Christ was conceived by the Holy Spirit, born of the Virgin Mary, and is true God and true man.

Of The Way Of Salvation & Justification

We believe that the Lord Jesus Christ died for our sins, according to the Scriptures, as a representative and a substitutionary sacrifice; and that all who believe in Him are justified on the grounds of His shed blood alone.

Of The Grace In Regeneration & Perseverance Of The Saints

We believe that regeneration is a change wrought in us by the Holy Spirit; that all who receive by faith the Lord Jesus Christ are born again of the Holy Spirit and thereby become children of God, no longer under condemnation, but fully pardoned and restored to the Father, who preserves them until the end.

Of The Resurrection Of Jesus Christ

We believe in the resurrection of the crucified body of our Lord, in His ascension into heaven, and in His present life there for us, as High Priest and Advocate.

Of The Return Of Jesus Christ

We believe in the sudden, visible return of the Lord Jesus Christ and in His Millennial Kingdom.

Of The Bodily Resurrection Of The Just & Unjust

We believe in the bodily resurrection of the just and unjust, the eternal blessedness of the saved, and the eternal punishment of the lost.

Of Baptism

We believe that baptism is the immersion of a believer, in the name of the Father, and of the Son, and of the Holy Spirit in testimony of faith in the crucified, buried and risen Christ, and in confession that the believer is to be dead to sin and risen to newness of life in Christ Jesus.

Of the Lord's Supper

We believe that the Lord's Supper is a local Church's commemoration of the Lord's death "till He comes;" providing believers with spiritual nourishment and growth in Jesus Christ, being a sign and pledge of their communion with Him and with one another.

ARTICLE 4. STATEMENT ON MARRIAGE & SEXUALITY

In accordance with our Statement of Faith, 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 5:15-10; 1 Corinthians 7:1-5).

We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage covenant between one man and one woman. We believe that any form of fornication, adultery, pornography, homosexuality, bisexuality, transsexuality, bestiality, incest or pedophilia are sinful perversions of God's gift of sex. We believe that God disapproves of and forbids any attempt to alter one's sex from birth by surgery or manipulation and that all conduct with the intent to adopt or express a gender contrary to one's birth sex is immoral and therefore sin

(Genesis 1:27, 2:24, 19:5, 13, 26:8-9; Deuteronomy 22:5; Leviticus 18:1-30; Romans 1:26-29; 1 Corinthians 5:1, 6:9; 1 Thessalonians 4:1-8; Hebrews 13:4).

ARTICLE 5. MEMBER COVENANT

The Church adopts the following as our Church Covenant, which shall stand as the basic guiding document for all members, summarizing what the Bible teaches about living the Christian life together as a local Church:

Having been brought, as we believe, by the Spirit of God to receive the Lord Jesus Christ as our Savior, and on the profession of faith, having been baptized in the name of the Father, the Son, and the Holy Spirit, we do now, relying on His gracious aid, solemnly and joyfully enter into covenant with one another.

We promise, by the power of the Spirit, to walk together in Christian love; to strive for the growth of one another in knowledge, holiness, and care; to hold forth its worship, ordinances, discipline, and doctrines; to contribute cheerfully and regularly to the ministry, the expenses of the Church, the relief of the poor, and the spread of the gospel to all nations.

We also promise to partake in family and private devotions; to raise our children in the way they should go; to seek the salvation of our family and friends; to walk with integrity in the world; to be just in our dealings, faithful in our promises, and exemplary in our conduct; to avoid all divisive talk, gossip, and slander, and abuse of intoxicating substances, and be zealous in our efforts to advance the kingdom of our Savior.

We further promise to watch over one another in brotherly love; to remember each other in prayer, to serve each other in sickness and distress; to cultivate Christian compassion and courtesy in speech; to be slow to take offense, but always ready for reconciliation, and mindful of the command of our Savior, to secure it without delay.

We moreover promise that when we depart from this place, we will as soon as possible unite with another gospel Church, where we can carry out the spirit of this covenant and the principles of God's Word.

May the grace of the Lord Jesus Christ, and the love of God, and the fellowship of the Holy Spirit be with us all. Amen.

ARTICLE 6. AMENDMENTS

The Constitution may be amended at any regular or special meeting of the Church by a three-fourths (3/4) majority vote of the members present and voting, provided (a) the proposed amendment is presented at a previous members' meeting, and made available to the members at least four (4) weeks before the meeting to act on the amendment; and (b) the meeting to consider the proposed amendment is announced at all Sunday morning services on four (4) consecutive Sundays before the vote is taken, one of which may be the same day as the meeting.

BYLAWS

ARTICLE 1. MEMBERSHIP

Section 1. Requirements for Membership

To qualify for membership in this Church, a person must be a believer in Jesus Christ who gives evidence of regeneration, who has been baptized, in obedience to Christ, following his or her regeneration, and who wholeheartedly believes in the Christian faith as revealed in the Bible. Each member must agree to submit to the teaching of the Bible as expressed in the Statement of Faith; must promise to keep the Biblical commitments expressed in the Church Covenant; and must agree to uphold the order and polity as presented in this Constitution and Bylaws. The Church shall be responsible for determining each person's qualification for membership, under the recommendation of the Elders. In making this determination, they may rely on a person's profession of faith, and other such evidence of grace, as the Elders deem appropriate.

Persons who are actively and unrepentantly engaged in any sinful practice or practice that contradicts or undermines the doctrine of the Church are not eligible for membership in this Church. Similarly, active and unrepentant engagement in any grievous sinful practice or practice that contradicts or undermines the doctrine of the Church is grounds for Church discipline as outlined below, up to and including removal from membership. A practice is "sinful" when it is contrary to the teachings of the Bible.

