

**BYLAWS**  
*of*  
**OAK VALLEY 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 December 30, 2018 under the name Oak Valley 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 Oak Valley Church, having searched the Scriptures under the guidance of His Spirit, have recognized the need to constitute ourselves in a manner in which conforms to His will for the Church in this age and prepare ourselves for greater efforts in His name;

Now, therefore, we, the members of Oak Valley Church, do hereby organize ourselves in accord with the North Carolina Nonprofit Corporation Act and adopt this document titled "Bylaws of Oak Valley Church" as our parameters of governance, to be interpreted at all times to reflect the character of and bring glory to The Triune God, the Father, the Son and the Holy Spirit 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 Oak Valley 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 Oak Valley Church of Wilmington, North Carolina. This single document shall be known as the "Bylaws of Oak Valley 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 believers in Jesus Christ personally and corporately committed to proclaiming the gospel of Jesus Christ as given in the Bible, and making disciples as we have been commissioned according to Matthew 28:18-20a. The Holy Bible is the inspired Word of God and is the basis of Oak Valley Church's 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 – 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 by immersion.

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.

Experience 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 – Procedure for Admission of Members

Persons interested in membership will be required to attend a meeting set specifically for prospective new members to learn about the Church and its faith, aims, and ideals. A questionnaire will be given to the interested person at the required meeting. After the questionnaire is completed, returned to the pastors, and is reviewed by an assigned pastor the interested person will meet with one of the pastors and a report of the meeting will be given to all of the pastors. The pastors will be responsible for determining each person's qualification for membership. In making a determination on an interested person's qualification for membership, the pastors may rely on a person's profession of faith, or such other evidence, as the pastors deem appropriate. The interested person will also sign a copy of the Statement of Faith and Church Covenant acknowledging his/her agreement with and willingness to submit to the beliefs and expectations stated in the aforementioned documents. The pastors may wait for any period of time before submitting the interested person to the Church body for consideration for membership. If the Council of Pastors determines by affirmative vote of the pastors that the interested person does not confess Jesus Christ as his or her Lord and Savior, or that there is a lack of evidence of a godly lifestyle, the interested person's request for membership shall be denied, and the interested person shall not be presented to the congregation for admission as a member. The Council of Pastors, or a representative therefrom, shall inform the interested person of this decision and explain the reasons expressed for this decision. The decision of the Council of Pastors 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 Pastors may change, at any time, their willingness to present any denied interested person to the congregation upon determination that the interested person 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 pastors. 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, Oak Valley 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 pastors, 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 pastors, 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 pastors.
- To accept, reject, or otherwise dispose of any matter submitted to the membership of the Church by the pastors, 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 pastors 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 pastors.

#### 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 pastors of this Church. It is the privilege and responsibility of members to attend all members' meetings and to vote on the election of pastors, 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 on an ad-hoc basis with the approval of the pastors. Notwithstanding, non-members may serve the Church for purposes of administration and professional consultation.

#### Section 6 – 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 pastors 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 pastors or congregation, suspension from partaking of the elements at the Lord's table 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 is never to be punitive but is for demonstrating love to the individual and church body and 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 pastors (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 7 – 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 pastors) 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 pastors, the names of any members who have not attended a worship service 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 members at a regular members' meeting or a special called members' meeting for that purpose. 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 at least once a week, and may be held additional times as the Church determines by and through its Council of Pastors.

#### 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. A pastor, or other Church member designated by the Council of Pastors, 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 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 pastors determine shall be brought before the congregation at the meeting. The pastors 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 pastors or may be called by the members through a written request for a meeting, submitted to the pastors. Such 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 pastors. If such a special meeting is called, the pastors shall designate the date and time of the special meeting responsive to the written request 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 a member(s) for a special called members' meeting from the members, the pastors 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 pastors 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 Pastors, Vice-Chairman of the Council of Pastors, 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 – Pastors

The leadership of the Church shall be vested in the Council of Pastors who are responsible for governing the Church, teaching the Word and tending the flock of God in this Church. The pastors shall be equal in authority but may be specialized in function.

The Council of Pastors shall be comprised of not less than three men, and not more than ninety men, who satisfy the qualifications for the office of pastor set forth in 1 Timothy 3:1–7 and Titus 1:6–9. The pastors shall be Church members who are, or who are not, in the regular pay of the

Church. No pastor shall hold the office of deacon during his tenure of service on the Council of Pastors. The Council of Pastors at any given time shall be comprised of those men called and elected by the Church membership to serve as pastors of this Church pursuant to the procedures in these Bylaws.

