

CONSTITUTION AND BYLAWS
of
SCOTTS HILL BAPTIST CHURCH
OF WILMINGTON, NORTH CAROLINA

Preamble

Since it pleased Almighty God, by His Holy Spirit, to call certain of His servants to unite here on June 10, 1979, under the name Scotts Hill Baptist Church, for the worship of God and the spread of the gospel of Jesus Christ, and He has sustained and prospered this work to the present day; and

Whereas, we, the members of Scotts Hill Baptist Church, having searched the Scriptures under the guidance of His Spirit, have recognized the need to reconstitute ourselves to more closely conform to His will for the Church in this age and prepare ourselves for greater efforts in His name;

Now, therefore, we, the members of Scotts Hill Baptist Church, do hereby organize ourselves in accord with the North Carolina Nonprofit Corporation Act and adopt this document titled “Constitution and Bylaws” as our parameters 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 our Church’s Statement of Faith and Church Covenant.

Article 1 – Name

This Church shall be known as Scotts Hill Baptist Church, which shall be a nonprofit corporation organized under Chapter 55A of the North Carolina General Statutes and other North Carolina law and which shall be named and registered under North Carolina law as Scotts Hill Baptist Church of Wilmington, North Carolina. This single document shall be known as the “Constitution and Bylaws of Scotts Hill Baptist Church,” and it is referred to herein as “bylaws” or “Bylaws.”

Article 2 – Statement of Faith and Church Covenant

We are joined together as a body of baptized believers in Jesus Christ personally committed to sharing the good news of salvation to lost mankind. The Holy Bible is the inspired Word of God and is the basis of any statement of faith. The Church’s Statement of Faith and Church Covenant are separate documents, but they are incorporated herein by reference as if fully set forth. The Statement of Faith and Church Covenant may be amended as set forth herein, and the currently adopted Statement of Faith and Church Covenant, as having been amended from time-to-time, shall be part of these Bylaws in their entirety.

Article 3 – Covenant Membership

Section 1 – Qualifications

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 by immersion 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 scripture as expressed in the Statement of Faith and must promise to keep the commitments expressed in the Church Covenant. In the event a person is medically or physically unable to be baptized by immersion, the elders may waive this requirement.

Section 2 – Methods of Admission

The following are methods of admission into this Church body, but these methods are subject to the procedure for admission described in detail below:

Baptism – Any person professing faith in the Lord Jesus Christ, giving evidence of change of heart, and having accepted the faith, aims, and ideals of this Church as expressed herein, may be received into membership by baptism.

Letter – Any person who is a member of another Baptist church holding like faith may be received as a member of this Church upon presentation of competent and verifiable letters of transfer from such church and upon acceptance of the faith, aims, and ideals of this Church as expressed herein.

Profession of Faith or Restoration – A person who applies for membership other than by baptism or by letter of transfer, that is by Christian experience if previously baptized, or by restoration, may be received into the Church in the same way as those by baptism, except the ordinance of baptism shall not be administered.

Section 3 – Process for Admission of Members

Persons interested in membership must begin by attending a membership class. Upon the completion of the membership class, a person interested in membership will indicate their desire for membership by written or electronic submission of documentation required by the Church so that an interview can be scheduled with one or more elders. During the interview, elders shall be responsible for determining each person's qualification for membership. In making a determination on an applicant's qualification for membership, the elders may rely on a person's profession of faith, or such other evidence, as the elders deem appropriate, to determine if the prospective member meets the qualifications listed in Article 3, Section 1. Upon completion of the interview, and determination of qualification, the elder will present the prospective member to the Council of Elders for a vote of affirmation. If the affirmation takes place, the prospective member will then be presented at a future Members Meeting to the Church body to be considered for membership. The elders may wait for any period of time before submitting the applicant to the Church body for consideration for membership.

If, during the process for membership, the Council of Elders determines by affirmative vote of the elders that an applicant does not qualify for membership under the terms listed in Article 3, Section 1, the applicant's request for membership shall be denied, and the applicant shall not be presented to the congregation to be considered for membership. The Council of Elders, or a representative therefrom, shall inform the applicant of this decision and explain the

reasons expressed for this decision. The decision of the Council of Elders shall be final, and there shall be no appeal to the congregation, to any other body of the Church or to any court from that decision. Provided, however, that the Council of Elders may change, at any time, their willingness to present any denied applicant to the congregation upon determination that the applicant has undergone a transformation to meet the qualifications for membership.

Admission of members shall be by vote of the membership of the Church at any regular or special meeting of the members, following the concurrence and approval for admission by the Council of Elders. The vote of the membership of the Church at any regular or special meeting shall be conducted by voice vote, and an affirmative vote of a majority of those members present at such meeting shall be adequate for admission by Church membership vote.

Upon the affirmative vote of the congregation present at a regular or special meeting of the Church to admit a person as a member, the new member shall relinquish at that point his or her membership in any other church.

Section 4 – Membership Rights

All of the members of the Church shall constitute the congregation as described herein. Each member of this congregation shall be a member of the nonprofit corporation, Scotts Hill Baptist Church of Wilmington, North Carolina, as that term “member” is described in Chapter 55A of the North Carolina General Statutes. Membership shall not be assignable by any member, and membership rights shall not vest in any personal representative, heir, or devisee upon the death of a member. Only those members who are eighteen (18) years of age or older shall have the right to vote, as the voting entitlement of members under these Bylaws on any and all matters brought to the Church congregation, including, but not limited to, those matters identified below, is limited to only those members who are eighteen (18) years of age or older.

