

Grove Avenue Baptist Church

Constitution and Bylaws

A Virginia Church Corporation

CONSTITUTION

ARTICLE 1 – NAME & PRINCIPAL OFFICE

This church corporation shall be known as Grove Avenue Baptist Church located in Richmond, Virginia, further referred to in these bylaws as the “Church.” The Church maintains its principal office at **8701 Ridge Road, Richmond, VA 23229**. The corporation may have offices at such place or places within or without the State of Virginia as the Senior Pastor and Board may from time to time appoint or as the business of the corporation may require or make desirable.

ARTICLE 2 – PURPOSES OF GOVERNING DOCUMENTS

This Constitution and Bylaws are a declaration of our beliefs and understanding of the Holy Scriptures as such pertains to our form of church government and organizational structure. It is vitally important for a church, if it is to glorify God and accomplish His purposes, that its people be in agreement with regard to doctrine, organizational structure and goals (1 Corinthians 1:10; Ephesians 4:3, 13). Accordingly, this document is designed to be a statement of these things such as would promote a oneness of mind within our own ranks and give those interested in becoming a part of this ministry a clear concept of our beliefs and objectives.

This document is not a higher authority than the Word of God. Neither is it a higher authority than the authority that God Himself has invested in those believers He has appointed to lead the church (Hebrews 13:7, 17). It must be remembered that the local church itself is a living, growing, and flexible body subject ultimately to the authority of Jesus Christ alone, as it is declared in the Word of God (Ephesians 1:22; 4:12–16). Therefore, this document is subject to amendment, pursuant the provisions herein, as the Church grows spiritually and numerically. Notwithstanding, absent such amendment and for the protection of all, this document shall govern Church operations.

ARTICLE 3 – ARTICLES OF FAITH

Sec. 1 – The Scriptures: The Holy Bible was written by men divinely inspired and is God’s revelation of Himself to man. It is a perfect treasure of divine instruction. It has God for its

author, salvation for its end, and truth, without any mixture of error, for its matter. Therefore, all Scripture is totally true and trustworthy. It reveals the principles by which God judges us, and therefore is, and will remain to the end of the world, the true center of Christian union, and the supreme standard by which all human conduct, creeds, and religious opinions should be tried. All Scripture is a testimony to Christ, who is Himself the focus of divine revelation.

Exodus 24:4; Deuteronomy 4:1-2; 17:19; Joshua 8:34; Psalms 19:7-10; 119:11,89,105,140; Isaiah 34:16; 40:8; Jeremiah 15:16; 36:1-32; Matthew 5:17-18; 22:29; Luke 21:33; 24:44-46; John 5:39; 16:13-15; 17:17; Acts 2:16ff; 17:11; Romans 15:4; 16:25-26; 2 Timothy 3:15-17; Hebrews 1:1-2; 4:12; 1 Peter 1:25; 2 Peter 1:19-21

Sec. 2 – God: There is one and only one living and true God. He is an intelligent, spiritual, and personal Being, the Creator, Redeemer, Preserver, and Ruler of the universe. God is infinite in holiness and all other perfections. God is all powerful and all knowing; and His perfect knowledge extends to all things, past, present, and future, including the future decisions of His free creatures. To Him we owe the highest love, reverence, and obedience. The eternal triune God reveals Himself to us as Father, Son, and Holy Spirit, with distinct personal attributes, but without division of nature, essence, or being.

Sec. 2a – God the Father: God as Father reigns with providential care over His universe, His creatures, and the flow of the stream of human history according to the purposes of His grace. He is all powerful, all knowing, all loving, and all wise. God is Father in truth to those who become children of God through faith in Jesus Christ. He is fatherly in His attitude toward all men.

Genesis 1:1; 2:7; Exodus 3:14; 6:2-3; 15:11ff.; 20:1ff.; Leviticus 22:2; Deuteronomy 6:4; 32:6; 1 Chronicles 29:10; Psalm 19:1-3; Isaiah 43:3,15; 64:8; Jeremiah 10:10; 17:13; Matthew 6:9ff.; 7:11; 23:9; 28:19; Mark 1:9-11; John 4:24; 5:26; 14:6-13; 17:1-8; Acts 1:7; Romans 8:14-15; 1 Corinthians 8:6; Galatians 4:6; Ephesians 4:6; Colossians 1:15; 1 Timothy 1:17; Hebrews 11:6; 12:9; 1 Peter 1:17; 1 John 5:7.

Sec. 2b – God the Son: Christ is the eternal Son of God. In His incarnation as Jesus Christ He was conceived of the Holy Spirit and born of the virgin Mary. Jesus perfectly revealed and did the will of God, taking upon Himself human nature with its demands and necessities and identifying Himself completely with mankind yet without sin. He honored the divine law by His personal obedience, and in His substitutionary death on the cross He made provision for the redemption of men from sin. He was raised from the dead with a glorified body and appeared to His disciples as the person who was with them before His crucifixion. He ascended into heaven and is now exalted at the right hand of God where He is the One Mediator, fully God, fully man, in whose Person is effected the reconciliation between God and man. He will return in power and glory to judge the world and to consummate His redemptive mission. He now dwells in all believers as the living and ever present Lord.

