

BYLAWS OF THE OX HILL BAPTIST CHURCH CORPORATION

Chantilly, VA

Adopted November 7, 2021

Amended February 23, 2022

ARTICLE I. MEMBERSHIP

A. Grandfather Clause. All present members of the unincorporated entity known as Ox Hill Baptist Church shall, upon incorporation and agreeing to be bound by the Church's governing documents (Articles of Incorporation, Constitution, and Bylaws) of the new church corporation, become Active Members of this Church.

B. Qualifications. After presentation to the Church, a person may be received into the membership upon:

1. a public profession of faith in the Lord Jesus Christ as Savior followed by believer's baptism, or
2. statement of faith in the Lord Jesus Christ as Savior and previous experience of believer's baptism, or
3. recommendation by letter from another Church of like faith and order.

Membership is finalized upon approval by the Church at a business meeting. New members shall be encouraged to participate in new member training conducted as needed.

C. Classes of Membership. The Church recognizes three classes of membership:

1. Active Members. All members who regularly fulfill their duties as members and have not been declared inactive shall be considered Active Members. Active Members shall be eligible to vote on matters brought before the Church at business meetings and to hold lay leadership positions within the Church.
2. Associate Members. All persons who desire a church fellowship home but have not met all the qualifications for Active Membership (Article I.C.1) shall be Associate Members. Associate Members may serve in all aspects of the Church, however Active Membership is required in order to vote or serve as a Deacon, Church Officer, Team Leader; or on the Standing Committees or Board of Directors (hereinafter also referred to as the "Board").
3. Inactive Members. When a member fails to exhibit any interest in the Church (attendance, participation, contributions, etc.) for an extended period, that member may, following contact by the Senior Pastor or designee, be designated as an Inactive Member. Inactive Members shall not be entitled to vote in any business meeting or serve on a Ministry Team, Committee, Board, as an Officer, or as a Deacon. If no interest in restoration exists after a period not to exceed three years, the member's name shall be presented to the congregation for removal at a business meeting. An Inactive Member may be restored to Active Member status by request to the Secretary following re-engagement with the Church.

D. Rights and Privileges. All Active Members of the Church, without respect to age, shall have an equal opportunity to express their opinions on business matters presented to the Church. Every Active Member, age 13 years or older, present at a business meeting, shall

have the rights and privileges, entitling them to eligibility for office and to vote in the business of the Church.

E. Duties. Members must agree to adhere to and be bound by the Church's governing documents. Members shall regularly attend the worship services of this Church, regularly contribute to the support of the Church and its causes, and actively participate in the organized work of the Church. Members must pursue peace and unity and be faithful in all duties essential to the Christian life.

F. Termination. Members shall be removed from the membership rolls as affirmed by motion to the Church for the following reasons:

1. death of the member,
2. members who request a transfer of membership to another church,
3. termination request by the member received in writing by the Secretary,
4. dismissal by church discipline as considered by the Deacons (Article II.C.2.f.), or
5. inactivity extending beyond three years without restoration interest.

G. Membership Rolls. The Church membership rolls are reviewed and updated on an annual basis by the Secretary.

H. Indemnification. No member of the 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.

ARTICLE II. ORGANIZATION

A. Ministerial Staff.

1. Senior Pastor
 - a. Qualifications. The Senior Pastor shall meet all qualifications set forth in 1 Timothy 3:1-7 and Titus 1:6-9. The Senior Pastor shall be ordained or a candidate for ordination. If a candidate, ordination shall be in the manner prescribed in Article IV.G.2. of these Bylaws.
 - b. Duties and Responsibilities. The qualifications, duties, and terms of employment for the Senior Pastor shall be included in the Personnel Manual as approved by the Church. The Senior Pastor, as spiritual leader of the Church, shall
 - i. have in their charge the general welfare and oversight of the Church,
 - ii. provide leadership in worship, proclamation, education, and pastoral ministries;
 - iii. have oversight of other Ministerial and Non-Ministerial Staff,

- iv. be responsible for all regular and special worship services and the ordinances of the Church, delegating responsibilities where necessary and appropriate;
 - v. be responsible for securing pulpit supply in their absence, and inviting guest speakers and preachers for all worship services including weddings and funerals;
 - vi. provide counseling with and caring for members, organizations, and officers;
 - vii. serve as official messenger of the Church and shall represent the Church at other public meetings as necessary and appropriate, or designate a suitable person(s) to serve in this capacity;
 - viii. serve as Chairperson of the Board and as an ex-officio member of committees,
 - ix. have specific duties and responsibilities described in a Covenant Agreement, and
 - x. recuse themselves, after having an opportunity to advocate on their own behalf, from further discussions or votes wherein their duties, responsibilities, and compensation are under consideration.
- c. Call. A Senior Pastor shall be chosen and called by the Church whenever a vacancy occurs. The election shall take place at a Special business meeting called for that purpose, of which at least two week's notice shall be given.
- i. Pastor Search Committee. The Pastor Search Committee shall seek out and lead the Church in an orderly selection of a pastor.
 - a) Membership. The Pastor Search Committee shall be composed of six members. The Chairperson shall be elected by the members of this committee at their first meeting. These members shall be representative of the overall Church membership to the extent possible. They shall be nominated by the Deacons and presented as a committee, not individually, for approval by a majority vote of the membership at a business meeting. If the membership does not approve the recommended committee, the matter shall be referred to the Deacons for consideration of a new recommendation at a future business meeting. Since the Deacons must recommend a committee and not individuals, nominations for additional members or replacement members shall not be received during the business meeting.
 - b) Duties. The Pastor Search Committee shall earnestly seek the leadership of the Holy Spirit in their search for a Senior Pastor. Considerable effort shall be expended to keep the membership apprised of their progress, while maintaining confidentiality for the candidate. The Committee shall consult