Under the authority of Jesus Christ and the Word of God, the congregation of the Church is the final authority within this Church, but this authority is exercised solely through the powers specifically identified for members in these Bylaws. This authority is normally exercised through the election of elders, deacons, and officers to govern the Church. In this regard, members of the congregation shall have the following rights and powers, subject to the age limitation on voting set forth above:

- To vote at regular and special meetings of the Church to admit members.
- To vote at regular and special meetings of the Church to give letters of transfer or recommendation to members or to drop members from the Church roll.
- To elect elders, deacons, and officers of the Church.
- To participate in the process of Church discipline as provided in Matthew 18:15-17 and other portions of the Scriptures.
- To amend, modify, or rescind the Bylaws of the Church.
- To approve annual budgets of the Church.
- To approve any transactions regarding the acquisition, transfer, sale, or encumbrance of real property.
- To approve the call of Vocational Pastors (Senior, Associate and Assistant) in the regular pay of the Church.
- To accept, reject, or otherwise dispose of any matter submitted to the membership of the Church by the Council of Elders, or raised by proper motion at a members’

- meeting.
- To call a special meeting of the membership of the Church upon written request to the Council of Elders by members representing at least ten percent (10%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting, according to the procedure more fully described herein.
- To vote on such other matters provided in these Bylaws to be voted on by members or to vote on those matters put to the congregation by the Council of Elders of the Church.

Section 5 – Duties and Privileges of Membership

Members shall seek to exercise their spiritual gifts for the mutual benefit of all the Church body and shall submit to the loving rule of the elders of this Church. It is the privilege and responsibility of members to attend all members' meetings and to vote on the election of elders, deacons, and officers, on decisions regarding membership status, and on such other matters as may be submitted to a vote, subject to the age limitation on voting set forth in Article 3, Section 4.

Each member shall be privileged and expected to participate in and contribute to the ministry and life of the Church, consistent with God's leading and with the gifts, time, and material resources each has received from God. Only those shall be entitled to serve in the ministries of the Church who are members of this congregation; non-members may serve as needed with the approval of the elders. Notwithstanding, non-members may serve the Church for purposes of administration and professional consultation.

Section 6 – Associate Membership

Students, military members, and others temporarily residing in the Brunswick, Duplin, New Hanover, Onslow, Pender, and Sampson County area, or surrounding counties, who are members of an evangelical church may apply for associate membership. Qualifications are identical to those for full membership as set out above, except that home church membership must be retained. A letter of commendation will be sought from the applicant's home church.

Duties and privileges of associate members are the same as for other members except that: (a) when absent from the area referenced above for extended periods of time they are released from the responsibility to attend our Church services; and (b) while they will be encouraged to participate in members' meetings, they will not be eligible to stand for any office or to vote.

Termination of associate membership as a disciplinary measure will be as it is for other members, except that the elders shall notify the pastor or elders of the home church of that termination. Associate membership (normally-removed) will terminate immediately upon the ending of the period of temporary residence in the area referenced above.

Section 7 – Church Discipline

Any member consistently neglectful of his or her duties 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 the admonition of the elders and the discipline of the Church, according to the instructions of our Lord in Matthew 18:15–17 and the example of scripture. Church discipline, then, should ordinarily be contemplated after individual private

admonition has failed.

Church discipline can include admonition by the elders or congregation, suspension from communion for a definite period, 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).

The purpose of such discipline should be for one or more of the following:

- (i) 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);
- (ii) 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 [note this is written to the whole church, not just to leaders]; 1 Timothy 5:20; Titus 1:11; Hebrews 10:24–25);
- (iii) 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);
- (iv) For the good of our corporate witness to non-Christians (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); and
- (v) 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).

Members of the Church who are under discipline by the Church as defined herein forfeit and waive the right to resign from this Church. Resignations from membership are possible only by members who are in good standing and who are not under any disciplinary action. The members of this Church, and all other professing Christians who regularly attend or fellowship with this Church, agree that there shall be no appeal to any court because of the dismissal or because of public statements to the congregation, or otherwise, arising out of, or related to, church discipline.

Separate and apart from the process of church discipline, but subject to the discretion and approval of the elders (or a duly constituted subcommittee thereof), a member, non-member regular attender, or other individual may be notified that he or she is not to be present upon Church premises for such a period of time as is deemed necessary for the safety and well-being of others on Church premises. Such required absence may, but need not, be concurrent with church discipline of that person.

Section 8 – Termination of Membership

The Church shall recognize the termination of a person's membership following his or her death, and may do so after he or she has voluntarily resigned or joined with another church. Membership may also be terminated as an act of church discipline (ordinarily, but not necessarily, at the recommendation of the elders) upon the affirmative vote of at least seventy-five percent (75%) of the votes cast at any regular or special meeting of the members called for that purpose.

The Church shall have authority to refuse a member's voluntary resignation or transfer of membership to another church, either for the purpose of proceeding with a process of church discipline, or for any other Biblical reason.

Separate and apart from the process of church discipline, but subject to the discretion and approval of the elders (or a duly constituted subcommittee thereof), the names of any members who have not attended a worship service, connect group, small group, class session, or other Church function for a period of one year or longer may be removed from the Church membership rolls by a majority vote of the elders. At such time, the member shall cease to be a member for all purposes under these Bylaws.

Article 4 – Congregational Assemblies & Members' Meetings

Section 1 – Worship Services

Worship services shall be held each Lord's Day, and may be held throughout the week as the Church determines by and through its Council of Elders.

Section 2 – Members' Meetings

In every meeting together, members shall act in that spirit of mutual trust, openness, and loving consideration which is appropriate within the body of our Lord Jesus Christ. An elder, or other Church member designated by the Council of Elders, shall preside as moderator at all members' meetings of the Church.