Genesis 18:1ff.; Psalms 2:7ff.; 110:1ff.; Isaiah 7:14; 53; Matthew 1:18-23; 3:17; 8:29; 11:27; 14:33; 16:16,27; 17:5; 27; 28:1-6,19; Mark 1:1; 3:11; Luke 1:35; 4:41; 22:70; 24:46; John 1:1-18,29; 10:30,38; 11:25-27; 12:44-50; 14:7-11; 16:15-16,28; 17:1-5, 21-22; 20:1-20,28; Acts 1:9; 2:22-24; 7:55-56; 9:4-5,20; Romans 1:3-4; 3:23-26; 5:6-21; 8:1-3,34; 10:4;

1 Corinthians 1:30; 2:2; 8:6; 15:1-8,24-28; 2 Corinthians 5:19-21; 8:9; Galatians 4:4-5; Ephesians 1:20; 3:11; 4:7-10; Philippians 2:5-11; Colossians 1:13-22; 2:9; 1 Thessalonians 4:14-18; 1 Timothy 2:5-6; 3:16; Titus 2:13-14; Hebrews 1:1-3; 4:14-15; 7:14-28; 9:12-15,24-28; 12:2; 13:8; 1 Peter 2:21-25; 3:22; 1 John 1:7-9; 3:2; 4:14-15; 5:9; 2 John 7-9; Revelation 1:13-16; 5:9-14; 12:10-11; 13:8; 19:16.

Sec. 2c – God the Holy Spirit: The Holy Spirit is the Spirit of God, fully divine. He inspired holy men of old to write the Scriptures. Through illumination He enables men to understand truth. He exalts Christ. He convicts men of sin, of righteousness, and of judgment. He calls men to the Saviour, and effects regeneration. At the moment of regeneration He baptizes every believer into the Body of Christ. He cultivates Christian character, comforts believers, and bestows the spiritual gifts by which they serve God through His church. He seals the believer unto the day of final redemption. His presence in the Christian is the guarantee that God will bring the believer into the fullness of the stature of Christ. He enlightens and empowers the believer and the church in worship, evangelism, and service.

Genesis 1:2; Judges 14:6; Job 26:13; Psalms 51:11; 139:7ff.; Isaiah 61:1-3; Joel 2:28-32; Matthew 1:18; 3:16; 4:1; 12:28-32; 28:19; Mark 1:10,12; Luke 1:35; 4:1,18-19; 11:13; 12:12; 24:49; John 4:24; 14:16-17,26; 15:26; 16:7-14; Acts 1:8; 2:1-4,38; 4:31; 5:3; 6:3; 7:55; 8:17,39; 10:44; 13:2; 15:28; 16:6; 19:1-6; Romans 8:9-11,14-16,26-27; 1 Corinthians 2:10-14; 3:16; 12:3-11,13; Galatians 4:6; Ephesians 1:13-14; 4:30; 5:18; 1 Thessalonians 5:19; 1 Timothy 3:16; 4:1; 2 Timothy 1:14; 3:16; Hebrews 9:8,14; 2 Peter 1:21; 1 John 4:13; 5:6-7; Revelation 1:10; 22:17.

Sec. 3 – Man: Man is the special creation of God, made in His own image. He created them male and female as the crowning work of His creation. The gift of gender is thus part of the goodness of God's creation. In the beginning man was innocent of sin and was endowed by his Creator with freedom of choice. By his free choice man sinned against God and brought sin into the human race. Through the temptation of Satan man transgressed the command of God, and fell from his original innocence whereby his posterity inherit a nature and an environment inclined toward sin. Therefore, as soon as they are capable of moral action, they become transgressors and are under condemnation. Only the grace of God can bring man into His holy fellowship and enable man to fulfill the creative purpose of God. The sacredness of human personality is evident in that God created man in His own image, and in that Christ died for man; therefore, every person of every race possesses full dignity and is worthy of respect and Christian love.

Genesis 1:26-30; 2:5,7,18-22; 3:9-6; Psalms 1; 8:3-6; 32:1-5; 51:5; Isaiah 6:5; Jeremiah 17:5; Matthew 16:26; Acts 17:26-31; Romans 1:19-32; 3:10-18,23; 5:6,12,19; 6:6; 7:14-25; 8:14-18,29; 1 Corinthians 1:21-31; 15:19,21-22; Ephesians 2:1-22; Colossians 1:21-22; 3:9-11.

Sec. 4 – Salvation: Salvation involves the redemption of the whole man, and is offered freely to all who accept Jesus Christ as Lord and Saviour, who by His own blood obtained eternal redemption for the believer. In its broadest sense salvation includes regeneration, justification, sanctification, and glorification. There is no salvation apart from personal faith in Jesus Christ as Lord.