Section 2. Admission to Membership

To be admitted into Church membership, candidates shall be recommended by the Elders for admission and accepted by a two-thirds majority vote of the members present and voting at a duly called and noticed meeting of the membership. Upon admission, all candidates shall relinquish their membership in any other Churches.

Section 3. Duties and Privileges of Membership

In accord with the duties cited in the Membership Covenant, each member shall be privileged and expected to participate in and contribute to the ministry and life of the Church by prioritizing its Lord's Day meetings; by faithfully observing the ordinances of baptism and the Lord's Supper; by submitting to its discipline and instruction; and by regularly attending and voting on all matters submitted to the membership's vote at its members' meetings.

Under Christ, this congregation is governed by its members. Therefore, it is the privilege and responsibility of members to attend members' meetings and vote on such matters as may be submitted to a vote. The members of the Church shall have final earthly authority in all matters of Church governance, as set forth and described in this Constitution and Bylaws.

Only members shall be entitled to serve in the ministries or offices of the Church; non-members may serve on an ad hoc basis with the approval of the Elders. Nevertheless, non-members may serve the Church for purposes of administration and professional consultation.

Members are responsible to abide by the consensus of the Church body regarding matters of faith and practice as expressed in the Statement of Faith, the Church Covenant, and these Constitution and Bylaws, and agree to submit to the policies and procedures duly developed in support of the Constitution and Bylaws.

No member of this Church, nor any officer, nor any member of the Board of Directors 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 Church as a whole.

Section 4. Voting

The following matters shall be presented to the members at a regular or special members' meeting for a vote and shall be deemed approved upon obtaining the requisite majority indicated by the members present and voting at a duly called and noticed meeting of the membership.

- a) Election of officers other than Elders. A simple majority vote is required for all offices except Elder.
- b) Election or dismissal of Elders. A three-fourths majority vote is required.
- c) Calling of staff Pastors. A three-fourths majority vote is required.
- d) Admission into, or termination of membership. A two-thirds vote is required.
- e) The Annual Budget and any increase of more than one percent (1%) in the total expenses under the budget during the year. A simple majority vote is required.
- f) Acquisition or sale of real estate, building projects, or indebtedness secured by the real estate of the Church. A three-fourths majority vote is required.
- g) Amendments to the Constitution. A three-fourths majority vote is required.
- h) Amendments to the Bylaws. A two-thirds majority vote is required.
- i) Dissolution of the Church corporation or the disposition of all, or substantially all, of the Church assets. A three-fourths majority vote is required.
- j) Any other decision brought before a regular or special members' meeting for vote, as deemed necessary by the Elders. A simple majority vote is required unless otherwise provided in the Constitution or Bylaws.

Only the votes of members present shall be counted in determining whether the requisite majority is obtained. Abstentions shall not be counted as votes. Voting by proxy or absentee ballot is not permitted.

Voting shall be by voice vote or by show of hand or by secret ballot as determined by the moderator; provided, however, if a voice vote is taken, and there are any dissenting votes, a show of hands shall be required.

Section 5. Church Discipline

Church discipline is the process of correcting sin in the life of the congregation and its members. This can mean anything from correcting sin through a private word of admonition all the way to correcting sin by formally removing an individual from membership. Therefore, any member consistently neglectful of his or her duties as given in the Statement of Faith, the Church Covenant, and this Constitution and Bylaws; or guilty of conduct by which the name of our Lord Jesus Christ may be dishonored, and so opposing the welfare of the Church, shall be subject to Church discipline according to the instructions found in Matthew 18:15–17, 1 Corinthians 5 and other examples given in Scripture.

If private efforts are taken to bring about the member's repentance and reconciliation, yet are unsuccessful, or if private efforts are deemed inappropriate in light of the circumstances, one (1) or more members or Elders shall bring the matter to the attention of the Elder board. The Elders shall review and investigate the matter. After prayer and deliberation, the Elders may (a) dismiss the matter, (b) take disciplinary action (other than termination of membership, which may only be effected by a vote of the members), or (c) submit the matter (with or without a recommendation for action) to the members at a regular or special meeting for either consideration or a decision. If the Elders fail or refuse to act on the matter, the members may bring it up for consideration or a vote at a special members' meeting called in accordance with Article 2, Section 2.

Members who have been excommunicated by the Church shall be restored to full membership privileges in to the spirit of 2 Corinthians 2:7-8 when their conduct is deemed by the Elders and a vote of the membership to be in accordance with biblical repentance and the Statement of Faith, the Church Covenant, and this Constitution and Bylaws.

With all appropriate involvement from the Elders and congregation, Church discipline can result in admonition, deposition from office, and excommunication (see Matthew 18:15-17; 2 Thessalonians 3:14-15; 1 Timothy 5:19-20; 1 Corinthians 5:4–5; Galatians 6:1).

The purposes of such discipline should be:

- a) For the repentance, reconciliation, and spiritual growth of the individual disciplined;
See Proverbs 15:5; 29:15; 1 Corinthians 4:14; Ephesians 6:4; 1 Timothy 3:4–5; Hebrews 12:1–11; Psalm 119:115; 141:5; Proverbs 17:10; 25:12; 27:5; Ecclesiastes 7:5; Matthew

7:26–27; 18:15–17; Luke 17:3; Acts 2:40; 1 Corinthians 5:5; Galatians 6:1–5; 2 Thessalonians 3:6, 14–15; 1 Timothy 1:20; Titus 1:13–14; James 1:22.