There shall be members' meetings at least four times a year, each at some time apart from a public worship service. Regular members' meetings shall be held during the months of February, May, August, and November, and no notice for these regular members' meetings shall be required to be mailed to the members, except that the date and time of these regular members' meetings shall be announced, verbally or in writing, as part of at least one worship service of the Church within two weeks preceding each regular members' meeting. At regular members' meetings, the members shall consider reports of the affairs of the Church and shall transact such business as the elders determine shall be brought before the congregation at the meeting. The elders shall see that the stated meetings of the Church are regularly held and that required reports are submitted to the Church by the responsible members. All votes shall be tallied based on the number of votes cast by members present.

A budget shall be approved by the membership at a members' meeting prior to, or not more than three months after, the start of the fiscal year. In the event the budget is not approved at a members' meeting prior to the start of a fiscal year, the prior year's budget shall stay in effect. Notwithstanding the foregoing, budget revisions can occur by an affirmative vote of a majority of the votes cast at any regular meeting of members or special meeting of members called for that purpose.

At any regular or special members' meeting, officers may be elected and positions filled as needed.

Special members' meetings may be called by the elders or may be called by the members through a written request for a meeting, submitted to the elders, from ten percent (10%) of the voting membership. The written request from the members to call a special meeting must be signed, dated, and delivered to the Chairman of the Council of Elders, and signatures on the written request for a special meeting shall be valid for a period of ninety (90) days after the date of the first signature. Such a written request must specify the purpose for which the meeting is to

be held, and if such purpose is not consistent with the Word of God, these Bylaws or North Carolina law, no special members' meeting will be called by the elders. If such a special meeting is called, the elders shall designate the date and time of the special meeting responsive to the written request from the members in a manner consistent with the North Carolina Nonprofit Corporation Act.

The date, time, and purpose of any special meeting shall be announced, verbally or in writing, as part of at least one worship service of the Church within two weeks preceding the meeting. In the event of a written request from the members, the elders shall call a special meeting to be held within thirty (30) days of their receipt of the request. If any meeting of members is adjourned by the vote of a majority of votes cast on the motion to adjourn to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment.

Section 3 – Quorum for Members' Meetings

At all meetings of the members, whether regular, special, or adjourned, the members present shall constitute a quorum for the transaction of business.

Article 5 – Officers

Section 1 – Summary

The Biblical offices in the Church are elders and deacons. In addition, North Carolina law provides for a president, vice-president, and secretary of the Church's corporation, who shall be the Chairman of the Council of Elders, Vice-Chairman of the Council of Elders, and Clerk of the Church, respectively, as identified herein. Our Church also recognizes the administrative position of treasurer as an officer of this Church. All officers must be members of this Church prior to assuming their responsibilities.

Section 2 – Elders

The leadership of the Church shall be vested in the Council of Elders, who are gifted men recognized by the Church and willing to serve in this calling, in accordance with the Bylaws provisions on elections. These men shall be received as gifts of Christ to His Church and set apart as elders.

The elders of the Church satisfy the qualifications for the office of elder set forth in 1 Timothy 3:1–7 and Titus 1:6–9, and shall oversee the ministry and resources of the Church. In keeping with the principles set forth in God's Word, the elders shall devote their time to the ministry of the Word by teaching and encouraging sound doctrine (1 Timothy 3:2; Titus 1:9; 1 Timothy 5:17), leading the Church (1 Timothy 3:5; 1 Thessalonians 5:12), praying for the Church and for the sick (James 5:13-15), and shepherding God's flock (1 Peter 5:1-4; 2 Timothy 3:16-17). The elders shall be equal in authority but may be specialized in function.

The elders shall take particular responsibility to examine and instruct prospective members, examine and recommend all prospective candidates for the offices and positions, oversee the work of the deacons and appointed Church agents and committees, conduct worship services, oversee the administration of the ordinances of baptism and communion, equip the membership for the work of the ministry, encourage sound doctrine and practice, admonish and correct error, oversee the process of church discipline, coordinate and promote the ministries of the Church, and mobilize the Church for world missions. No elder shall hold the office of deacon

during his tenure as elder.

All elders must be Church members. The elders may be Church members who are, or who are not, in the regular pay of the Church, and the eldership on the Council of Elders shall be comprised of no less than five Church members who are not in the regular pay of the Church. If, for any reason, the number of unpaid elders becomes less than five, the process of filling the vacancy(ies) will be performed in accordance with the selection criteria set forth in this section of the Bylaws until the minimum of five has been reached or exceeded.

Elders who are not in the regular pay of the Church shall serve on the Council of Elders for three (3) years, but a man may serve on the Council of Elders for consecutive terms. After an elder, other than the senior pastor or associate pastor(s), has served two consecutive three-year terms, he may only be elected to the office of elder after at least one year. This recognition shall be reaffirmed by the Church triennially.

An elder's term of office may be terminated by the term limits listed above, by resignation, or by dismissal. Any two members with reason to believe that an elder should be dismissed should express such concern to the elders, and the Council of Elders shall decide if further action needs to be taken. Any such action shall be done in accordance with the instructions of our Lord in Matthew 18:15–17 and 1 Timothy 5:17–21. Any of the elders may be dismissed from the office of elder by a seventy-five percent (75%) vote of the members at any members' meeting of the Church called for such purpose. The Council of Elders, by an affirmative vote comprising at least seventy-five percent (75%) of the elders then serving on the Council of the Elders, but excluding any elder who is the subject of the vote, may terminate or otherwise dismiss any vocational pastor in the regular pay of the Church from his position, but a vote of the membership shall be required to remove such a man from the office of elder of the Church. An elder may resign at any time.