Sec. 4a – Regeneration: Regeneration, or the new birth, is a work of God’s grace whereby believers become new creatures in Christ Jesus. It is a change of heart wrought by the Holy Spirit through conviction of sin, to which the sinner responds in repentance toward God and faith in the Lord Jesus Christ. Repentance and faith are inseparable experiences of grace.

Repentance is a genuine turning from sin toward God. Faith is the acceptance of Jesus Christ and commitment of the entire personality to Him as Lord and Saviour.

Sec. 4b – Justification: Justification is God’s gracious and full acquittal upon principles of His righteousness of all sinners who repent and believe in Christ. Justification brings the believer unto a relationship of peace and favor with God.

Sec. 4c – Sanctification: Sanctification is the experience, beginning in regeneration, by which the believer is set apart to God’s purposes, and is enabled to progress toward moral and spiritual maturity through the presence and power of the Holy Spirit dwelling in him. Growth in grace should continue throughout the regenerate person’s life.

Sec. 4d – Glorification: Glorification is the culmination of salvation and is the final blessed and abiding state of the redeemed.

Genesis 3:15; Exodus 3:14-17; 6:2-8; Matthew 1:21; 4:17; 16:21-26; 27:22-28:6; Luke 1:68-69; 2:28-32; John 1:11-14,29; 3:3-21,36; 5:24; 10:9,28-29; 15:1-16; 17:17; Acts 2:21; 4:12; 15:11; 16:30-31; 17:30-31; 20:32; Romans 1:16-18; 2:4; 3:23-25; 4:3ff.; 5:8-10; 6:1-23; 8:1-18,29-39; 10:9-10,13; 13:11-14; 1 Corinthians 1:18,30; 6:19-20; 15:10; 2 Corinthians 5:17-20; Galatians 2:20; 3:13; 5:22-25; 6:15; Ephesians 1:7; 2:8-22; 4:11-16; Philippians 2:12-13; Colossians 1:9-22; 3:1ff.; 1 Thessalonians 5:23-24; 2 Timothy 1:12; Titus 2:11-14; Hebrews 2:1-3; 5:8-9; 9:24-28; 11:1-12:8,14; James 2:14-26; 1 Peter 1:2-23; 1 John 1:6-2:11; Revelation 3:20; 21:1-22:5.

Sec. 5 – The Church: A New Testament church of the Lord Jesus Christ is an autonomous local congregation of baptized believers, associated by covenant in the faith and fellowship of the gospel; observing the two ordinances of Christ, governed by His laws, exercising the gifts, rights, and privileges invested in them by His Word, and seeking to extend the gospel to the ends of the earth. Each congregation operates under the Lordship of Christ through democratic processes. In such a congregation each member is responsible and accountable to Christ as Lord. Its servant/leaders are pastors and deacons. While both men and women are gifted for service in the church, the offices of pastors and deacons are limited to men as qualified by Scripture.

The New Testament speaks also of the church as the Body of Christ which includes all of the redeemed of all the ages, believers from every tribe, and tongue, and people, and nation.

Matthew 16:15-19; 18:15-20; Acts 2:41-42,47; 5:11-14; 6:3-6; 13:1-3; 14:23,27; 15:1-30; 16:5; 20:28; Romans 1:7; 1 Corinthians 1:2; 3:16; 5:4-5; 7:17; 9:13-14; 12; Ephesians 1:22-23; 2:19-22; 3:8-11,21; 5:22-32; Philippians 1:1; Colossians 1:18; 1 Timothy 2:9-14; 3:1-15; 4:14; Hebrews 11:39-40; 1 Peter 5:1-4; Revelation 2-3; 21:2-3.

Sec. 6 – Baptism and the Lord’s Supper: Christian baptism is the immersion of a believer in water in the name of the Father, the Son, and the Holy Spirit. It is an act of obedience symbolizing the believer’s faith in a crucified, buried, and risen Saviour, the believer’s death to sin, the burial of the old life, and the resurrection to walk in newness of life in Christ Jesus. It is a testimony to his faith in the final resurrection of the dead.

The Lord’s Supper is a symbolic act of obedience whereby members of the church, through partaking of the bread and the fruit of the vine, memorialize the death of the Redeemer and anticipate His second coming.

Matthew 3:13-17; 26:26-30; 28:19-20; Mark 1:9-11; 14:22-26; Luke 3:21-22; 22:19-20; John 3:23; Acts 2:41-42; 8:35-39; 16:30-33; 20:7; Romans 6:3-5; 1 Corinthians 10:16,21; 11:23-29; Colossians 2:12.

Sec. 7 – The Lord’s Day: The first day of the week is the Lord’s Day. It is a Christian institution for regular observance. It commemorates the resurrection of Christ from the dead and should include exercises of worship and spiritual devotion, both public and private. Activities on the Lord’s Day should be commensurate with the Christian’s conscience under the Lordship of Jesus Christ.

