

# METRO EAST BAPTIST CHURCH BYLAWS

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1. Name

The name by which this organization shall be known in law shall be "Metro East Baptist Church," referred to herein as "the church."

2. Constitution

The Constitution of the church, which is subordinate to the Scriptures of the Old and New Testaments, consists of the statement of faith. Whenever possible, these Bylaws shall be interpreted so as to be consistent with the Constitution; should any bylaw be found to contradict a provision of the Constitution, the Constitution shall control.

3. Organization and Incorporation

The organization shall be organized as a nonprofit corporation under the laws of the State of Kansas.

4. Purpose and Limitations

- a. By the grace and for the glory of God alone Metro East will promote the supremacy of Jesus Christ in all of life for the joy of all people and seek to:
  - Honor God with biblical and excellent worship that engages both mind and affections;. Faithfully proclaim the Word of God; Strive for a fellowship that demonstrates in both word and deed the beauty of the Gospel; Train disciples of Jesus who gladly reflect the holiness of God in all of life; Equip and send out disciples to love our community with the mercy and hospitality of Jesus Christ;

and Give cheerfully and sacrificially from our God-given resources for the building up of the church.

- b. To operate exclusively for religious, charitable, and educational purposes within the classification of legal charities; and no part of the net earnings of the organization shall inure to the benefit of any private stockholder or individual; and no substantial part of the activities of the organization, or any receipt of its funds, shall be utilized for any other purpose except those purposes mentioned above;
- c. To handle affairs pertaining to property and other temporal matters as required by the civil authorities.
- d. The church shall not have or issue shares of stock, and no dividends shall be paid. No part of the income or assets of the church shall be distributed to any member or officer without full consideration. The church is prohibited from lending money to guarantee the obligation of a member or officer of the church. No member or officer of the church has any vested right, interest or privilege in or to the assets, property, functions, or activities of the church. The church may contract in due course, for reasonable consideration, with its members or officers without violating this provision.
- f. Public services will be held on Sunday and as the church otherwise determines. The Lord's Supper shall be celebrated at least quarterly. All believers in the Lord Jesus Christ are to be encouraged to participate.

## 5. Location of Office

The registered office of the church shall be located within Kansas at the address of the church's registered agent. The Board of Directors (also known as the Church Council) or a majority of the members may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the Secretary of State.

## 6. Membership

- a. The membership shall consist of such persons as confess Jesus Christ to be their Savior and Lord and 1) who have been baptized by immersion upon the authority of a New Testament church, endorse the Articles of Faith adopted by the Southern Baptist Convention, and have completed or will complete a church membership class before being presented for membership to church; or 2) who are transferring from other Baptist churches of like faith and order, upon letters of dismissal or satisfactory substitutes thereof. All candidates for membership shall be subject to

acceptance by vote of the existing members at a business meeting of the church. Members are expected to be faithful in all duties essential to the Christian life, to attend the services of the church, to give regularly for its support and causes, and to share in its organized work.

- b. The government of this church is vested in the body of believers (members) who compose it. This church will be, and is always to be, a sovereign, autonomous Southern Baptist church, self-governing on all matters by a majority of the body of believers (members) who compose it. Every member of the church who is at least eighteen years old in good standing is entitled to one vote at any election and on all matters brought before the congregation. Voting by proxy shall not be permitted. The pastor shall also be entitled to vote.
- c. Members may be removed from membership at their own request by informing the Board of Elders of their intention to withdraw and the reasons therefore. If a member requests to withdraw because of specific problems or disappointments with the church, the Board of Elders shall attempt to resolve those matters so that the member may remain in the church and enjoy greater fruitfulness and personal spiritual growth. If the Board of Elders is unable to resolve those matters, it shall offer to assist the member in locating a church of like faith and practice that can respond more effectively to his gifts and needs. If it appears to the Board of Elders that a member has requested removal merely to avoid church discipline, that request shall not be given effect until the disciplinary process has been properly concluded.
- d. Members may also be removed from membership by recommendation of the Board of Elders when they: persistently, over an extended period of time, and without adequate reason absent themselves from the stated services of the church; unite with a church of another denomination; cannot be found for a period greater than two years; or are removed by reason of church discipline in conformity with scriptural principals. Any person whose membership has been terminated for such reason may, upon evidence of repentance and reformation or upon other satisfactory explanation, be restored upon recommendation of the Board of Elders and majority vote of the church.