Section 3 – Deacons

The office of deacon is described in 1 Timothy 3:8–13 and Acts 6:1–7. The Church shall recognize, in accordance with these Bylaws' provisions on elections, men 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.

A deacon shall be nominated by the elders and shall serve for three (3) years, but a man may serve as a deacon for consecutive terms. After a deacon has served two consecutive three-year terms, he may only be elected to the office of deacon after at least one year. This recognition shall be reaffirmed by the Church triennially.

Deacons are elected to the office of deacon by an affirmative vote of a majority of the votes cast at a members' meeting of the Church in which the election of deacon(s) is conducted, and a deacon may be removed from office by an affirmative vote of seventy-five percent (75%) of the votes cast at a members' meeting of the Church called for the purpose to remove that deacon from office. A deacon may resign from office at any time.

Deacons shall care for the temporal needs of members, attend to the accommodations for public worship, and encourage and support those able to help others and those with gifts of administration.

The deacons, with the agreement and consent of the elders, may establish unpaid administrative positions or committees of members to assist them in fulfilling their responsibilities in the Church.

Section 4 – The Senior Pastor

The Senior Pastor shall serve as a voting member on the Council of Elders. He shall perform the duties of an elder described in Article 5, Section 2, above, and shall be recognized by the Church as particularly gifted and called to the full-time ministry of preaching and teaching.

His call shall not be subject to the triennial reaffirmation or to the term limitation set out in Article 5, Section 2, for elders. His call shall be defined as per Article 7, Section 7.

He shall be the main communicator and vision caster for the body, supervise and provide leadership to the Associate Pastors and perform such other duties as usually pertain to that office, or as set forth in these Bylaws.

In the absence or incapacity of the senior pastor, the vocational pastors in the regular pay of the Church shall assume responsibility for his duties, under the oversight of the Council of Elders. .

Section 5 – Associate Pastors

The Church may call additional pastors whose relationship to the senior pastor is that of associate. Upon the call of an associate pastor to the Church and approval of this call by the congregation, the Council of Elders may designate an associate pastor as Senior Associate Pastor, whose responsibilities will include those tasks delegated to him by the Council of Elders. The title of Senior Associate Pastor shall remain with the associate pastor designated to hold this title until such title is relinquished by the man holding such title or the title is removed or rescinded by majority vote of the Council of Elders.

An associate pastor shall have all of the Biblical qualifications of an elder, but an associate pastor shall not be on the council of elders merely by virtue of being an associate pastor. However, an associate pastor may be recognized as an elder on the Council of Elders should he be nominated by the elders and elected by the congregation, in accordance with Article 7. In such an event, his call as an elder on the Council of Elders shall not be subject to the triennial reaffirmation and term limitation set out in Article 6, Section 1, for elders, and his call as an associate pastor shall not be subject to any reaffirmation or term limitation. His call shall be defined as per Article 7, Section 8.

Associate pastors shall assist the senior pastor in the performance of his regular duties and shall perform any other duties as usually pertain to the office of pastor, or as set forth in these Bylaws, or which may be specifically assigned to him by the Council of Elders.

In the absence or incapacity of the senior pastor for defined periods of time (such as sabbatical or illness), the associate pastor(s) shall assume the responsibility for the senior pastor's duties under the oversight of the Council of Elders.

Section 6 – Assistant Pastors

The Church may call additional pastors whose relationship to the senior pastor and associate pastor(s) is that of assistant.

An assistant pastor shall have all of the Biblical qualifications of an elder, but an assistant pastor shall not be on the Council of Elders merely by virtue of being an assistant pastor. However, an assistant pastor may be recognized as an elder on the Council of Elders should he be nominated by the elders and elected by the congregation, in accordance with Article 7. In such an event, his call as an elder on the Council of Elders shall be subject to the triennial reaffirmation and term limitation set out in Article 5, Section 2, for elders, but his call as an assistant pastor shall not be subject to any reaffirmation or term limitation. His call shall be defined as per Article

7, Section 9.

He shall assist the senior pastor and associate pastor(s) in the performance of their regular duties, and shall perform any other duties as usually pertain to the office of pastor. The elders shall define the responsibilities of the assistant pastor(s).

2019 C&BL Article 5 Section 7 Ministry Leaders was removed because we do not use this title in our staff structure. Under the section below, you will see Director added as a title we use.

Section 7– Church Staff

The elders may hire additional staff to assist with pastoral ministry, designated as church staff. Church staff members may hold various titles created for administrative purposes or convenience, including, but not limited to, director, coordinator, business manager, administrative assistant, or intern. These shall not be pastors, though they may be recognized as elders should they be nominated by the elders and elected by the congregation, in accordance with Article 7.

The elders shall assign the responsibilities of the church staff members; provided, however, notwithstanding the foregoing, the elders may delegate the assignment of responsibilities for, and the supervision of, church staff to members of the vocational pastors; or other church staff members of the Church. The church staff shall serve at the will of the Council of Elders.

Section 8 – Chairman of the Elders

The Chairman of the Council of Elders shall be elected by the elders as set forth herein. The Chairman of the Council of Elders shall be the president of the corporation for all purposes under Chapter 55A of the North Carolina General Statutes and all other applicable law, and the Chairman of the Council of Elders shall hold such powers provided to a president of a nonprofit corporation as provided by law.

The Chairman of the Council of Elders shall preside over all meetings of the Council of Elders. The Chairman, with any other proper officer, may sign any deeds, leases, mortgages, bonds, contracts, or other instruments which lawfully may be executed on behalf of the Church, except where required or permitted by law otherwise to be signed and executed and except where the signing and execution thereof shall be delegated by the Council of Elders to some other officer or agent. In general, the Chairman shall perform all duties incident to the office of president of a corporation and such other duties as from time-to-time may be assigned by the Council of Elders.