Exodus 20:8-11; Matthew 12:1-12; 28:1ff.; Mark 2:27-28; 16:1-7; Luke 24:1-3,33-36; John 4:21-24; 20:1,19-28; Acts 20:7; Romans 14:5-10; 1 Corinthians 16:1-2; Colossians 2:16; 3:16; Revelation 1:10.

Sec. 8 – The Family: God has ordained the family as the foundational institution of human society. It is composed of persons related to one another by marriage, blood, or adoption.

Marriage is the uniting of one man and one woman in covenant commitment for a lifetime. It is God’s unique gift to reveal the union between Christ and His church and to provide for the man and the woman in marriage the framework for intimate companionship, the channel of sexual expression according to biblical standards, and the means for procreation of the human race.

The husband and wife are of equal worth before God, since both are created in God’s image. The marriage relationship models the way God relates to His people. A husband is to love his wife as Christ loved the church. He has the God-given responsibility to provide for, to protect, and to lead his family. A wife is to submit herself graciously to the servant leadership of her husband even as the church willingly submits to the headship of Christ. She, being in the image of God as is her husband and thus equal to him, has the God-given responsibility to respect her husband and to serve as his helper in managing the household and nurturing the next generation.

Children, from the moment of conception, are a blessing and heritage from the Lord. Parents are to demonstrate to their children God’s pattern for marriage. Parents are to teach their children spiritual and moral values and to lead them, through consistent lifestyle example and loving discipline, to make choices based on biblical truth. Children are to honor and obey their parents.

Genesis 1:26-28; 2:15-25; 3:1-20; Exodus 20:12; Deuteronomy 6:4-9; Joshua 24:15; 1 Samuel 1:26-28; Psalms 51:5; 78:1-8; 127; 128; 139:13-16; Proverbs 1:8; 5:15-20; 6:20-22; 12:4; 13:24; 14:1; 17:6; 18:22; 22:6,15; 23:13-14; 24:3; 29:15,17; 31:10-31; Ecclesiastes 4:9-12; 9:9; Malachi 2:14-16; Matthew 5:31-32; 18:2-5; 19:3-9; Mark 10:6-12; Romans 1:18-32; 1 Corinthians 7:1-16; Ephesians 5:21-33; 6:1-4; Colossians 3:18-21; 1 Timothy 5:8,14; 2 Timothy 1:3-5; Titus 2:3-5; Hebrews 13:4; 1 Peter 3:1-7.

Sec. 9 – Human Sexuality: We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman. We believe that any form of homosexuality, lesbianism, bisexuality, bestiality, incest, fornication, adultery, and pornography are sinful perversions of God’s gift of sex and the offending member should seek appropriate counseling to refrain from and terminate such practices in order to receive or remain a member of this congregation. (Genesis 2:20b–24; Matthew 19: 4, 5; 1 Corinthians 6). We believe that God disapproves of and forbids any attempt to alter one’s gender by surgery or appearance. (*Genesis 2:24; Genesis 19:5, 13; Genesis 26:8–9; Leviticus 18:1–30; Romans 1: 26–29; 1 Corinthians 5:1; 6:9; 1 Thessalonians 4:1–8; Hebrews 13:4*)

Article 4 – Members Covenant

As we trust we have been brought by Divine Grace to receive the Lord Jesus Christ, and to give up ourselves to Him, so we do now, relying upon His gracious aid, solemnly covenant with each other, and promise that we will walk together in brotherly love as becomes the members of the Christian Church.

That we will exercise an affectionate care and watchfulness over each other, and faithfully admonish and entreat one another, as occasion may require.

That we will not forsake the assembling of ourselves together, nor neglect to pray for ourselves and others.

That we will endeavor to bring up such as may at any time be under our care in the nurture and admonition of the Lord, and by a pure and holy example to win our kindred and acquaintances to the Savior, to holiness and to eternal life.

That we will rejoice at each other’s happiness and endeavor with tenderness and sympathy to bear each other’s burdens and sorrows.

That we will not bring forward to the Church a complaint against any member for any personal trespass against us, until we have taken the first and second steps pointed out by Christ in Matthew 18 nor will ever take the Church or its agents to civil court as prohibited in 1 Corinthians 6.

That all private offenses that can be privately settled we will never make public.

That we will live circumspectly in the world, “denying ungodliness and worldly lusts,” setting a worthy example and remembering that, as we have been voluntarily buried by baptism, and have

been raised up from the emblematical grave, so there is on us a special obligation henceforth to lead a new and holy life.

That we will strive together for the support of a faithful evangelical ministry among us.

That we have read the Articles, Constitution, and Bylaws including those policies dealing with church discipline and biblical conflict resolution and agree to be bound by them.

That according to our ability and opportunities we will, as faithful servants of the Lord, do good to all men, especially in helping to extend the Gospel in its purity and power to the whole human family.

And that through life, amidst evil report and good report, we will humbly and earnestly seek to live to the glory of Him who hath called us out of darkness into His marvelous light.