## 7. Elders and Deacons

- a. Elders and deacons must be male voting members. In order to be eligible for election, a man shall have been a member in good standing in the church for at least one year, shall have received appropriate training under the direction or with the approval of the Board of Elders, and shall have served the church in functions requiring responsible leadership. Those who hold the office of elder or deacon shall meet the qualifications set forth in I Timothy 3:2-7, and I Peter 4:19 through

5:4, and be or have been ordained to serve Christ' body, the Church, upon the authority of a Southern Baptist Church. The number of elders and deacons shall be established according to the church needs as recommended by the senior pastor and finally approved by the active boards of elders or deacons.

- b. Elders, individually and jointly with the pastor, are to lead the church in the service of Christ. They are to watch diligently over the people committed to their charge to prevent corruption of doctrine or morals. Evils that they cannot correct by private admonition they should bring to the notice of the Board of Elders. They should visit the people, especially the sick, and comfort the mourning. They should pray with and for the people. The Elders shall support the Senior pastor's preaching and teaching ministry and coordinate and disseminate the vision for the church and ensure doctrinal integrity. They shall oversee all matters concerning the conduct of public worship and shall promote the spiritual growth and evangelistic witness of the congregation. As part of their shepherding role, the elders will interview prospective new members, execute any required member discipline, and oversee an exit interview process. The elders shall also establish, maintain, and execute a process whereby the Senior Pastor and ministerial staff are held accountable for their Spiritual Life, family responsibilities, and overall conduct and behavior. The Board shall have final authority on all matters except as are delegated to such other boards herein and subject only to the authority of the congregation.
- c. Deacons shall show forth the compassion of Christ in a manifold ministry of mercy toward the saints and strangers on behalf of the church. As delegated and directed by the Board of Elders, they shall minister to the temporal needs of members and friends. Other forms of service for the church may also be committed to the deacons. To accomplish this task, the Deacons will work in concert with the leaders of the church's various small groups to identify and meet the needs of those involved in those small groups. The Board of Deacons shall choose its own officers from its membership. The Deacons will inform the elders of significant issues in the body and consult with them as required to address those needs. The deacons shall be responsible for the preparation and serving of the Lord's Supper.
- d. Any voting member may propose to the Board of Elders nominations for the offices of elders and deacons. The Board of Elders shall certify those nominees whom, upon examination, it judges to possess the necessary qualifications for office. An elder or deacon who had been previously certified but who resigned from or was divested of the office must be re-certified. By at least one Lord's Day preceding the date appointed for the election, the Board of Elders shall announce to the church the names of those it has certified. Election shall be from those certified. Voting on the election of elders and deacons shall be done by secret

ballot, and each vote shall be cast either in favor of or against the election of each candidate, and those candidates receiving the vote of a majority in favor of their election shall be deemed elected. Elders and deacons shall be elected for three-year terms of service. If an elder or deacon is elected at a meeting other than the annual congregational meeting, his regular term shall expire at the time of the second annual congregational meeting following his election. Any candidate for elder or deacon, who has not previously been ordained, shall be ordained prior to beginning service as an active elder or deacon.

- e. An elder or deacon may be divested of his office by church discipline for an offense in doctrine or life. He may also be divested upon a two-thirds (2/3) vote of the congregation. An elder or deacon also may resign from his office.

8. Pastor

- a. The senior pastor is responsible for leading the church to function as a New Testament church. The senior pastor will (1) proclaim the Gospel to believers and unbelievers, (2) lead the church to engage in a fellowship of worship, witness, education, ministry, and application, (3) care for the church's members and other persons in the community, and (4) lead the congregation, the organizations, and the church staff to perform their tasks. He shall preside at all meetings of the church, except as herein provided, shall be a member of the board of elders, and be an ex-officio member of the deacons, all church committees, and all church organizations. It is the charge of the pastor to feed and tend the flock as Christ's minister and with the other elders to lead them in all the service of Christ. It is his task to conduct the public worship of God; to pray for and with Christ's flock as the mouth of the people unto God; to feed the flock by the public reading and preaching of the Word of God, according to which he is to teach, convince, reprove, exhort, comfort, and evangelize, expounding and applying the truth of Scripture with ministerial authority, as a diligent workman approved by God; to administer the sacraments; to bless the people from God; to shepherd the flock and minister the Word according to the particular needs of groups, families, and individuals in the congregation, catechizing by teaching plainly the first principles of the oracles of God, visiting in the home of people, instructing and counseling individuals, and training them to be faithful servants of Christ; to minister to the poor, the sick, the afflicted, and the dying; and to make known the gospel to the lost.
- b. A senior pastor shall be chosen and called by the church whenever a vacancy occurs. A pulpit committee of seven members from the church as a whole shall be nominated by the elders and elected by the church to seek a suitable senior pastor. This committee shall report to and make its recommendations to the elders which shall consider the recommendations of the committee and determine