Section 9 – Vice-Chairman of the Elders

The Vice-Chairman shall be elected by the elders as set forth herein. The Vice-Chairman of the Elders shall be the vice-president of the corporation for all purposes under Chapter 55A of the North Carolina General Statutes and all other applicable law, and the Vice-Chairman of the Council of Elders shall hold such powers provided to a vice president of a nonprofit corporation as provided by law.

The Vice-Chairman shall keep the minutes of all meetings of the Council of Elders and record all resolutions adopted at the Council of Elders meetings and proceedings occurring at the meetings. The Vice-Chairman also shall preside over meetings of the Council of Elders in the absence of the Chairman. In the absence of the Chairman or in the event of the Chairman's death, inability, or refusal to act, the Vice-Chairman shall perform the duties of the Chairman, and when so acting shall have all the powers of, and be subject to, all the restrictions upon the Chairman.

Any Vice-Chairman also shall perform such other duties as from time-to-time may be assigned by the Chairman or the Council of Elders.

Section 10 – Clerk

It shall be the duty of the clerk to record the minutes of all regular and special members' meetings of the Church, to preserve an accurate roll of the membership, and to render reports as requested by the senior pastor, associate pastors, assistant pastors, the elders, the deacons, or the Church. The clerk shall have charge of such books and records as the Council of Elders may direct and as may be required by the North Carolina Nonprofit Corporation Act, and the clerk shall be responsible for compliance with all notice requirements to members set forth herein.

The clerk shall be nominated by the elders, elected by the congregation to serve a term of three years, and may serve consecutive terms without any limitation. The clerk may be elected to the office of clerk by an affirmative vote of a majority of the votes cast at a members' meeting of the Church in which the election of Church clerk is conducted, and the clerk may be removed from office by an affirmative vote of seventy-five percent (75%) of the votes cast at a members' meeting of the Church called for the purpose to remove the clerk from office. The clerk may resign from office at any time. The clerk may not serve as an elder or deacon at the same time while serving as clerk.

For purposes of compliance with the nonprofit corporation laws of the State of North Carolina, the clerk shall serve as the secretary of the corporation. The clerk also shall ensure that dated copies of the most recent revision of these Bylaws shall be available for all Church members.

Section 11 – Treasurer

The treasurer, who shall not be an elder, deacon, or paid church staff member, shall ensure that all funds and securities of the Church are properly secured in such banks, financial institutions, or depositories as appropriate. The treasurer shall also be responsible for presenting regular reports of the account balances, revenues and expenses of the Church at each members' meeting. The responsibility may be delegated with the approval of the elders. The treasurer shall also ensure that full and accurate accounts of receipts and disbursements are kept in books belonging to the Church, and that adequate controls are implemented to guarantee that all funds belonging to the Church are appropriately handled by any officer, employee, or agent of the Church. The treasurer shall render to the elders annually, or whenever they may require it, an account of all transactions as treasurer and of the financial condition of the Church.

The treasurer shall be nominated by the elders and elected by the congregation to serve a term of three years. A treasurer elected to a three-year term, or whose term otherwise is expiring, may only be elected to another term after one year. The treasurer may be elected to the office of treasurer by an affirmative vote of a majority of the votes cast at a members' meeting of the Church in which the election of Church treasurer is conducted, and the treasurer may be removed from office by a seventy-five percent (75%) vote of the votes cast at a members' meeting of the Church called for the purpose to remove the treasurer from office. The treasurer may resign from office at any time.

Article 6 – Council of Elders

Section 1 – The Council of Elders

The Council of Elders shall be comprised of not less than six men, and not more than ninety men, who satisfy the qualifications for the office of elder set forth in 1 Timothy 3:1–7 and Titus 1:6–9. The Council of Elders at any given time shall be composed of those men called and elected by the Church membership to serve as elders of this Church pursuant to the procedures in these Bylaws.

Excluding those items exclusively reserved for the members' vote and direction in Article 3, Section 4, herein, all of the business and affairs of the Church shall be managed and directed by the Council of Elders, which shall function for all purposes as a Board of Directors under Chapter 55A of the North Carolina General Statutes and other applicable law. The Council of Elders shall have all of the powers and duties necessary for the administration of the affairs of the Church, including, but not by way of limitation, all relevant powers as set forth in Article 3 of Chapter 55A of the North Carolina General Statutes, as amended from time-to-time, and may do all such acts and things that are not required by the North Carolina Nonprofit Corporation Act to be exercised and done by the members.

The Council of Elders shall elect one of their number to serve as the Chairman of the Council of Elders, who shall for all purposes be the president of the corporation during his tenure as Chairman. The elders also shall elect one of their number to serve as Vice-Chairman of the Council of Elders, who shall for all purposes be the vice-president of the corporation during his tenure as Chairman. The elders also shall elect one of their number, or some other member of the Church, to serve as moderator of members' meetings.

Elders who are not vocational pastors in the regular pay of the Church shall serve on the Council of Elders for three (3) years, but a man may serve on the Council of Elders for consecutive terms. After an elder, other than the senior pastor or associate pastor(s), has served two consecutive three-year terms, he may only be elected to the office of elder after at least one year. An elder may resign from the Council of Elders at any time.

The Council of Elders may establish ministry positions or committees to assist them in fulfilling their responsibilities. The Council of Elders also may propose funding for new paid staff positions. The membership shall approve all candidates to fill the positions of senior pastor and associate pastors. 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 Council of Elders shall have responsibility for the employment, supervision, and evaluation of all persons in the employment of the Church, including, but not limited to, all vocational pastors in the regular pay of the Church, and church staff members. The Council of Elders have the sole authority, by majority vote, to decide whether to hire for, or terminate from, employment with the Church any church staff member or ministry leader. The responsibility for selection, supervision and evaluation of church staff members may be delegated to one or more of the vocational pastors in the regular pay of the Church.