- b) For the instruction in righteousness and good of other Christians, as an example to them;
See Proverbs 13:20; Romans 15:14; 1 Corinthians 5:11; 15:33; Colossians 3:16; 1 Thessalonians 5:14; 1 Timothy 5:20; Titus 1:11; Hebrews 10:24–25.
- c) For the purity of the Church as a whole;
See 1 Corinthians 5:6–7; 2 Corinthians 13:10; Ephesians 5:27; 2 John 10; Jude 24; Revelation 21:2.
- d) For the good of our corporate witness to non-Christians; and
See Proverbs 28:7; Matthew 5:13–16; John 13:35; Acts 5:1–14; Ephesians 5:11; 1 Timothy 3:7; 2 Peter 2:2; 1 John 3:10.
- e) Supremely for the glory of God by reflecting His holy character.
See Deuteronomy 5:11; 1 Kings 11:2; 2 Chronicles 19:2; Ezra 6:21; Nehemiah 9:2; Isaiah 52:11; Ezekiel 36:20; Matthew 5:16; John 15:8; 18:17, 25; Romans 2:24; 15:5–6; 2 Corinthians 6:14–7:1; Ephesians 1:4; 5:27; 1 Peter 2:12.

Section 6. Termination of Membership

Termination of membership in this Church occurs:

- a) When the Church, at a regular or special members' meeting, recognizes the voluntary resignation of a member, after they have joined themselves to another gospel-believing Church; or
- b) When a member of the Church has not been actively engaged in the regular activities as outlined in the Church Covenant for more than a year's period of time barring extenuating circumstances; or
- c) As an act of Church discipline, when two-thirds of the members present and voting at a regular or special members' meeting vote to terminate the membership of the member; or
- d) Upon the death of the member.

ARTICLE 2. WORSHIP SERVICES & MEETINGS

Section 1. Worship Services

Worship services shall be held on the Lord's Day and may be held throughout the week as the Church determines.

Section 2. Members' Meetings

In every meeting together, members shall act in a spirit of mutual trust, openness, and loving consideration, which is appropriate within the body of our Lord Jesus Christ, seeking to maintain the spirit of the Church Covenant.

- a) Regular Meetings. There shall be a regular members' meeting held at least every other month, beginning in January, at some time apart from a public worship service as agreed upon by the membership. The January meeting shall be considered the annual members' meeting of the members.
- b) Special Meetings. Special members' meetings may be called as when necessary by the Elders, or at the written request of at least five (5) percent of the voting membership of the Church. The voting membership consists of all regular members who are entitled to vote at members' meetings. Any request for a special members' meeting shall be signed by the members requesting the meeting and mailed or delivered in person to the Elders. The Elders shall call a special meeting to be held within one month of their receipt of the request.
- c) Place. Members' meetings shall be held at the Church meeting place or at such other place as may be designated by the Elders in the meeting notice.
- d) Notice. Written notice of the date and time of regular meetings shall be given at least two (2) weeks before the meeting date. Written notice of the date, time, and purpose of any special meeting shall be given at least two (2) weeks before the meeting date. Notwithstanding the foregoing, notice of a members' meeting to act on an amendment of the articles of incorporation, a plan of merger, a proposed sale, lease, exchange, or other disposition of all or substantially all of the Church assets, or the dissolution of the Church corporation shall be given not less than twenty-five (25) nor more than sixty (60) days before the meeting date.

Notices of regular or special meetings may be delivered in person; by mail or other method of delivery; or by telephone, voicemail, email, or other electronic means. Notice by electronic transmission constitutes written notice. Any telephone numbers, email addresses, or other electronic contact information provided to the Church by a member may be used for notice purposes; provided, however, such electronic contact information may be changed by the member at any time by providing written notice to the Church Clerk or administrative Secretary.
- e) Quorum. Provided all provisions for notification have been met, a quorum shall be understood to be met by those members present and voting at a duly called and noticed meeting of the membership.
- f) Moderator. The moderator shall be designated by the Elders and shall preside over all members' meetings of the Church.

- g) Minutes. Minutes of the regular and special members' meetings shall be taken and kept in the Church records under the custody of the Clerk.
- h) Matters Considered. The Elders shall see that the stated meetings of the Church are regularly held, that an agenda has been properly organized and is maintained, and that required reports are submitted to the Church by the responsible members in a timely manner.

The members shall only consider such matters as may be presented at members' meetings, following the submitted agenda. At any regular or special members' meeting, officers may be elected, and positions filled as needed, so long as all relevant requirements of the Constitution and Bylaws have been met. A budget for a new fiscal year shall be approved by the membership at a members' meeting no more than three (3) months before the end of the current fiscal year and no more than three (3) weeks after the start of the new fiscal year.

- i) Voting. Unless otherwise provided in the Constitution or Bylaws, matters presented to the members for vote shall be decided by a simple majority vote of the members present and voting at a duly called and noticed meeting of the membership.

ARTICLE 3. OFFICERS

Section 1. Summary

The biblical offices in the Church are Elders and Deacons. In addition, our Church recognizes the administrative offices of Clerk and Treasurer. All officers must be members of this Church prior to assuming their responsibilities.

Section 2. Elders

- a) Number and Qualifications. The authorized number of Elders shall be such a number as may from time to time be authorized by the Elders, but in no event fewer than three (3). The number may consist of members not in the employ of the Church as well as those who serve as Church staff.

Elders shall be spiritually mature men who satisfy the qualifications for the Office of Elder set forth in 1 Timothy 3:1–7 and Titus 1:6–9. No Elder may hold the Office of Deacon during his tenure.