whether to recommend the candidate to the church. His election shall take place at a specially called business meeting preceded by at least two weeks written notice to the church. Election by an affirmative vote of two-thirds of those present and voting shall be required.

- c. The senior pastor may resign his position upon thirty days written notice. The relationship may also be terminated by the church upon thirty days written notice or such other period as may mutually be agreed upon by the church and the senior pastor. Termination by the church shall occur only by one of the following two methods:
  - I. By majority vote of the personnel committee, Church Council and Board of Elders and ratified by a majority vote within two weeks by the church as a whole at a specially called business meeting: or
  - ii. By majority vote of the church as a whole at a specially called business meeting preceded by at least two weeks written notice to all members.
- d. The church shall call or employ such other pastoral staff members as the church shall require. It is the responsibility of the senior pastor to recommend pastoral staffing needs to the personnel committee. All proposed pastoral staff must be recommended and approved first by the personnel committee, the Board of Elders and then by a majority vote of the members present at a business meeting.
- e. All pastoral staff shall be employed by the church and supervised by the senior pastor in consultation with the personnel committee. They shall be accountable to the elders for their spiritual lives, family responsibilities, and overall conduct and behavior. Pastoral staff members are automatically ex-officio members of the committees pertaining to their areas of ministry. The pastoral staff, thus elected, shall serve until termination. The relationship may be terminated by the church or the pastoral staff member upon thirty days written notice or such other period as may mutually be agreed upon by the senior pastor, personnel committee, elders, and pastoral staff member.
- f. A pastoral staff member may be terminated by the church upon a majority vote of the personnel committee, Church Council and Board of Elders and ratified by a majority vote within two weeks by the church as a whole at a specially called business meeting; or by a majority vote of the church as a whole at a specially called business meeting preceded by at least two weeks written notice to all members.

9. Church Council (Board of Directors)

- a. The Church Council is the governing body (Board of Directors) of the church and shall manage the business affairs of the corporation and correlate and coordinate the activities and organizations of the church. It shall have authority for matters which do not require congregational vote, is subject to authority set forth in these bylaws to the Board of Elders, and the Council shall have the power and authority to make rules and regulations not inconsistent with the laws of the State of Kansas, the Constitution, and these Bylaws. It shall have authority over the use of the church property. It will have authority to delegate responsibilities and duties of these matters to Trustees of the church as deemed appropriate.
- b. The Council shall be composed of the senior pastor, pastoral staff, treasurer, chairpersons of the standing church committees, and one at large representative from each of the Board of Elders and the Board of Deacons, to be determined by those Boards. Every member of the church Council is entitled to one vote at any Council election and on any questions submitted to the Council provided the Council member is present. Church members who are not Council members are encouraged and entitled to attend all Church Council meetings but shall not have voting privileges. The Council shall meet monthly or on the call of the senior pastor or board of elders at any time deemed necessary. All matters agreed upon by the Council, but requiring congregational vote, shall be referred to the church for approval or disapproval.
- c. The Church Council shall choose its own moderator and clerk annually from among its members. It may also choose a vice-moderator from among its members, and shall appoint a treasurer, who must be a voting member.
- d. The Church Council shall have authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Church Council shall be responsible for the acquisition and disposition of church property, which includes the management of its financial resources. Neither the Church Council nor its delegates shall have the power to buy, sell, mortgage, pledge or in any manner encumber any church property worth more than \$10,000, nor to incur any indebtedness exceeding the sum of \$10,000, unless first authorized to do so at a congregational meeting, either through the adoption of the annual budget or by special action of the congregation. The Church Council may delegate such of these responsibilities as it deems appropriate.
- e. The Church Council shall meet monthly and shall convene at the call of the moderator, any two members of the Board of Elders, or upon its own adjournment. Either oral or written notice, including the date, time, and place of a meeting, shall be given at least two days before a meeting. If mailed, notice shall

be deemed to be effective the day after the letter is postmarked. Notice may be waived either orally or in writing. An elder's or pastor's attendance at a meeting waives his right to object to lack of notice or defective notice of the meeting, unless at the beginning of the meeting (or promptly upon arrival), he objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.