And may the God of Peace, who brought again from the dead our Lord Jesus Christ, the Great Shepherd of sheep, through the blood of the everlasting covenant, make us perfect in every good work to do His will, working in us that which is well pleasing in His sight, through Jesus Christ, to whom be glory for ever and ever. Amen (Hebrews 13:20–21)

BYLAWS

ARTICLE 5 – MEMBERS OF THE CHURCH

Sec. 1 – Qualification for Membership: Any person professing faith in the Lord Jesus Christ (Luke 9:23; Matthew 10:32–33), and adopting the view of faith and practice held by the Church (Romans 12:3–8; 1 Corinthians 12:12–26; Ephesians 4:1–16), may, upon completing and signing the members' application and having experienced scriptural baptism, be received into its membership by vote of the Church in a regular business meeting.

All previous members of Grove Avenue Baptist Church association by agreeing to follow the Articles, Constitution and Bylaws of the church corporation will become members of the new church corporation. No member of this Church, nor any officer, nor any member of the Board of Directors shall by virtue of such membership, office or position, incur or be subject to personal liability to any extent for any indebtedness, obligations, acts or omissions of this Corporation.

Sec. 2 – Conduct of Membership: It shall be the duty of the members to conduct themselves at all times in a manner becoming a Christian (John 1:1, 14; 13:35; 20:21; Galatians 5:22–25). All conflictive matters should be handled in accordance to Matthew 18. The emphasis is to be redemptive rather than punitive. All private offences that can be privately settled will remain confidential.

Sec. 3 – Voting by Membership: All active members, without respect to age, shall have an equal opportunity to express opinions on business matters and vote in the business of this Church

(voting by proxy is prohibited). (Acts 1:15–26; Acts 6:1–7) Voting privileges and percentages are as follows:

- i) Annual Budget – majority vote
- ii) Election of Lay Members of the Board or other Church Officers, including the Deacons as provided in these Bylaws – majority vote
- iii) Acceptance of new members – majority vote
- iv) Dissolving of all, or substantially all, of the church assets – 2/3 vote
- v) Acquisition of property, and/or building projects and related indebtedness – 2/3 vote
- vi) Amendment to the Constitution of the Church – 3/4 vote
- vii) Amendments to the Bylaws of the church – majority vote
- viii) Calling or removing of the Pastor – 3/4 vote
- ix) Any other major event or decision as designated by the Senior Pastor and Board – majority vote unless otherwise provided.

Sec. 4 – Removal of Members: Members' names shall be removed from the Church roll under the following conditions:

- i) Immediately upon death without a vote of the Church being necessary.
- ii) By request of the member without a vote of the Church being necessary.
- iii) By transfer of membership to another Church without a vote of the Church being necessary.
- iv) The Board or its designees may recommend removal of a member to the whole membership who may by majority vote remove such individual as a result of inactivity wherein the membership roll may be periodically purged of those who fail to attend, thus insuring that the Church roll accurately reflects the active membership of the Church. Care shall be exercised to insure that shut-ins, members in military service, members away at college or otherwise involved in activities which require a lengthy absence are not removed.
- v) Upon recommendation of the discipline team for cause under the church discipline process below, requiring an affirmation of such action by a three-quarters (3/4) majority of the board members present and voting at a legally constituted board meeting.

Any member whose name is to be removed as a result of iv) or v) above must be notified in writing of the decision of the Church. Notification shall be in writing at their last known address and they shall be given 30 (thirty) days in which to make an appeal. If the member fails to appeal by the end of the 30 (thirty) day period, the member's name shall be removed from the roll. Appeals shall be made first to the Board and, if requested, to the Church as a committee of the whole but that decision is final.

Sec. 5 – Church Discipline and Restoration: It is in the vital interest of the Church and to all its members to maintain discipline of and between the members and thus, it shall be the practice of this church to pursue every reasonable measure for peace and reconciliation. Should one member sin against another member or the Body of Members (the Church), or be involved in heresy, the aggrieved member(s) shall follow in a tender spirit the rules given by our Lord and Savior in Matthew 18:15–17; 1 Corinthians 5:9–13; and 1 Thessalonians 5:12–14. If the matter is still

unresolved after private attempts at resolution and reconciliation and the member does not repent of the sin, the discipline committee appointed by the Board shall handle the matter according to the church operating manual.

Members dismissed by the Church through the Board or its designees (the discipline committee) shall be restored to full membership privileges by the Senior Pastor and the Board or its designees according to the spirit of 2 Corinthians 2:7, 8 when their conduct is in accordance with the Constitution and Bylaws and biblical repentance. The Board will communicate such restoration to the Church in a timely manner.