- b) Duties. In keeping with the principles set forth in Acts 6:1–6 and 1 Peter 5:1–4, the Elders shall devote their time to prayer, the ministry of the Word (by teaching and encouraging sound doctrine), and shepherding God's flock. Subject to the will of the congregation, the Elders shall oversee the ministry and resources of the Church.

The Elders shall take particular responsibility to examine and recommend all prospective members, examine and recommend all prospective candidates for officers and positions,

oversee the work of the Deacons and appointed Church agents and teams, lead worship services, administer the ordinances of baptism and the Lord's supper, equip the membership for the work of the ministry, encourage sound doctrine and practice, admonish and correct error, oversee the process of Church discipline, give direction and promote the ministries of the Church, and mobilize the Church for evangelism and world missions.

The Elders are further to ensure that all who minister the Word to the congregation, including outside speakers, share our fundamental convictions. The Elders may establish ministry positions or teams to assist them in fulfilling their responsibilities. The Elders may also propose funding for new paid staff positions. The scope and approval of job descriptions for any staff position shall reside in the hands of those with hiring authority for that position. The Elders shall have primary responsibility for the employment, supervision, and evaluation of staff members. This responsibility may, on a case-by-case basis, be delegated to another staff member.

The Elders, with the consultation of the Deacons, financial team, and the membership, shall each year present to the Church an itemized budget. This budget shall be presented for discussion and called up for a vote at the next members' meeting. No money shall be solicited by or on behalf of the Church or any of its ministries without the approval of the Elders.

- c) Meetings. The Elders shall elect a Chairman/Moderator of Elders' meetings. Meetings of the Elders shall be conducted in accordance with the Constitution and Bylaws and any procedures adopted by the Elders. Unless otherwise provided by the Constitution and Bylaws or any procedures adopted by the Elders, the act of the majority of the Elders present at a meeting at which a quorum is present shall be the act of the Elders.
- d) Action without Meeting. Any action required or permitted to be taken by the Elders may be taken without a meeting, if all of the Elders, individually or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Elders. Such written consents or consent shall be filed with the minutes of the proceedings of the Elders.
- e) Minutes. Minutes of the meetings of the Elders shall be recorded and circulated to the Elders in a timely manner.
- f) Quorum. A quorum of Elders shall consist of a simple majority of the Elders of the Church present at the meeting in which the motion is voted upon.
- g) Election and Terms. The Church shall recognize, in accordance with Article 5, Section 2 of the Bylaws, men gifted and willing to serve in the calling of Elder. These men shall be received as gifts of Christ to His Church and set apart as Elders. Except in the case of the lead or associate Pastor(s), this recognition shall be reaffirmed by the Church triennially by a three-fourths majority vote of the members present at a duly called and noticed meeting of the membership. If the Church fails to reaffirm its recognition of an Elder,

such Elder's term of office shall terminate as of the third anniversary of his election as Elder. After an Elder, other than the Lead or Associate Pastor(s), has served six (6) consecutive years, he must take a sabbatical of at least one (1) year before he is eligible to be reelected to the Office of Elder.

While the ordinary length of continuous service for Elders, other than the lead or Associate Pastor(s), is six (6) years, the Elders in their discretion may present a nomination for an Elder to serve for a designated term of less than six (6) years. If elected to a term of more than three (3) but less than six (6) years, such Elder shall also be subject to reaffirmation after three (3) years. In addition, should such Elder serve six (6) consecutive years, he must take a sabbatical of at least one (1) year before he is eligible to be reelected to the Office of Elder.

Any two (2) members with reason to believe that an Elder, including the Lead Pastor or an Associate Pastor, should be dismissed should express such concern first to the Elders and thereafter to the congregation at any members' meeting. An Elder may be removed from office upon the recommendation of the Elders. Dismissal requires a members' meeting specifically called for that purpose and a vote of at least three-quarters of the members present and voting on the question.

Section 3. Deacons & Deaconesses

- a) **Qualifications and Duties.** A Deacon or Deaconess shall be a Church member who satisfies the requirements and description in 1 Timothy 3:8–13 and Acts 6:1–7. Subject to the direction and oversight of the Elders, Deacons and Deaconesses serve the congregation by caring for the temporal and practical needs of the members, tending to the accommodations for public worship, and assisting the Elders as needed. In addition, they may assist in the maintenance of properties, administration of benevolence funds, and perform other duties needed within the Church. The Deacons and Deaconesses, with the agreement of the Elders, may establish unpaid positions or teams of members to assist them in fulfilling their responsibilities in the Church as laid out in the Policies & Procedures Handbook.
- b) **Election and Terms.** The Church shall recognize, in accordance with Article 5, Section 2 of the Bylaws, men and women who are giving of themselves in service to the Church, and who possess particular gifts of service. These members shall be received as gifts of Christ to His Church and set apart as Deacons and Deaconesses. They shall be nominated by the Elders and elected to serve for a term of three (3) years, or until their successors for their respective ministry areas are elected, and thereafter may be elected to another term after a sabbatical of one (1) year.

Any two (2) members with reason to believe that a Deacon and Deaconess should be dismissed should express such concern first to the Elders and thereafter to the congregation at any members' meeting. A Deacon and Deaconess may be removed from office upon the recommendation of the Elders and the subsequent agreement of three-

fourths of the members present and voting at a duly called and noticed meeting of the membership.”

In the event a diaconate position becomes vacant, the Elders may appoint a person to fill that position and assume its responsibilities, until such time as some person can be duly recognized by the Church as a Deacon pursuant to Section 3.