- with Personnel and Stewardship Committees regarding a potential compensation package to offer a candidate.
- ii. Recommendation. The Pastor Search Committee shall bring to the consideration of the Church only one individual at a time in accordance with the following procedure:
 - a) The Committee shall publish candidate information at least one week prior to the Special business meeting where a vote shall be recorded.
 - b) The Committee shall provide an opportunity for the membership to discuss the candidate's qualification with them prior to the time the recommendation is to be presented for a vote.
 - c) The Committee shall provide an opportunity for the membership to meet the candidate.
 - d) The candidate shall preach on Sunday morning after which the congregation shall have an opportunity at a Special business meeting to discuss and vote on the motion by the Committee to call the candidate as Senior Pastor.
 - e) Election shall be by secret ballot and a three-fourths majority of Active Members present is required to carry the motion. If the motion is not carried, the Moderator shall declare the recommendation rejected and refer the matter to the Pastor Search Committee for further action. The meeting shall be adjourned without further debate. If an affirmative vote, the Personnel Committee shall present the compensation package to the Church in a motion.
 - d. Termination. The Senior Pastor shall serve until termination of service is requested by the Senior Pastor or is requested by the Church.
 - i. The Senior Pastor shall provide at least 30 days notice for termination of their services.
 - ii. Termination by request of the Church shall be by a motion brought by the Deacons. At least a three-fourths majority vote of the Deacons is required to bring a motion for termination. A motion for termination approved by the Deacons shall be brought before the Church in a Special business meeting for its consideration. Approval of the motion for termination shall require at least a three-fourths majority vote of those Active Members present. The Church shall provide the Senior Pastor 30 days notification of termination.
2. Other Ministerial Staff
- a. Qualifications. The Ministerial Staff shall meet all qualifications set forth in 1 Timothy 3:1-7 and Titus 1:6-9. If a candidate desires ordination, ordination shall be in the manner prescribed in Article IV.G.2. of these Bylaws.

- b. Duties & Responsibilities. The qualifications, duties, and terms of employment for each Ministerial Staff position shall be included in the Personnel Manual as approved by the Church at the time each staff member is called. Ministerial Staff members shall be responsible to the Church under the supervision of the Senior Pastor.
 - c. Call. Additional Ministerial Staff shall be called by the Church as deemed necessary or when a vacancy occurs. The Senior Pastor and Deacons shall appoint a Staff Search Committee whose membership shall reflect the membership of the Church. The Senior Pastor shall serve as an ex-officio member of the Committee.
 - i. The Staff Search Committee shall recommend to the Deacons the qualifications, duties, and terms of employment for the staff position. The Committee shall recommend to the Deacons only one candidate at a time, and shall consult with Personnel and Stewardship Committees regarding a potential compensation package to offer a candidate.
 - ii. The Committee shall bring the recommendation to the Church for its approval at a business meeting. At least two weeks' notice of the meeting shall be given. Election shall be by secret ballot and a three-fourths majority of Active Members present is required to carry the motion. If the motion is not carried, the moderator shall declare the recommendation rejected and refer the matter to the Staff Search Committee for further action. The meeting shall be adjourned without further debate. If an affirmative vote, the Personnel Committee shall present the compensation package to the Church in a motion.
 - d. Termination. A Ministerial Staff member shall serve until termination of service is requested by the staff member or is requested by the Church.
 - i. The staff member shall provide at least 30 days notice for termination of their services.
 - ii. Termination by request of the Church shall be by a motion brought by the Deacons. At least a three-fourths majority vote of the Deacons is required to bring a motion for termination. A motion for termination approved by the Deacons shall be brought before the Church in a Special business meeting for its consideration. Approval of the motion for termination shall require at least a three-fourths majority vote of those Active Members present. The Church shall provide the staff member 30 days notification of termination.
3. Pastor Emeritus. Any individual who has served as Senior Pastor may, upon honorable retirement due to age or infirmity, be called by the Church as Pastor Emeritus, which office they may hold for life. The Deacons shall consider any recommendation for election to the office of Pastor Emeritus and shall present to the Church for election only the individual(s) they consider deserving of being so

honored. A Pastor Emeritus has no official duties or capacity to represent the Church.