- f In no case may the Church Council conduct its business with less than 60 percent of members who are entitled to vote which shall constitute a quorum. The act of a majority present at a Church Council meeting at which a quorum is present (when the vote is taken) shall be the act of the Church Council. A pastor or elder shall be deemed to have approved of an action taken if he is present at a meeting of the Church Council unless: (1) he objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or (2) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he did not approve the action and he delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or immediately after adjournment of the meeting.
- g If at any time there are less than three persons on the Church Council, the congregation may elect from the voting members, individuals who will temporarily serve as directors of the church for the purpose of carrying out any required corporate business. The terms of such temporary directors shall expire when sufficient Council members have been elected to bring the number of the Church Council to three or more.
- h The moderator of the Board of Directors shall be the principal executive officer (president) of the corporation. The moderator shall be subject to the control of the Church Council , and shall in general supervise and control, in good faith, all of the business and affairs of the church. The moderator shall, when present, preside at all meetings of the members and of the Church Council , and shall conduct such meetings so as to facilitate free and respectful debate and decision making. The moderator may sign, with the clerk or any other proper officer of the church that the Church Council has authorized, corporation deeds, mortgages, bonds, contracts, or other Church Council authorized instruments.
- I If the Church Council appoints a vice-moderator, he shall perform, in good faith, the duties if the moderator is absent, dies, is unable or refuses to act. If there is no vice-moderator or the vice moderator is unable or refuses to act, then the clerk shall perform said duties.
- j The clerk shall be the clerk of the church and shall in good faith: (1) create and maintain one or more books for the minutes of the proceedings of the members

and of the Church Council (2) provide that all notices are served in accordance with these bylaws or as required by law (3) be custodian of the church and corporate records (4) subscribe the minutes of all meetings of the members and of the Church Council (5) when requested or required, authenticate any records of the church (6) keep a current register of the post office address of each member; and (7) in general perform all duties incident to the office of clerk and any other duties that the moderator or the Church Council may assign to the clerk.

- k The treasurer shall: (1) have charge and custody of and be responsible for all funds and securities of the church (2) receive and give receipts for moneys due and payable to the church from any source, and deposit all moneys in the church's name in banks, trust companies, or other depositories that the Church Council shall select (3) submit the books and records to a Certified Public Accountant or other accountant as directed by the Church Council; and (4) in general perform all of the duties incident to the office of treasurer and any other duties that the moderator or Church Council may assign to the treasurer. If required by the Church Council, the treasurer shall give a bond for the faithful performance of the treasurer's duties and as insurance against the misappropriation of funds. If a bond is required, it shall be in a sum and with the surety or sureties that the Board of Elders shall determine. This church recognizes and adopts the Scriptural method of "Tithes and Offerings" as its plan of finance. All necessary expenses of the church shall be incorporated in the budget.
- l. The Church Council shall keep the following records: (1) minutes of its meetings, including a record of the administration of the sacraments and changes in the membership of the congregation (2) minutes of the meetings of the congregation (3) rolls of the members in the congregation with the dates of their reception (4) resolutions adopted by the Board of Elders or the Council (5) appropriate accounting records (6) its articles or restated articles of incorporation and all amendments to them currently in effect; and (7) its bylaws or restated bylaws and all amendments to them currently in effect.
- m A member shall be entitled to inspect and copy, at a reasonable time and location specified by the Board of Elders, any of the church records described above, provided the Board of Elders finds that the member has a proper purpose and is acting in good faith. The Board of Elders may limit access to any records that contain confidential information about a particular person or persons.

#### 10. Church Officers; Pastoral Staff and Support Staff

- a. The officers of the church shall be: senior pastor, pastoral staff, elders, deacons, trustees, Church Council moderator, clerk, treasurer, and the chairpersons of the standing committees. All organizations of the church shall be under the control

of the church and report regularly to the church. The term of the elected officers shall be from January to December.