- c) Meetings. The Deacons and Deaconesses will not meet together regularly as an official body. Each diaconate position shall serve a particular need of the Church as laid out in the Policies & Procedures Handbook and shall be created or dissolved upon the recommendation of the Elders and the subsequent approval of a majority of the members present and voting at any members’ meeting. Additionally, should the Elders deem it necessary to organize a meeting of the Deacons, they may do so at their discretion.
- d) Relationship with the Elders and the membership. The Deacons and Deaconesses shall come under the direction and guidance of the Elders of the Church and see themselves as servants of the membership. In maintaining the model set forth in Acts 6:1-7, the Deacons and Deaconesses shall help further the vision and direction of the Elders for the Church, by helping facilitate and organize the ministry of the Church in such a way that creates a growing atmosphere of service among the members of the Church, as outlined in the Policies & Procedures Handbook.

Section 4. Clerk

The Clerk shall be responsible for recording the minutes of all members’ meetings of the Church, preserving an accurate roll of the membership, and rendering reports as requested by the Elders, the Deacons, and the Church. The Church Clerk shall also ensure that dated copies of the most recent version of the Constitution & Bylaws are available for all members. In the absence or incapacity of the Clerk, the Elders shall appoint another member to perform the duties of the Clerk. The Clerk shall be nominated by the Elders and elected by the members to serve a term of one (1) year, or until a successor is elected.

Section 5. Treasurer

The Treasurer, who shall not be a paid Church staff member, shall ensure that all funds and securities of the Church are properly secured in the name of the Church in such banks, financial institutions, or depositories as appropriate. The Treasurer also shall keep full and accurate accounts of receipts and disbursements in books and records belonging to the Church and implement adequate controls to ensure that all funds belonging to the Church are appropriately handled by any officer, employee, or agent of the Church.

The Treasurer shall be responsible for presenting financial reports of the account balances, revenues, and expenses of the Church at a regular members’ meeting; this responsibility may be delegated with the approval of the Elders. The Treasurer shall render to the Elders an account of all transactions as Treasurer and of the financial condition of the Church as requested by the Elders, but in any event at least annually. The Treasurer shall be nominated by the Elders and

elected by the members to serve a term of three (3) years, or until a successor is elected. The Treasurer may serve successive terms, as deemed appropriate by the Elders and approved by the membership.

Section 6. Termination

Any officer's term may be terminated prior to its expiration by resignation or by dismissal. Any two (2) members with reason to believe that an officer should be dismissed should express such concern first to the Elders and thereafter, if need be, to the congregation at any regular or special members' meeting. Any such action shall be done in accordance with the instructions of our Lord in Matthew 18:15–17 (and, in the case of Elders, 1 Timothy 5:17–21). Any officer may be dismissed by a three-fourths majority vote of the members present at any regular or special meeting of the members.

ARTICLE 4. PASTORAL STAFF

Section 1. The Parity of Elders

In the New Testament, the office of Elder is given to spiritually mature men to exercise spiritual care, oversight, and authority in the local Church. Elders are also called Overseers (or Bishops) and Pastors, and all Elders possess equal authority in their spiritual oversight of the Church (see Article 3, Section 2). However, it may be wise to bring some Elders into the employ of the Church so that they may devote more of their time to the work of ministry. Such Elders are assigned the titles of Lead Pastor and Associate Pastor(s). These titles serve a) to indicate the different roles of Elders in the employ of the Church and b) to show the structure of supervision within the Church's staff. Therefore, while the Biblical titles of Elder and Pastor are synonymous with respect to spiritual authority and responsibility, the title of 'Pastor' in the following sections describes Elders in the employ of the Church in order more clearly to define their roles.

Section 2. Lead Pastor

The Lead Pastor shall be an Elder. He shall perform the duties of an Elder described in Article 3, Section 2, and shall be recognized by the Church as particularly gifted in vision and direction and called to the full-time ministry of preaching and teaching the Word of God. His call shall not be subject to the triennial reaffirmation or to the term limitation for Elders set out in Article 3, Section 2b.

His call shall be defined as per Article 5, Section 3, and he shall be seen as a leader among equals. He shall regularly preach on the Lord's Day and perform such other duties as pertain to the work of an Elder, or as set forth in this Constitution & Bylaws. The Lead Pastor shall have the primary responsibility for the supervision and evaluation of the staff members. This responsibility may, on a case-by-case basis, be delegated to another staff member. In the absence or incapacity of the Lead Pastor, the other Elders shall assume responsibility for his duties, any of which may be delegated.

Section 3. Associate Pastor

The Church may call additional Pastors whose relationship to the Lead Pastor is that of Associate. An Associate Pastor shall be an Elder. He shall perform the duties of an Elder described in Article 3, Section 2, and shall be recognized by the Church as particularly gifted and called to the full-time work of an Elder. His call shall not be subject to the triennial reaffirmation or to the term limitation for Elders set out in Article 3, Section 2b.

His call shall be defined as per Article 5, Section 4. He shall assist the Lead Pastor in the performance of his regular duties and shall perform any other duties as usually pertain to the work of an Elder, or as set forth in this Constitution & Bylaws, or which may be specifically assigned to him by the membership. In the absence or incapacity of the Lead Pastor for defined periods of time (such as sabbatical or illness), the associate Pastor(s) shall assume the responsibility for his duties under the oversight of the fellow Elders.

Section 4. Pastoral Assistants

The Elders may deem it necessary to hire additional staff to assist with Pastoral ministry, designated as Pastoral assistants. These shall not be Pastors, unless they are recognized as Elders by the congregation in accordance with Article 3, Section 2. The Elders shall assign the responsibilities and compensation of the Pastoral assistant(s), as it falls within the Church budget or is further approved by the membership. They shall serve at the will of the Elders, and the position shall be reviewed no less than annually and may be extended with the approval of the Elders.