The Council of Pastors shall oversee the ministry and resources of the Church. In keeping with the principles set forth in Acts 6:1–6 and 1 Peter 5:1–4, the pastors shall devote their time to prayer, the ministry of the Word (by teaching and encouraging sound doctrine), and shepherding God's flock. 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 Pastors, 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 Pastors 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 Church shall recognize men gifted 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 pastors. The recognition of a pastor's service on the Council of Pastors shall be reaffirmed by the Church triennially.

A pastor's term of service on the Council of Pastors may be terminated by resignation or by dismissal. Any two members with reason to believe that a pastor should be dismissed should express such concern to the Council of Pastors, and the Council of Pastors 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 pastors may be dismissed from the office of pastor by a seventy-five percent (75%) vote of the members at any members' meeting of the Church called for such purpose.

The pastors shall take particular responsibility to examine and instruct prospective members, examine and recommend all prospective candidates for offices and positions, oversee the work of the deacons and appointed Church agents and committees, conduct worship services, oversee 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. The pastors are further to ensure that all who minister the Word to the congregation, including outside speakers, share our fundamental convictions. A pastor may resign from the Council of Pastors at any time.

The pastors may establish ministry positions or committees to assist them in fulfilling their responsibilities. The pastors also may propose funding for new paid staff positions. As part of their election of pastors, the membership shall approve all candidates to fill the positions of paid pastors, but the Council of Pastors may fill all other staff positions. The scope and approval of job descriptions for any staff position shall reside in the hands of those with hiring authority for that position.

The pastors shall have responsibility for the employment, supervision, and evaluation of all persons in the employment of the Church, including, but not limited to, all pastors and church staff members. The pastors have the sole authority, by majority vote, to decide whether to hire for, or terminate from, employment with the Church any church staff member. The responsibility for

selection, supervision and evaluation of church staff members may, on a case-by-case basis, be delegated to one or more of the paid pastors.

Each year, the pastors 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 pastors.

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

### 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, wisdom and administration. These members shall be received as gifts of Christ to His Church and set apart as deacons.

A deacon shall be nominated by the pastors and shall be elected by the congregation as set forth herein. The recognition of a deacon's service on the Council of Deacons shall be reaffirmed by the Church triennially. The deacons of the Church may be varied in number, even reduced to zero at any given time. 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 pastors, may establish unpaid administrative positions or committees of members to assist them in fulfilling their responsibilities in the Church.

### Section 4 – Church Staff

The pastors may hire individuals 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 pastors should they be nominated by the Council of Pastors and elected by the membership, in accordance with Article 7.

The pastors shall assign the responsibilities of the church staff members. The church staff shall serve at the will of the Council of Pastors.

### Section 5 – Chairman of the Pastors

The Chairman of the Council of Pastors shall be elected by the pastors as set forth herein.

The Chairman of the Council of Pastors 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 Pastors shall hold such powers provided to a president of a nonprofit corporation as provided by law.

The Chairman of the Council of Pastors shall preside over all meetings of the pastors. 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 pastors 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 pastors.

#### Section 6 – Vice-Chairman of the Pastors

The Vice-Chairman shall be elected by the pastors as set forth herein. The Vice-Chairman of the Council of Pastors shall be the vice-president of the corporation for all purposes under Chapter 55A and 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 Pastors and record all resolutions adopted at the pastors' meetings and proceedings occurring at the meetings. The Vice-Chairman also shall preside over meetings of the Council of Pastors 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 Pastors.

#### Section 7 – 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 pastors, the deacons, or the Church. The clerk shall have charge of such books and records as the pastors 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 Council of Pastors, 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 on the Council or Pastors or the Council of Deacons 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 8 – Treasurer

The treasurer, who shall not be an active pastor, active 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 Council of Pastors. 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 pastors 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 Council of Pastors 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 – Meetings of the Council of Pastors**

### Section 1 – Notice of Pastors Meetings

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

### Section 2 – Quorum for Pastors Meeting

A quorum for a meeting of the Council of Pastors shall be a majority of the pastors in office immediately before a meeting begins.