Each year, the Council of Elders shall present to the Church an itemized budget. This budget shall be presented for discussion at a specially-called budget meeting and called up for a vote at the following 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.

Section 2 – Notice of Council of Elders Meetings

Meetings of the Council of Elders may be held without notice. Any duly convened meeting may be adjourned by the elders by a majority vote to a later time without further notice.

Section 3 – Quorum for Council of Elders

Meeting A quorum for a meeting of the Council of Elders shall be a majority of the elders in office immediately before a meeting begins.

Section 4 – Office Elections Within Council of Elders

At the first Council of Elders meeting of each calendar year, the Council of Elders shall elect a Chairman of the Council of Elders. Upon the resignation or removal of any Chairman of the Council of Elders from the office of Chairman during the year, the Council of Elders shall elect a successor Chairman of the Council of Elders who will serve the remainder of the prior Chairman's term until the next election at the first Council of Elders meeting of the subsequent calendar year. Any elder on the Council of Elders may be elected Chairman of the Council of Elders, and a Chairman may be re-elected to successive terms in office by the Council of Elders each year that the person serves as an elder.

At the first Council of Elders meeting of each calendar year, the Council of Elders shall elect a Vice-Chairman of the Council of Elders. Upon the resignation or removal of any Vice-Chairman of the Council of Elders from the office of Vice-Chairman during the year, the Council of Elders shall elect a successor Vice-Chairman of the Council of Elders who will serve the remainder of the prior Vice-Chairman's term until the next election at the first Council of Elders meeting of the subsequent calendar year. Any elder on the Council of Elders may be elected Vice-Chairman of the Council of Elders, and a Vice-Chairman may be re-elected to successive terms in office by the Council of Elders each year that the person serves as an elder.

A majority vote of the elders present at any meeting in which officer elections are held shall determine who is elected to the positions of Chairman or Vice-Chairman. Vacancies in the office of Chairman or Vice-Chairman may be filled at any time by the Council of Elders by majority vote. A Chairman or Vice-Chairman may be removed from the office by being dismissed from the position of elder pursuant to Article 5, Section 2, or by a majority vote of the elders on the Council of Elders.

2019 C&BL Article 6 Section 5 was removed because this information is stated in Article 6 Section 1.

Section 5 – Action by Elders Without a Meeting

Action required or permitted to be taken at a meeting of the Council of Elders may be taken without a meeting if the action is taken by all elders on the Council of Elders and evidenced by one or more written consents signed by each elder before or after such action, describing the action taken and delivered to the Vice-Chairman for inclusion in the minutes or filing with the corporate records.

Section 6 – Vacancies in Officer Positions

A vacancy in the officer positions of Chairman of the Council of Elders, Vice-Chairman of the Council of Elders, Clerk, and Treasurer may be filled by appointment from the Council of Elders. The individual appointed to fill a vacancy shall serve for the remainder of the term of the officer such individual replaces. The filling of a vacancy in the positions of Chairman of the Council of Elders and Vice-Chairman of the Council of Elders must be made from current members of the Council of Elders at the time the vacancy is filled.

Article 7 – Elections

Section 1 – Principles

The procedure for election of officers is set forth in the following sections of this Article, but the process for Church elections should be carried out to fulfill, or be based upon, the following principles:

- Substantial prayer, both individually and corporately, should be an integral part of the election process;
- Nominations should proceed with the support of the elders;
- All candidates for Church office should be treated with the grace, kindness, and honesty appropriate in evaluating fellow members;
- 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 – Voting

The rules of procedure and order for any meeting, including, but not limited to, the voting procedures for any election or other vote, shall be established by the moderator of the meeting. For any and all matters that may come before the congregation in a meeting, the moderator will determine whether voting will be conducted by voice vote, show of hands, written ballot, or some other procedure determined by the moderator, in the moderator's sole discretion. There shall be no voting by absentee ballot, and there shall be no voting by proxy, for any election in this Church; provided, however, nothing herein shall prevent the Church from conducting a vote by written ballot pursuant to N.C. Gen. Stat. § 55A-7-08 or other applicable law. The moderator may appoint a parliamentarian at any meeting of the members.

The record date for determining which persons are members and entitled to vote at the members' meeting shall be the close of business on the thirtieth (30th) day prior to the date of the meeting, unless the Council of Elders shall determine a record date closer to the meeting date. The Council of Elders shall not set a record date retroactively.

Excluding the election of elders, and excluding any voting for the approval of the call of pastoral staff in the regular pay of the Church to join and serve the Church, action on a matter at a meeting of members is approved by the affirmative vote of a majority of the votes cast, unless a greater vote is required by the North Carolina Nonprofit Corporation Act, other provisions or sections of these Bylaws, or the Church's Articles of Incorporation. The approval required for electing elders, and the approval required to affirm the call of a senior pastor or associate pastor, are set forth in other provisions or sections of these Bylaws.

Section 3 – Initial Elders and Deacons

The elders and deacons of this Church first elected under these Bylaws shall be elected contemporaneously with the adoption of these Bylaws. The elders and deacons of this Church first elected following the adoption of these Bylaws shall be set forth in the Articles of Incorporation of this Church, as amended.

Section 4 – Selection of Elders, Deacons, Clerk & Treasurer

The election of elders, deacons, clerk, and treasurer shall be held at a members' meeting of the Church. Names of nominees to serve as elders, deacons, clerk, or treasurer shall be presented by the Council of Elders by written notice to the members no later than thirty (30) days prior to the date of the members' meeting for election, and the election shall proceed in the manner directed by the moderator. Nominations shall not be received from the floor at the members' meeting for election. The written notice required by this Section to be given to the members may be given by placing the nominations in a written notice within the time frame set forth herein.