ARTICLE 5. ELECTIONS

Section 1. Principles

The process for Church elections shall be interpreted and carried out to fulfill the following principles:

- a) Substantial prayer, both individually and corporately, should be an integral part of the election process;
- b) Nominations should proceed with the support of the Elders;
- c) All candidates for Church office should be treated with the grace, kindness, and honesty appropriate in evaluating fellow members;
- d) The election process shall express that spirit of mutual trust, openness, and loving consideration that is appropriate within the body of our Lord Jesus Christ.

Section 2. Selection of Officers

The election of officers shall be held at a duly called and noticed members' meeting of the Church. The Elders shall be responsible for nominating candidates to serve as officers of the Church but should seek recommendations and involvement from the membership in the nomination process. Names of nominees to serve as Elders, Deacons, Clerk, or Treasurer shall be presented by the Elders at a members' meeting at least eight (8) weeks prior to the election, and the election shall proceed as directed by the moderator. Any member with reason to believe that a nominated candidate is unqualified for an office should express such concern to the Elders. Members intending to speak in opposition to a candidate should express their objection to the Elders as far in advance as possible before the relevant members' meeting.

For the office of Elder, the moderator shall declare elected all men receiving three-fourths majority vote of the members present. For all other offices, the moderator shall declare elected all persons receiving a simple majority vote of the members present. The persons elected shall assume their respective offices upon election unless another date has been specifically designated.

Section 3. Calling of the Lead Pastor

For calling any man to the position of Lead Pastor, the same process of calling an Elder must be followed. In addition, however, the Church must be given adequate opportunity to assess the preaching gifts of any potential Lead Pastor and, before being asked to express its judgment, must receive assurance from the Elders that, having interviewed the man concerned, they are in no doubt as to his wholehearted assent to the Statement of Faith and Church Covenant. Notice of the nomination of a man to be elected to membership and called as Lead Pastor (which shall include, if necessary, election to membership of his wife if he is married) must be given at all Church services on two (2) Sundays following the nomination, prior to the vote at a members' meeting.

Section 4. Calling of an Associate Pastor

For calling any man to the position of Associate Pastor, the same process of calling an Elder must be followed. In addition, however, the Church must be given adequate opportunity to assess the shepherding gifts of any potential Associate Pastor and, before being asked to express its judgment, must receive assurance from the Elders that, having interviewed the man concerned, they are in no doubt as to his wholehearted assent to the Statement of Faith and Church Covenant. Notice of the nomination of a man to be called as Associate Pastor (which shall include, if necessary, election to membership of him and his wife if he is married) must be given at all Church services on two (2) Sundays following the nomination, prior to the vote at a members' meeting.

ARTICLE 6. CORPORATE BOARD OF DIRECTORS

For purposes of the Corporation Laws of the Commonwealth of Virginia:

Section 1. Directors

The Directors of the Church Corporation shall consist of the Elders of the Church Corporation, and the corporate powers of the Church Corporation shall be exercised by or under their authority. No salary or compensation shall be paid to any Director in his capacity as a Director, but nothing herein shall be construed to preclude any Director from serving the Church in any other permitted capacity and receiving reasonable compensation therefor. Moreover, Directors may receive reasonable reimbursement for Church-related travel and other approved expenses upon request and submission of proper written documentation. As stipulated in the Articles of Incorporation, the active members of the Church shall confirm that the existing Elders shall serve as the Directors of the Corporation at the first annual meeting of the members and at each subsequent annual meeting. Each Director shall serve for a term that is co-extensive with his term as an Elder of the Church until his resignation, the expiration of his term, or by dismissal.

Section 2. Duties and Powers

Subject to the provisions of the Code of Virginia and any limitations in the Articles of Incorporation and this Bylaws relating to action required to be proved by the members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

1. Represent the Church in any legal action, including, but not limited to, all property management, loans, and contracts, except that they shall have no power to buy, sell, mortgage, lease, or convey any real property without a vote of the Church members authorizing such action;
2. Prescribe the manner of making signature or endorsement of bills of exchange, notes, drafts, checks, acceptance, obligations and other negotiable paper or other instruments for the payment of money;
3. Designate the officer or officers (in addition to the Treasurer), agent or agents, who shall from time to time be authorized to make, sign or endorse said instruments on behalf of the Church;
4. Prescribe the manner of handling any assets, or gifts in kind;
5. Prescribe the handling of any trust, express or implied, created or held for the benefit of the Church pursuant to an instrument or to other directions creating the trust. Such trusts will be held and administered according to the intent of the creator of the trust insofar as it does not conflict with the purpose, policy or ministries of the Church; and

6. Perform any other duties as are assigned by the Church, provided that none of their actions shall conflict with the Constitution and Bylaws, policies or ministries of the Church.

Section 3. Board Committees

The Elders, serving in their capacity as the Board of Directors, may appoint two (2) or more persons from among their own number to serve as special and standing board committees, which shall have such powers and duties as shall from time to time be prescribed by the board. All members of such committees shall serve at the pleasure of the board. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the board from any responsibility imposed by law. Unless otherwise provided in the resolution of the Board of Directors designating a committee or in rules that the board subsequently adopts, a majority of the committee members shall be necessary and sufficient to constitute a quorum for the transaction of business of the committee, and the act of a majority of the committee members present and voting at a duly constituted meeting of the committee shall be the act of the committee. Other rules governing procedures for meetings of any committee of the board shall be established by the Board of Directors, or in the absence thereof, by the committee itself.

Section 4. Officers

In accordance with Section 13.1-852.1 of the Code of Virginia, unless otherwise determined by a resolution of the Directors or members, this Constitution and Bylaws shall represent agreement among and between the members and Directors providing the members with the right to elect and remove the officers of the corporation.