### Section 3 – Office Elections Within Council of Pastors

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

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

A majority vote of the pastors 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 Pastors by majority vote. A Chairman or Vice-Chairman may be removed from the office by being dismissed from the position of pastor pursuant to Article 5, Section 2, or by a majority vote of the pastors.

#### Section 4 – Action by Pastors Without a Meeting

Action required or permitted to be taken at a meeting of the Council of Pastors may be taken without a meeting if the action is taken by all pastors and evidenced by one or more written consents signed by each pastor 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 5 – Council of Pastors Shall Be Board of Directors

The Council of Pastors shall function as the Board of Directors of the Church's corporation and shall have all powers provided to a Board of Directors of a nonprofit corporation under North Carolina law, unless otherwise provided for herein.

#### Section 6 – Vacancies in Officer Positions

A vacancy in the officer positions of Chairman of the Council of Pastors, Vice-Chairman of the Council of Pastors, Clerk, and Treasurer may be filled by appointment from the Council of Pastors. 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 Pastors and Vice-Chairman of the Council of Pastors must be made from current pastors 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 pastors;
- 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 (30<sup>th</sup>) day prior to the date of the meeting, unless the Council of Pastors shall determine a record date closer to the meeting date. The Council of Pastors shall not set a record date retroactively.

Excluding the election of a pastor, 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.

### Section 3 – Initial Pastors, Deacons and Members

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

### Section 4 – Selection of Pastors, Deacons, Clerk & Treasurer

The election of pastors, deacons, clerk, and treasurer shall be held at a members' meeting of the Church. Names of nominees to serve as pastors, deacons, clerk, or treasurer shall be presented by the Council of Pastors 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 Church bulletin or a written handout prepared specifically for this purpose within the time frame set forth herein.

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

Each nominee for pastor will be voted on individually as to whether the nominee is elected by affirmative vote to serve as a pastor. The moderator shall declare elected as pastors each man nominated who receives an affirmative vote of no less than seventy-five percent (75%) of all votes cast for the office of pastor. 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. Any vote to elect a pastor under this Section encompasses any approval necessary from the membership to employ that pastor as a paid pastor, if that is the Church's intention.

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

#### Section 5 – Vacancies in Council of Pastors

A vacancy occurs in the Council of Pastors only upon the death, resignation, removal, or other departure from the position of pastor by a pastor that results in the Council of Pastors having less than three (3) pastors serving on the Council as required in Article 5, Section 2. Otherwise, a pastor who departs from the position of pastor due to death, resignation, removal, or any other reason reduces the number of pastors on the Council of Pastors, but it does not create a vacancy on the Council of Pastors. The pastors 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 a pastor on the Council of Pastors by the Church membership in accordance with Article 7, Section 4.

A vacancy on the Council of Pastors shall not be filled by the Council of Pastors. A vacancy in the position of pastor shall be filled by the members at a duly called membership meeting for such purpose. The voting requirements and procedure for election of pastors shall be the same requirements and procedure for filling any vacancy in the position of pastor.

#### Section 6 – No Vacancies in Deacon Body

A deacon who departs from the position of deacon due to death, resignation, removal, or any other reason reduces the number of deacons, but it does not create a vacancy. The deacons of the Church may be varied in number at any time as described in Article 5, Section 3, through the procedure for election of a Church member to serve as a deacon in accordance with Article 7, Section 4.

#### Section 7 – Notice of Meetings

Not all members' meetings require written notice. For those members' meetings that require written notice, such notice shall be deemed to be effective when sent by any means including electronically.

### **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, arbitrative, 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 pastor, 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 Pastors) 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 Pastors 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 pastors (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 Pastors, giving notice to the members of the Church. If a quorum of the pastors is not available for an indemnification determination because of the number of pastors 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 cause to be adopted procedures for such level of financial review and compilation of the Church as the Council of Pastors 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 Pastors.

## **Article 11 – Committees**

The Council of Pastors may designate, by resolution adopted by the majority of the pastors present at a meeting at which a quorum is present, certain committees to assist the Church. The Council of Pastors 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 pastors. Any committee appointed by the Council of Pastors that contains congregation members that are not pastors shall not have the power to act on behalf of the Council of Pastors, but the committee shall have such duties and responsibilities as may be set forth in the resolution by the Council of Pastors 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 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.