ARTICLE 6 – BOARD OF DIRECTORS

Sec. 1 – General Powers: Subject to the authority of the congregation, the corporate powers of the Church shall be exercised by or under the authority of the Board of Directors, also referred to in these bylaws as the “Board,” for the purposes of overseeing the legal, business, financial and administrative affairs of the Church. (Acts 6:1–7)

Sec. 2 – Board Members: The Directors shall be the Senior Pastor, Senior Associate Pastor, Treasurer, Chairmen of the Deacons, and of the Stewardship and Personnel Committees, and up to three other church members nominated by the Senior Pastor and elected by the church members for up to a three (3)-year term. The authorized number of Board Members shall be nominated by the Senior Pastor and voted on by church members during the annual business meeting (with the exception of the Senior Pastor and Senior Associate Pastor, who are fixed board members). No less than fifty percent (50%) of the Board shall be laymen from the Church and not related to paid staff. Unless decided otherwise by the church members, with the exception of the senior pastor and other paid pastoral/ministerial staff, no Board Member shall serve more than two (2) consecutive three (3)-year terms (6 years total) and may not be reelected until at least one annual election has intervened. The Board shall elect annually from its members its own chairman to plan the agenda with the Pastor and facilitate the meetings, and a secretary to give notices of meetings and record the minutes.

Sec. 3 – Vacancies, Resignation and Removal: A vacancy on the Board because of death, resignation, removal or any other cause shall be filled by nomination of respective committees/Pastor and election by majority of the members for the remainder of the term. Any Board member may at any time deliver a written notice of intent to resign to the Pastor, which shall be effective upon acceptance by the Board. Other than the Pastor, whose removal is provided in these bylaws, any Officer or Director may be removed at any time with cause when, in the sole judgment and discretion of the Board, it is so recommended by a three-quarters (3/4) majority of the Board.

Sec. 4 – Transactions with Interested Parties: A contract or other transaction between the Church and one or more of its Board Members, Pastors, Officers, or family members thereof (hereinafter “Interested Party”), or between the Church and any other entity, of which one or more of the Church or its Board Members, Pastors, or Officers are also Interested Parties, or in which entity is an Interested Party, has a financial interest, shall be voidable at the sole election of the Church unless all of the following provisions are satisfied:

- i) The Church entered into the transaction for its own benefit;
- ii) The transaction was fair and reasonable as to the Church, or was in furtherance of its exempt purposes at the time the Church entered into the transaction;
- iii) Prior to consummating the transaction, or any part, the Board authorized or approved the transaction, in good faith, by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors, and with knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and
- iv) Prior to authorizing or approving the transaction, the Board, in good faith, determined after reasonable investigation and consideration, that either the Church could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Church's tax-exempt purposes.

Common and Interested Board Members may not be counted in determining the presence of a quorum at a meeting of the Board (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction. Notwithstanding the above, no loan should be made by the Church to any of its Board Members, Officers, Pastors, or Members. The Board should adopt a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by Board Members, Officers, Deacons, or employees. This Policy shall permit the Board to determine whether the contemplated transaction may be authorized as just, fair and reasonable to the Church.

Sec. 5 – No Compensation for Directors: No salary or compensation shall be paid to any member of the Board in his capacity as Member of the Board, but nothing herein shall be construed to preclude any Board Member from serving the Church in any other capacity and receiving reasonable compensation. Moreover, the Board member may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.

Sec. 6 – Quorum of Board: One-third (1/3) of voting Board Members present at the beginning of a meeting shall constitute a quorum for purposes of transacting business at a meeting. Every action taken or decision made by a majority of the Board shall be deemed to be the act of the Board Members.

Sec. 7 – Action without Meeting: Any action required or permitted to be taken by the Board Members may be taken without a meeting, if all of the Board Members, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Board Members. Such written consent or consents shall be filed with the minutes of the proceedings of the Board Members.

Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Sec. 8 – Participation by Conference Telephone/Webcam: Members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone, webcam or similar communications equipment whereby all

persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone, webcam or similar communications equipment, a written record shall be made of the action taken at such meeting, noting participation of those who were present by means of such communications equipment, and waiver of face to face appearance.

Sec. 9 – Board Teams: The Board may appoint two or more persons from among its number and other members to serve as special Board Teams, such as the Board may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board. Except as otherwise provided by law, the Articles of Incorporation, these Bylaws, or by a Resolution of the Board, each Board Team may not exercise the authority of the Board.

ARTICLE 7 – OFFICERS OF CHURCH CORPORATION

The Church shall have at least four officers. The senior pastor will serve as President. The senior associate pastor will serve as Vice-president. The remaining officers will be Treasurer and Clerk.

Sec. 1 – Senior Pastor/President: As often as it may be deemed necessary, by the death, resignation, or removal of a previous pastor, the church shall, without unnecessary delay, invite to its pastorship some minister of good report (1 Timothy 3:1–7), provided at least three-fourths of the members present and voting at any meeting of which public notice of not less than two (2) weeks shall have been given. The pastor shall be elected to an unlimited tenure, to be terminated at his own discretion or the discretion of the church.