The officers of the Church Corporation shall be President, Chairman, Treasurer, and Secretary. Unless otherwise determined by the Directors, the Lead Pastor shall serve as the President, the Chairman of the Elders shall serve as the Chairman, the Church Clerk shall serve as the Secretary, and the Church Treasurer shall serve as the Treasurer of the Church Corporation. In the event of a vacancy in the Office of Secretary or Treasurer because of death, resignation, removal, disqualification, or any other reason, the Directors may appoint a member of the Church to serve in such office on an interim basis until such time as a successor has been nominated and elected by the Church.

Section 5. Annual Meeting of the Directors

The annual meeting of the Board of Directors shall be held contemporaneously with the first Elders' meeting of the fiscal year. Notice of such Elders' meeting given in accordance with the procedures established by the Elders shall constitute proper notice of the annual meeting of the Board of Directors.

Section 6. Annual Meeting of the Members

The annual meeting of the members shall be held contemporaneously with the first members' meeting of the fiscal year. Notice of such members' meeting given in accordance with Section 2.2 shall constitute proper notice of the annual meeting of the members.

Section 7. Offices

- a) The Corporation shall continuously maintain a registered office and registered agent within the Commonwealth of Virginia.
- b) The principal office of the Corporation shall be located in 1407 Kenwood Blvd SE, Roanoke, Virginia, or such place as shall be determined by the Board of Directors.

ARTICLE 7. FINANCIAL & LEGAL POLICIES

Section 1. Budget & Audit

The Elders, with the consultation of the Deacons, financial team, and the membership, shall prepare and submit an annual budget to the Church at a regular members' meeting. At the meeting, the inclusive budget shall indicate the amount needed and sought for all local and other expenses. The Elders, or their designee, shall arrange for an annual review or audit of a type and nature they deem appropriate; however, every five (5) years, the Church shall conduct either a review or audit by an outside auditor.

Those teams or persons who have been allocated funds in the budget may spend such allocations according to the established procedure given in the Policies & Procedures Handbook, without further approval from the membership, so long as the Treasurer who releases such funds concurs that the expenditure is within the budgeted allotment and verifies that the Church has the money to cover such expenditure.

Any expenditure, outside of the allocated funds, under the amount of one thousand dollars (\$1,000.00) shall require approval from the Elders, as well as two (2) authorized signatures from two (2) disinterested officers and may be done without consulting the Church in a members' meeting. Any purchase outside of the allocated funds, over the amount of one thousand dollars (\$1,000.00) shall require approval from the Elders and must be presented at a regular members' meeting for approval from the membership. Those bringing the motion before a members' meeting to spend Church funds that are not budgeted or that are in excess of allocated funds must present the request in writing to the Elders, who will consult with the financial team, at least two (2) weeks prior to the members' meeting in which they hope to present the motion.

Lastly, should there be a catastrophic event that requires immediate financial action on the part of the Church, the Elders will work in concert with the Deacons and financial team to fulfill that need as it is within our means. Additionally, the Elders will call a special meeting as soon as possible to update the membership and make any necessary corporate decisions at that time.

Section 2. Accounting Procedures

All funds received for any and all purposes shall pass through the hands of the Treasurer or someone of their designation and be properly recorded on the books of the Church. The establishment of a system of accounting for handling of all funds shall be the responsibility of the Elders.

Section 3. Deposits

The financial team in concert with the Elders shall select banks, trust companies, or other depositories in which all funds of the Church not otherwise employed shall, within thirty (30) days of receipt, 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 as designated by the Church; normally being the Treasurer.

Section 5. Fiscal Year

The fiscal year of the Church shall be from January to December. The Elders in concert with the financial team 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 on the fiscal year basis. All funds handled by any and all organizations shall be reported to the financial team and to the Elders.

Section 6. Designated Contributions

The Church may accept any designated contributions, endowment, grant, bequest, or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions shall be accepted for special purposes, or uses as approved by the Elders, 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 will be used to carry out the Church's tax-exempt purposes.

Section 7. Benevolence Fund

The Deacon(s) of member care, working in concert with the Elders, shall establish procedures to receive and disburse by checking all funds allocated to them in a Benevolence Fund, as outlined in the Policies & Procedures Handbook. It will be the duty of the Deacon(s) of member care or a designated Benevolence team to determine needs of the congregants or others in the community as they arise.

Section 8. Partnerships, Joint Ventures, LLC's & Auxiliary Corporations

Upon approval by the members, the Elders 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 Church determines shall advance the religious purposes and goals of the Church as described herein and not violate the Church's tax-exempt status.

Section 9. Purchase or Sale of Property or Borrowing

No officers or agent of the Church may purchase or sell real or personal property on behalf of the Church unless authorized. The purchase or sale of real property must be advised by the Elders and authorized by the members, and the purchase or sale of personal property must be authorized by the Elders, according to these Bylaws. Any borrowing of money must be advised by the Elders and approved by the members according to these Bylaws.

ARTICLE 8. BIBLICAL DISPUTE RESOLUTION

Believing that the Bible commands Christians to make every effort to live at peace and to resolve disputes with each other in private or within the Christian Church (see, e.g., Matthew 18:15, 1 Corinthians 6:1-8), the Church expects its members to resolve conflict among themselves according to biblically based principles as outlined below, without reliance on the secular courts.

Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. Jurisdiction and venue shall be the county and state where the Church is located, and Virginia Law will apply to the dispute. 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 will not diminish any insurance coverage maintained by the Church.