The elders should seek recommendations and involvement from the general membership in the nomination process in a manner deemed appropriate by the Council of Elders. Members are encouraged to submit the names of qualified candidates to serve as elders, deacons, clerk, or treasurer to the Council of Elders in an adequate time prior to any time required for or designated by the elders to give written notice to the members of the names of nominees. Nominees to be submitted to the membership are determined by the Council of Elders. Any member with reason to believe that a nominee is unqualified for an office should express such concern to the elders. Members intending to speak in opposition to a nominee should express their objection to the elders as far in advance as possible before the relevant Church members' meeting.

Each nominee for elder will be voted on individually as to whether the nominee is elected by affirmative vote to serve as an elder. The moderator shall declare elected as elders each man nominated who receives an affirmative vote of no less than seventy-five percent (75%) of all votes cast for the office of elder. For all other offices, the moderator shall declare elected all persons receiving a simple majority of all votes cast. For all elections or other votes of the members of the Church, abstentions will not be considered as votes cast.

The persons elected shall assume their respective offices upon election, unless another date has been specifically designated.

Section 5 – Vacancies in Council of Elders

A vacancy occurs in the Council of Elders only upon (i) the death, resignation, removal, or other departure from the position of senior pastor by the senior pastor; or (ii) the death, resignation, removal or other departure from the position of elder by an elder who is not in the regular pay of the Church that results in the active eldership on the Council of Elders no longer being composed of no less than five Church members who are not in the regular pay of the Church. An elder who departs from the position of elder due to death, resignation, removal, or any other reason reduces the number of elders on the Council of Elders, but does not create a vacancy on the Council of Elders, except as described in the preceding sentence. Provided, however, that the eldership of the Church may be varied in number at any time as described in Article 5, Section 2, through the procedure for election of a Church member to serve as an elder on the Council of Elders by the Church membership in accordance with Article 7, Section 4.

A vacancy on the Council of Elders shall not be filled by the Council of Elders. A

vacancy in the position of elder shall be filled by the members at a duly called membership meeting for such purpose. The voting requirements and procedure for election of elders shall be the same requirements and procedure for filling any vacancy in the position of elder. Except for an elder filling a vacancy on the Council of Elders as a senior pastor, any elder elected to fill a vacancy on the Council of Elders shall serve for a three-year term, regardless of the remainder of the term of the departing elder.

Section 6 – Vacancies in Deacon Body

A vacancy occurring due to the death, resignation, removal, or other departure from the position of deacon shall not be filled by the Council of Elders. A vacancy in the position of deacon shall be filled by the members at a duly called membership meeting for such purpose. The voting requirements and procedure for election of deacons shall be the same requirements and procedure for filling any vacancy in the position of deacon.

Section 7 – Calling of the Senior Pastor

The Church members shall approve the call of the senior pastor to join and serve the Church. In the calling of any man to this position, the same basic process of calling an elder must be followed, including, but not limited to, having the elders evaluate and select the nominee for senior pastor and then present the nominee for senior pastor to the membership for vote. In addition, however, the Church congregation must be given adequate opportunity to assess the preaching gifts of any potential senior 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 senior pastor (which shall include, if necessary, election to membership of him and his wife if he is married) must be given (i) verbally or in written communication at two Sunday morning services following the nomination, prior to the vote at a members' meeting; and (ii) by written notice, mailed to the members, at least thirty (30) days prior to the vote at a members' meeting. The Church congregation must approve the call of a senior pastor by the affirmative vote of at least seventy-five percent (75%) of the votes cast at the members' meeting when the vote is taken.

Section 8 – Calling of Associate Pastor

The Church members shall approve the call of any associate pastor to join and serve the Church. In the calling of any man to the position of associate pastor, the same basic process of calling an elder must be followed, including, but not limited to, having the elders evaluate and select any nominee for associate pastor and then present a nominee for associate pastor to the membership for vote. In addition, however, the Church must be given adequate opportunity to assess the preaching 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 (i) verbally or in written communication two Sunday morning services following the nomination, prior to the vote at a members' meeting; and (ii) by written notice, mailed to the members, at least thirty (30) days prior to the vote at a members' meeting. The Church congregation must approve the call of an associate pastor by the affirmative vote of at least

seventy-five percent (75%) of the votes cast at the members' meeting when the vote is taken.

Section 9 – Calling of Assistant Pastor

The Church members shall approve the call of any assistant pastor to join and serve the Church. In the calling of any man to the position of assistant pastor, the same basic process of calling an elder must be followed, including, but not limited to, having the elders evaluate and select any nominee for assistant pastor and then present a nominee for assistant pastor to the membership for vote; provided, however, that the approval of the call of any assistant pastor to join and serve the Church does not automatically make the assistant pastor an elder of the Church, as explained in Article 5, Section 6 of these Bylaws. In addition, however, the Church must be given adequate opportunity to assess the preaching gifts of any potential assistant 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 assistant pastor (which shall include, if necessary, election to membership of him and his wife if he is married) must be given (i) verbally or in written communication two Sunday morning services following the nomination, prior to the vote at a members' meeting; and (ii) by written notice, mailed to the members, at least thirty (30) days prior to the vote at a members' meeting. The Church congregation must approve the call of an assistant pastor by the affirmative vote of at least seventy-five percent (75%) of the votes cast at the members' meeting when the vote is taken.