It shall be the duty of the senior pastor to give special attention to the spiritual and physical needs of the members (1 Peter 5:2–3), preach stately at the church (2 Timothy 4:1–5), administer the ordinances of the New Testament, serve as an ex-officio member of all committees and of the deacon body, serve as president of the church corporation and moderator of all business meetings, and perform any other duties incumbent upon his office (1 Timothy 3:1).

Sec. 2 – Senior Associate Pastor/Vice President: The senior associate pastor shall serve as an ex-officio member of all committees and of the deacon body. In the event the Church is without a senior pastor, the senior associate pastor shall serve as moderator. Furthermore, in the event there is no senior associate pastor, the chairman of the deacon body shall serve as moderator (1 Corinthians 14:40).

Sec. 3 – Treasurer: The treasurer is selected by the nominating committee and elected annually by the members and shall provide counsel and oversight over all financial matters including the regular external audit of the Church. The treasurer shall serve for a period of no more than three (3) consecutive years and may not be reelected until at least one annual election has intervened.

Sec. 4 – Clerk: The Clerk is selected by the nominating committee and elected annually by the members to serve as secretary of the church. The duties will include keeping member rolls, sending notices of members' meetings and recording the minutes.

ARTICLE 8 – MEETINGS OF THE CHURCH

Sec. 1 – The Fiscal Year: The fiscal year of the church shall be from January 1 through December 31.

Sec. 2 – Quarterly Meetings: Regular meetings for the transacting of business should be held quarterly for the purpose of reporting financial records, staffing committees, receiving recommendations from committees, adopting the annual budget, etc.

Sec. 3 – Special Called Meetings: Other special meetings may be called by the Church moderator, providing public written notice of not less than two weeks of the purpose of such meeting has been made public.

Sec. 4 – Quorum: The government of the Church shall be in the hands of the members, of which ten percent (10%) of the Church's average worship attendance from the previous month shall constitute a quorum for the transaction of any business. If a quorum is not present, those voting members present at the following duly noticed and called Members Meeting on the same subject(s) shall constitute a quorum for the transaction of business and voting on the same topic(s).

Sec. 5 – Moderating Meetings: The moderator shall conduct all meetings, properly observing Roberts Rules of Order tempered with courtesy becoming a Christian body. The moderator shall have full power of decision unless questioned, in which case the Church may sustain or refuse to support him in any ruling.

Article 9 – Church Ministries

Sec. 1 – Church ministries are accomplished by various teams, committees and groups within our Church under the leadership of our pastors, ministerial staff and Board. Two major types of ministry groups exist: Ministry Teams and Ministry Standing Committees, and more details of responsibilities and appointment are included in the Church Operating Manual.

- i) **Ministry Teams** perform the ministries of the church. They include but are not limited to the Deacons, Christian Education Ministry, Small Groups including Men's and Women's ministries and the Missions Ministry.
- ii) **Ministry Standing Committees** ensure our Ministry Teams have the resources and support they need to fulfill their ministries by helping meet ministry resource and business-related needs. Ministry Standing Committees include but are not limited to the Nominating, Stewardship, and Personnel Committees.

Sec. 2 – Deacons: Each deacon shall be elected by the church upon recommendation by the Nominating Team and shall serve a four (4)-year term. The church may at any time remove any deacon from office, but not until full justification of such action has been voted by a majority of those present and voting at a meeting of the Church held after due notice of at least two weeks. No deacon may be reelected to succeed himself until at least one (1) annual election has

intervened. Vacancies shall be filled by appointment made by the Body of Deacons until the next annual election.

The deacons, among other biblical tasks, shall assist in the following service ministries: Baptism, ministering to the sick, needy and elderly and helping with Communion.

Sec. 3 – The Stewardship Committee shall have general oversight of all matters of the Church that pertain to the expenditure of funds. It is expressly charged with the responsibility of drafting an annual budget and seeing that the budget is not exceeded in any manner without the approval of the Church. Before any of the funds so provided in the budget have been expended or contracted for, all committees must submit to the Stewardship Committee, for approval, detailed recommendations for such expenditures. The Stewardship Committee with staff consolation shall submit regular reports and shall be composed of the Chairman, the Treasurer and not less than four additional members nominated by the Nominating Committee.

The finances of the church shall be operated on the budget plan. This Committee shall prepare a tentative annual budget and shall submit it annually to the Board and then to the Church for its approval. The Stewardship Committee should appoint Tellers to handle the counting of monies received weekly. Furthermore, the Church can be placed under no obligation of debt without the vote of the Church in business conference.

Sec. 4 – The Personnel Committee shall assist the pastor in personnel supervision and selection of staff. The pastor takes the initiative in recommending any and all ministerial staff to the church through the personnel committee. The church will be asked to confirm the decision of the pastor. The duties shall include working with the pastor in maintaining job descriptions, making salary recommendations, and reviewing and establishing personnel policies.

Sec. 5 – The Nominating Committee shall serve the Church by recommending to the Church members to serve on the various committees during an annual quarterly meeting.