ARTICLE 9. INDEMNIFICATION

Section 1. Mandatory

If a legal claim or criminal allegation is made against a person because he or she is or was a Director, officer, employee, or agent of the Church, the Church shall provide indemnification against liability and costs incurred in defending against the claim if the Elders determine that the person acted (a) in good faith, (b) with the care an ordinarily prudent person in a similar position would exercise under similar circumstances, and (c) in a manner the person reasonably believed

to be in the best interest of the Church, and the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Permissive

With the unanimous decision of the Elders, the Church also may indemnify any person who acted in good faith and reasonably believed that his or her conduct was in the Church's best interest and not unlawful.

Section 3. Determination

If a quorum of the Elders is not available for an indemnification determination because of the number of Elders seeking indemnification, the requisite determination may be made by the membership or by special legal counsel appointed by the membership.

Section 4. Insurance

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 Elders, Deacons, and officers.

ARTICLE 10. NONPROFIT STATUS

Section 1. Private Inurement

No part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distribution in furtherance of the purposes set forth in Article 1, Section 2 hereof.

Section 2. Political Involvement

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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE 11. THE CHURCH AS EMPLOYER

Section 1. At Will Employment

The Church is an at will employer and has the right to terminate any employee at any time, pursuant to the requirements of these Bylaws and the laws of the United States and the Commonwealth of Virginia. Any document to the contrary is superseded by this Bylaw.

Section 2. Religious Employer

The Church is a religious employer and deems every employee necessary to fulfill its religious purposes. Every employee is required to adhere to the Church's Statement of Faith and moral teachings.

ARTICLE 12. ECCLESIASTICAL AUTHORITY

Any disputes that arise over the interpretation of this Church's Constitution, Bylaws, doctrine and/or moral teachings shall be deferred to the highest authority of this Church, the Board, which shall serve as the highest tribunal in this Church.

ARTICLE 13. MUTUAL INTEREST

The behavior of anyone in fellowship with this Church is of common interest to the Board of Directors and the membership. (Gal. 6:1) This Church requires every Director, employee, ministry leader, and volunteer adhere to a lifestyle that is consistent with the doctrines and moral teachings of this Church as taught in the Holy Scriptures.

ARTICLE 14. CONFLICT OF INTEREST

No Director, officer, staff member, committee member, or other such person in a position of leadership shall be disqualified, by reason of his or her office, from dealing or contracting with the Church, either as vendor, purchaser, or otherwise.

No lawful transaction or contract of the Church shall be void or voidable on the grounds that any such person or entity in which such person has any financial interest or membership, is in any way interested in the transaction or contract, provided that: (1) the person's interest in the transaction was disclosed or known to the Board or the appropriate committee thereof prior to the transaction or contract being approved, and (2) the Board or committee thereof authorized, approved or ratified the transaction or contract without counting in the vote any such interested person; and (3) the transaction or contract was fair to the Church.

No accounting of profit/loss from the transaction or contract shall be required of a Director, officer, staff member, committee member, or other such person in a position of leadership when approval is granted under the conditions of this Article.

ARTICLE 15. OTHER ENTITIES

The Church by action of the Membership may create other such legal entities as necessary to further the purpose of the Church, including but not limited to additional non-profit corporations,

non-profit holding companies, and for-profit companies (whether a corporation or limited liability company) designed to promote the Church's stated purposes, but which may not qualify for tax-exempt status pursuant to the Internal Revenue Code of 1986.

ARTICLE 16. EMERGENCY BYLAWS

In the event of an emergency that prevents the membership from physically meeting to conduct the business of the Church, the Board of Directors may adopt Emergency Bylaws to provide for the continued operation of the Church, including but not limited to changing or postponing the dates for membership meetings, extending the terms of current Directors, officers, committee members, and the like, and appointing new Directors, officers, and committee members as necessary.

All Emergency Bylaws shall expire upon a physical meeting of the membership, wherein the membership shall take such action as required to continue the operation of the Church.

This Article shall not be construed to eliminate any other provision of the Virginia Nonstock Corporation Act regarding Emergency Bylaws so long as that provision is not in conflict with this Article.

ARTICLE 17. DISSOLUTION

In the event that it is determined that there is reasonable cause to dissolve the Waverly Place Baptist Church, the Elders shall recommend dissolution to the membership. The Elders shall call a special members' meeting as set out in Article 2, Section 2. Notice of the meeting shall be sent in writing to the membership and posted at all entrances to the Church building no less than sixty days prior to the meeting. The notice shall state that the purpose of the meeting is to consider dissolution of the Church and how the assets of the Church will be distributed after all creditors have been paid. At least two-thirds of the members present at the meeting must vote in the affirmative to approve the proposal of dissolution.

After approval of dissolution by the members, all of the Church's debts shall be fully satisfied. None of its assets or holdings shall be divided among the members or other individuals, but shall be irrevocably designated, as approved by a simple majority of the members present at a members' meeting, to one or more religious organizations which meet the qualifications described in Section 501(c)(3) of the Internal Revenue Code and which are in agreement with the letter and spirit of this Church's Statement of Faith. Any such assets not so disposed of shall be disposed of exclusively for such exempt purposes by a court of competent jurisdiction where the principal office of the corporation is then located.

ARTICLE 18. AMENDMENTS

The Bylaws may be adopted or amended at any regular or special meeting of the Church by a three fourths (3/4) majority vote of all members present, provided (a) the proposed amendment is

presented at a previous members' meeting, and mailed or made available to the members at least four weeks before the meeting to act on the amendment; and (b) the meeting to consider the proposed amendment is announced at all Sunday morning services on two consecutive Sundays before the vote is taken, one of which may be the same day as the meeting.