Section 10 – Notice of Meetings

Not all members' meetings require written notice to be mailed to the members. For those members' meetings that require written notice to be mailed to the members, such notice shall be deemed to be effective when deposited in the United States mail, correctly addressed to the member at the member's address as it appears on the current record of members of the Church, with postage prepaid thereon.

Article 8 – Indemnification

The Church shall indemnify, to the fullest extent permitted by law and this Article, any person who is or was a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (and any appeal therein), whether civil, criminal, administrative, arbitral, or investigative and whether or not brought by or on behalf of the Church, by reason of the fact that such person is or was an elder, deacon, officer, employee, agent, or volunteer of the Church, or is or was serving at the request of the Church as a director, officer, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or arising out of such party's activities in any of the foregoing capacities, against all liability and litigation expense, including reasonable attorneys' fees; provided, however, that the Church shall not indemnify any such person against liability or expense incurred on account of such person's activities (i) if such activities were not taken in good faith, (ii) if such activities were, at the time taken, known or believed by such person to be clearly in conflict with the best interests of the Church, or (iii) if such person received an improper personal benefit from such activities. The Church likewise shall indemnify any such person for all reasonable costs and expenses (including attorneys' fees) incurred by such

person in connection with the enforcement of such person's right to indemnification granted herein.

The Church shall pay all expenses incurred by any person claiming under this Article in defending a civil or criminal action, suit, or proceeding as set forth above in advance of the final disposition of such action, suit, or proceeding, upon receipt of an undertaking (deemed satisfactory to the Council of Elders) by or on behalf of such claimant to repay such amount unless it ultimately shall be determined that such claimant is entitled to be indemnified by the Church against such expenses.

The Council of Elders shall take all such action as may be necessary and appropriate to authorize the Church to pay the indemnification required by this Article of the Bylaws, including without limitation, (a) a determination by a majority vote of disinterested elders (i) that the activities giving rise to the liability or expense for which indemnification is requested were taken in good faith; (ii) that the activities giving rise to the liability or expense for which indemnification is requested were not, at the time taken, known or believed by the person requesting indemnification to be clearly in conflict with the best interests of the Church and (iii) that the person requesting indemnification did not receive an improper personal benefit from the activities giving rise to the liability or expense for which indemnification is requested, and (b) to the extent deemed needed by the Council of Elders, giving notice to the members of the Church. 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 by simple majority vote.

Any person who at any time after the adoption of this Article of the Bylaws serves or has served in any of the aforesaid capacities for or on behalf of the Church shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein.

Article 9 – 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 18:15–20, 1 Corinthians 6:1–8), the Church encourages its members to resolve conflict among themselves according to Biblically-based principles. Consistent with its call to peacemaking, the Church shall encourage the use of Biblically-based principles to resolve disputes between itself and those outside the Church, whether Christian or pagan, and whether individuals or corporate entities.

Article 10 – Books and Records

Section 1 – Maintenance of Books and Records and Financial Review

The Church shall keep books and records as required by Article 16 of the North Carolina Nonprofit Corporation Act. The Church may adopt procedures for such level of financial review and compilation of the Church as the Council of Elders may determine appropriate, which may include an external audit or some lesser level of review.

Section 2 - Availability

The books and records of the Church shall be available for inspection by the

members pursuant to the terms and conditions of Article 16 of the North Carolina Nonprofit Corporation Act.

Section 3 - Fiscal Year

The fiscal year of the Church shall be fixed by the Council of Elders.

Article 11 – Committees

The Council of Elders may designate, by resolution adopted by the majority of the elders present at a meeting at which a quorum is present, certain committees to assist the Church. The Council of Elders may not attempt to delegate its responsibilities under these Bylaws to any committee to act on the Council's behalf, unless such committee consists solely of two or more elders. Any committee appointed by the Council of Elders that contains congregation members that are not elders shall not have the power to act on behalf of the Council of Elders, but the committee shall have such duties and responsibilities as may be set forth in the resolution by the Council of Elders designating the committee.

Article 12 – Amendments

The Statement of Faith and Church Covenant may be amended by an affirmative vote of at least seventy-five percent (75%) of the votes cast at a members' meeting, provided the amendment shall have been offered in writing at the previous members' meeting, and shall have been announced from the pulpit at Church worship services two successive Sundays prior to such vote.

These Bylaws may be amended by an affirmative vote of at least seventy-five percent (75%) of the votes cast at a members' meeting, provided the amendment shall have been (i) offered in writing at the previous members' meeting, and shall have been announced from the pulpit at Church worship services two successive Sundays prior to such vote; or (ii) mailed to the membership at least thirty (30) days prior to members' meeting at which the vote shall be taken.

Historical Notes:

Adopted by the membership on August 7, 2013.

Amended by the membership on February 26,

2014. Amended by the membership on November

22, 2015. Amended by the membership on

September 22, 2019.

History of Events Leading to Adoption

Constitution and Bylaws Committee

Kay Braxton, Alex Dale, Larry Matheny
Bryan Smith, Lisa Todd

Draft submitted to Deacons on June 5, 2103

Draft adopted as Proposed by Deacons on June 12, 2013

Proposed Constitution & Bylaws submitted to church body on June 24, 2013

1st Question & Answer meeting held on July 10, 2013

2nd Question & Answer meeting held on July 31, 2013

Vote for and adoption of proposed Constitution and Bylaws held on August 7, 2013

Vote for First Amendment to Constitution and Bylaws held on February 26, 2014

Vote for Second Amendment to Constitution and Bylaws held on November 22, 2015

Vote for Third Amendment to Constitution and Bylaws held on September 22, 2019

Vote for Fourth Amendment on Constitution and Bylaws held on November 2, 2021

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This document has been reviewed by our attorney and has been given his approval.