- b. The church will have standing committees necessary for the ministry of the church and shall from time to time select other committees as necessary for its ministry needs. The Church Council will nominate the nominating committee chairperson and members. Members and chairpersons for all other committees shall be nominated by the nominating committee. All committee chairpersons shall be recommended by the senior pastor and elected by the church to serve a one year calendar term.
- c. The following standing committees shall exist: Finance, Hospitality, Missions, Nominating, Personnel and Property. Each standing committee shall have a charter which will define the committee's purpose, membership and responsibilities. These charters will be presented to the Church Council and membership for approval at any Church Council or church business meeting. Such charters will be approved by a majority vote first by the Church Council and then by the church membership. Using this process, committees may present such charters for adoption or amendment at any time deemed appropriate by the committee membership. The approved charters will be available in the church office and available to church members for their review.
- d. The church shall employ support staff as required by the needs of the church. The senior pastor shall recommend the creation of new support staff positions to the personnel committee for their consideration and determination whether to present such requests to the Church Council for their review and to the church for their decision. The church will approve or disapprove such new staff positions by a majority vote at either a regular or special business conference. All support staff personnel shall be employed by the church and supervised by the pastoral staff person responsible for their area of operations in consultation with the personnel committee.

## 11. Congregational Meetings

- a. The annual meeting of the church shall be held in January of each year at a date, time, and place to be determined by the Church Council and quarterly meetings shall be held on a Sunday evening in April, July, and October. Annual and/or Quarterly reports from all committees shall be presented at these quarterly business meetings. At the regular business meeting in October, the voting members shall elect elders, deacons and other officers and leaders of the church as presented by the Nominating Committee and at the annual business meeting, the voting members shall adopt an annual budget, and transact any other business as may come before the meeting.

- b. Special meetings of the church shall be called at a date and location to be determined by the Church Council whenever the Council or Board of Elders deems it to be in the best interests of the church or when requested in writing to do so by one-fourth (1/4) of the voting members of the church in good standing.
- c. The date, time, and location of all congregational meetings must be announced orally or in the church bulletin at least two (2) Sundays prior to the time set for the meeting, or by letter mailed at least ten days prior to the meeting. If the voting members adjourn any congregational meeting to a different date, time, or place, notice of a new date, time, and place need not be given if the new date, time, and place is announced before adjournment. A member entitled to a notice may waive notice of the meeting (or any notice required by laws of the State of Kansas or these bylaws) by a written notice signed by the member. The member must send the notice of waiver to the church (either before or after the date and time stated in the notice) for inclusion in the minutes or filing with the church records.
- d. The purpose of a meeting shall be announced in advance if it involves: a proposed amendment to the bylaws or articles of incorporation; the election or removal of officers; the calling or removal of the pastor; the acquisition or disposition of property worth more than \$10,000; the dissolution of the church; or a question regarding the church's denominational affiliation. When a meeting is called for the transaction of specific matters of business, no business shall be conducted except that which is stated in the notice.
- e. A member's attendance at a meeting: waives the member's right to object to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and, waives the member's right to object to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.
- f. Fifteen percent (15%) of the voting members shall constitute a quorum at congregational meetings. Unless provided otherwise in these Bylaws, a majority vote of those in attendance, a quorum being present, is sufficient to decide any matter.
- g. The moderator and the clerk of the Church Council shall serve as moderator and clerk respectively in congregational meetings.

## 12. Biblical Counseling

- b. All Christians struggle with sin and the effect it has on our lives and our relationships (see Rom. 3:23; 7:7-25). Whenever a Christian is unable to overcome sinful attitudes or behaviors through private efforts, God commands that he should seek assistance from other members, and especially from the pastor and elders, who have the responsibility of providing pastoral counseling and oversight (see Rom. 15:14; Gal. 6:1-2; Col. 3:16; 2 Tim. 3:16-4:2; Heb. 10:24-25; 13:17; James 5:16). Therefore, this church encourages and enjoins its members to make confession to and seek counsel from each other and especially from our pastoral counselors.
- c. We believe that the Bible provides thorough guidance and instruction for faith and life. Therefore, our counseling shall be based on scriptural principles rather than those of secular psychology or psychiatry. Neither the pastoral nor the lay counselors of this church are trained or licensed as psychotherapists or mental health professionals, nor should they be expected to follow the methods of such specialists.
- d. Although some members of the church work in professional fields outside the church, when serving as pastoral or lay counselors within the church they do not provide the same kind of professional advice and services that they do when they are hired in their professional capacities. Therefore, members who have significant legal, financial, medical, or other technical questions should seek advice from independent professionals. Our pastoral and lay counselors shall be available to cooperate with such advisors and help members to consider their advice in the light of relevant scriptural principles.