ARTICLE 10 – CHURCH OPERATING MANUAL

The Board shall maintain the Church Operating Manual detailing the operation of the various ministries and committees, as well as the authority, responsibilities, and duties of officers, staff, and lay leaders.

ARTICLE 11 – LEGAL AND FINANCIAL MATTERS

Sec. 1 – Contracts: The President and Treasurer jointly will have the power to bind the Church in contracts in accordance with parameters outlined in the Church Operating Manual or Bylaws unless the congregation authorizes any officer or officers, agent or agents of the Church, in place of or in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, including real estate transactions. Such authority is general for minor contracts or transactions. In the case of major contracts or transactions, this authority extends only to actions approved by the congregation per these Bylaws.

Sec. 2 – Endowments: The Church, with approval of the Board, may establish endowments on behalf of the Church for either general or special purposes.

Sec. 3 – Designated Contributions: The Church may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses as approved by the Board, and such designations generally will be honored. However, the Church shall reserve all rights, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any funds (including designated contributions) to assure that such funds will be used to carry out the Church's tax-exempt purposes.

Sec. 4 – Budget and Financial Review: The Stewardship Committee, in conjunction with staff, shall prepare a regular Church Budget indicating by items the amount needed and sought for expenses and it shall be submitted to the Church for approval.

The Treasurer or designees shall conduct or arrange for an annual review or audit of a type and nature deemed appropriate according to the Church Operating Manual. Church members have the option to request an inspection of non-compensation expense records. Church members, however, do not have access to giving records.

Sec. 5 – Partnerships, Joint Ventures, LLCs, and Auxiliary Corporations: The Board may create or recommend to the Church partnerships, joint ventures, auxiliary corporations or limited liability companies to advance the religious purposes and goals of the Church and not violate the Church's tax-exempt status.

Sec. 6 – Purchase or Sale of Property and Borrowing: Neither officers nor agents of the Church may purchase, encumber, or sell personal property on behalf of the Church unless authorized by the Board or Church Operating Manual. In cases of real property, the Members must approve said transactions, and any borrowing of money must additionally be approved by the Board and the Members.

Sec. 7 – Biblical Settlement of Disputes Within or Against the Church: In any dispute arising between or among Church members, pastors, or staff, the dispute may be resolved by the Church Board (or a duly appointed team from the Church Board) in accordance with Matthew 18: 15–17. All employees of the Church shall be asked to sign policies or contracts with the Christian Dispute Resolution clause in it.

Any dispute between a member and the Church shall be resolved through Christian Conciliation. Christian mediation shall be attempted in all cases but if it does not resolve the dispute then legally binding Christian Arbitration shall be employed by the Board or individuals selected by the Board in accordance with Matthew 18: 15–17 and 1 Corinthians 6. A decision shall be reached after prayerful consideration, in a spirit of humility, with each Arbitrator seeking that which most glorifies God and regarding one another before himself.

Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction.

Jurisdiction and venue shall be the county and state where the church is located and Virginia law will apply to the dispute. Members, pastors, staff and employees shall understand that these methods shall be the sole remedy for any controversy or claim arising against the Church and expressly waive their right to file a lawsuit in any civil court against one another or the Church for such disputes, except to enforce an arbitration decision. In that case, judgment upon an arbitration award may be entered by any court having competent jurisdiction, in conformity with the laws of the Commonwealth of Virginia.

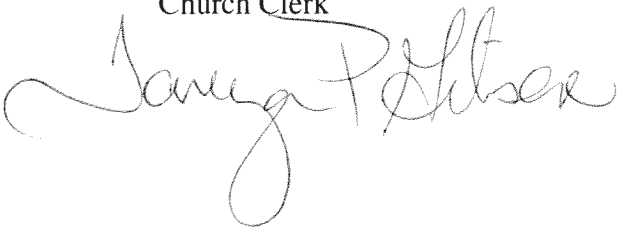
ARTICLE 12 – AMENDMENTS

Process of Amendments: Upon recommendation of at least three-fourths (3/4) majority vote of the Board, Articles 1-4 of the Constitution may be altered, amended, replaced or repealed by a three-fourths (3/4) majority vote of a quorum of Members present and voting, at any duly called quarterly or special business meeting of the Church. Copies of the proposed amendments shall be made available at least four (4) weeks prior to the informational meeting(s) along with the Article(s) and Section(s) to be altered, amended, replaced or repealed.

Upon recommendation of the Board, any of these bylaws Articles 5-11 may be amended, substituted or rescinded at any regular business meeting of the Church, if a majority of those present and voting concur in the change, provided two (2) weeks written notice of such proposed change has been made public to the members.

I, the undersigned clerk of Grove Avenue Baptist Church, do hereby certify that the above Constitution and Bylaws were adopted on November 6, 2011 by the members at a duly called meeting and that this Constitution and Bylaws are current and in operation as of that time.

Church Clerk



Date

November 6, 2011