### 13. Confidentiality

- a. The Bible teaches that Christians should carefully guard any personal and private information that others reveal to them. Protecting confidences is a sign of Christian love and respect (see Matt. 7:12). It also discourages harmful gossip (Prov. 16:28; 26:20), invites confession (see Prov. 11:13; 28:13; James 5:16), and encourages people to seek needed counseling (see Prov. 20:19; Rom. 15:14). Since these goals are essential to the ministry of the gospel and the work of this church, all members are expected to refrain from gossip and to respect the confidences of others. In particular, our pastor and elders shall carefully protect all information that they receive through pastoral counseling, subject to the following guidelines.
- b. Although confidentiality is to be respected as much as possible, there are times when it is appropriate to reveal certain information to others. In particular, when the pastors and elders of this church believe it is biblically necessary, they may

disclose confidential information to appropriate people in the following circumstances:

- (1) When a pastor or elder is uncertain of how to counsel a person about a particular problem and needs to seek advice from other pastors or elders in this church or, if the person attends another church, from the pastors or elders of that church (see Prov. 11:14; 13:10; 15:22; 19:20; 20:18; Matt. 18:15-17);
- (2) When the person who disclosed the information or any other person is in imminent danger of serious harm unless others intervene (see Prov. 24:11-12);
- (3) When a person refuses to repent of sin and it becomes necessary to institute disciplinary proceedings (see Matt. 18:15-20 and Bylaw §14) or seek the assistance of individuals or agencies outside this church (see, e.g., Rom. 13:1-5); or
- (4) When required by law to report suspected child abuse.

c Scripture commands that confidential information is to be shared with others only when a problem cannot be resolved through the efforts of a small group of people within the church (Matt. 18:15-17). Therefore, except as provided in §13.b., a pastor or elder may not disclose confidential information to anyone outside this church without the approval of the Board of Elders or the consent of the person who originally disclosed the information. The Board of Elders may approve such disclosure only when it finds that all internal efforts to resolve a problem have been exhausted (see, e.g., 1 Cor. 6:1-8) and the problem cannot be satisfactorily resolved without the assistance of individuals or agencies outside this church (see, e.g., Rom. 13:1-5). This limitation shall apply to but is not limited to the giving of testimony in a court of law and the reporting of abuse.

#### 14. Conflict Resolution

a. This church is committed to resolving in a biblical manner all disputes that may arise within our body. This commitment is based on God's command that Christians should strive earnestly to live at peace with one another (see Matt. 5:9; John 17:20-23; Rom. 12:18; and Eph. 4:1-3) and that when disputes arise, Christians should resolve them according to the principles set forth in Holy Scripture (see Prov. 19:11; Matt. 5:23-25; 18:15-20; 1 Cor. 6:1-8; Gal. 6:1). We believe that these commands and principles are obligatory on all Christians and absolutely essential for the well-being and work of the church. Therefore, any and all disputes in this church shall be resolved according to biblical principles, as

provided in this bylaw.

- b. When a member of this church has a conflict with, or is concerned about the behavior of another member, he shall attempt to resolve the matter as follows. (1) The offended or concerned person shall prayerfully examine himself and take responsibility for his contribution to a problem (Matt. 7:3-5), and he shall prayerfully seek to discern whether the offense is so serious that it cannot be overlooked (Prov. 19:11; see also Prov. 12:16; 15:18; 17:14; 20:3; Eph. 4:2; Col. 3:13; 1 Pet. 4:8). (2) If the offense is too serious to overlook, the offended or concerned person shall go, repeatedly if necessary, and talk to the offender in an effort to resolve the matter personally and privately, having first confessed his own wrongdoing (Matt. 18:15). (3) If the offender will not listen and if the problem is too serious to overlook, the offended or concerned person shall return with one or two other people who will attempt to help the parties resolve their differences (Matt. 18:16); these other people may be members or officers of the church, other respected Christians in the community, or trained mediators or arbitrators (conciliators) from a Christian conciliation ministry. At the request of either party to the dispute, the church shall make every effort to assist the parties in resolving their differences and being reconciled.
- c. Conflicts involving doctrine or church discipline shall be resolved according to the procedures set forth in the Scripture or these Bylaws. If any party to such a dispute is dissatisfied with a decision reached by an official judicatory of this church, he or she may appeal that decision to our Church Council.
- d. Employment disputes shall be resolved according to the procedures set forth in the *Employee Policy Manual* of this church.
- e. If a dispute arises within the church or between a member and the church and cannot be resolved through the internal procedures described above, it shall be resolved as follows:
  - (1) The dispute shall be submitted to mediation and, if necessary, legally binding arbitration in accordance with the *Rules of Procedure* of the Institute for Christian Conciliation, and judgment upon an arbitration award may be entered in any court otherwise having jurisdiction.
  - (2) All mediators and arbitrators shall be in agreement with the statement of faith of the church and our basic form of government, unless this requirement is modified or waived by all parties to the dispute. If a dispute involves an attempted revision of the statement of faith or our form of government, the mediators and arbitrators shall be in agreement with those documents as they existed prior to the attempted revision.

- (3) If a dispute submitted to arbitration involves a decision reached by an official judicatory of this church, the arbitrators shall uphold the highest judicatory's decisions on matters of doctrine and church discipline.
- (4) This section covers the church as a corporate entity and its agents, including its pastors, officers, staff, and volunteers with regard to any actions they may take in their official capacities.
- (5) This section covers any and all disputes or claims arising from or related to church membership, doctrine, policy, practice, counseling, discipline, decisions, actions, or failures to act, including claims based on civil statute or for personal injury.
- (6) By joining or retaining membership in this church, all members agree that these methods shall provide the sole remedy for any dispute arising against the church and its agents, and they waive their right to file any legal action against the church in a civil court or agency, except to enforce an arbitration decision.
- (7) If a dispute or claim involves an alleged injury or damage to which the church's insurance applies, and if the church's insurer refuses to submit to mediation or arbitration as described in this section, either the church or the member alleging the injury or damage may declare that this section is no longer binding with regard to that part of the dispute or claim to which the church's insurance applies.

15. Ownership and Distribution of Property

- a. The church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.
- b. "Dissolution" means the complete disbanding of the church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the church shall be paid and discharged or adequate provision shall be made therefor; (2) assets held by the church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(C)(3) of the Internal Revenue Code of 1954 (or the responding provision of any future United

States Internal Revenue Law), and are engaged in activities substantially similar to those of the corporation; this distribution shall be done pursuant to a plan adopted by the Church Council, provided that no assets are distributed to any organization governed by a member of the Church Council; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are part of the Southern Baptist Convention.

16. Indemnification of Officers

- a The Church Council may choose to indemnify and advance the church-related expenses of any officer, employee, or agent of the church.
- b Subject to the provisions of paragraph c. of this section, the church shall indemnify any elder or deacon or former elder or deacon of the church against claims, liabilities, expenses, and costs necessarily incurred by him in connection with the defense, compromise, or settlement of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been an elder or deacon, to the extent not otherwise compensated, indemnified or reimbursed by insurance, if:
  - (1) The conduct of the elder or deacon was in good faith;
  - (2) The elder or deacon reasonably believed that his conduct was in the best interests of the church, or at least not opposed to its best interests; and
  - (3) In the case of any criminal proceeding, the elder or deacon had no reasonable cause to believe that his conduct was unlawful.
- c The church may not indemnify an elder or deacon in connection with a proceeding brought against him by or in the right of the church, in which he was adjudged liable to the church, or where the elder or deacon is charged with receiving an improper personal benefit and he is adjudged liable on that basis.

17. Rules of Order

All meetings of the church, the Board of Elders, and its various boards and committees shall be conducted pursuant to the latest edition of *Roberts Rules of Order*.

18. Amendment of Bylaws

These Bylaws may be amended or repealed only by the affirmative vote of two-thirds

(2/3) of the voting members present at a duly-called meeting of the church called for such purposes.