B. Non-Ministerial Church Staff. All staff function as servants alongside the Ministerial Staff and the membership to support the Church's mission and ministries. It is the responsibility of the Senior Pastor to lead and supervise all Church staff positions. Supervision can be delegated to another member of the ministerial or Church staff. All personnel employed by the Church shall act in accordance with the Personnel Manual.

1. Duties & Responsibilities. The duties and responsibilities of all staff positions shall be formulated by the Personnel Committee and approved by the Church. The qualifications, duties, and terms of employment for each staff position shall be included in the Personnel Manual as approved by the Church at the time each staff member is hired.
2. Hiring. Selection and hiring of Church staff shall be the responsibility of the Personnel Committee. Relevant staff, Ministry Teams, or Church members shall be consulted as part of the hiring process, at the discretion of the Personnel Committee.
3. Termination. A staff member shall serve until termination of service is requested by the staff member in writing to the Personnel Committee or is requested by the Personnel Committee, in accordance with the Personnel Manual. Such terminations of staff must be reported to the membership, but does not require member approval. A staff member's position description may be maintained in the Personnel Manual with a designation of "Inactive" until such time as that position may be filled again

C. Deacons. The Deacons shall serve with and support the Pastor and Ministerial Staff in performing pastoral ministries of the Church. The Deacons shall be responsible to the Church.

1. Appointment & Term
 - a. Qualifications. Personal qualifications for the office of Deacon shall be consistent with, and faithful to, those set forth in the Bible: Acts 6, 1 Timothy 3:1-12, Romans 16:1, and Galatians 3:28. These qualifications include candidates that are:
 - i. exemplary Christian believers, submitting to Christ-like service, being mature of faith, being exemplary moral examples, having stable home lives, and having sound judgment;
 - ii. active Church member (Article I.C.1) for at least one year,
 - iii. at least 21 years of age,
 - iv. fully serving and participating in the spiritual and financial welfare of the Church,
 - v. holding leadership roles within the Church, and

- vi. ordained or a candidate for ordination. If a candidate for ordination, the ordination shall be in the manner described in Article IV.G.2 of these Bylaws.
 - b. Terms. Upon election, a Deacon shall serve for a term of three years beginning June 1, with approximately a third rotating off annually. The authorized number of Deacons shall be such a number as determined necessary from time to time by the Deacons, but shall be at least 12. No Deacon shall serve for more than one full term of three years without taking at least one year off before being eligible for re-election.
 - c. Nomination & Selection. Active Members of the Church shall nominate eligible Active Members over the course of three Sundays. Nominations for Deacon shall adhere to the Conflict of Interest General Provision in Article IV.E. The Deacons shall compile a slate of nominated candidates based on the majority of nominations received. Only candidates that consent shall be added to the slate for election. The slate shall be published two weeks in advance and presented at a Special business meeting, preferably in or before April, for election as a whole by a majority vote of the Church. If the motion does not carry, the Church shall vote by secret ballot on the members of the slate individually after one week at a Special business meeting. Candidates included on the original slate shall be offered an opportunity to withdraw their names from consideration. If any candidate withdraws their name from consideration, they shall be replaced by the next eligible candidate on the list. If any candidate does not receive the necessary majority affirmative vote, the next eligible candidate(s) from the list shall be presented to the Church for approval at least one week in advance, and voted on by secret ballot during another Special business meeting. This process shall continue until all vacancies are filled. In the event that the required number of new Deacons has not been approved by the Church by June 1, all Deacons shall continue to serve until the new Deacons take office.
2. Duties & Responsibilities.
- a. Spiritual Leadership: To be an active witness to the Gospel by verbal testimony, lifestyle example, and ministering to believers and unbelievers. To minister to families and individuals in the Church and community. To support the Church in the fellowship of worship, prayer, witness, education, and ministry. The Deacons may request updates regarding spiritual matters from any Board, Church Officer, Ministry Team, Committee, or staff member.
 - b. Spiritual Council. They shall serve as a council in conference with the Senior Pastor in matters concerning the spiritual welfare of the Church.
 - c. Lord's Supper. The Deacons and ordained Ministers shall assist the Senior Pastor in the administration of the ordinance of the Lord's Supper.

- d. Pastoral Review. The Deacons shall conduct an annual review of the Senior Pastor in accordance with procedures documented in the Personnel Manual. The review shall provide healthy, caring feedback as guided by the mission and vision of the Church that promotes holistic wellness, spiritual formation, and appraisal of the qualitative and quantitative facets of the ministry to which the Senior Pastor has been called.
 - e. Pulpit Supply. The Deacons shall ensure pulpit supply for Worship in the absence of a Senior Pastor.
 - f. Church Discipline. Discipline of any Church member shall be entrusted to the Deacons. They shall determine deviations from the Articles of Incorporation, Constitution, and Bylaws and determine appropriate action.
 - g. During their third year of service, Deacons shall become Members of the Nominating Committee.
 - h. Confidentiality. Deacons shall not disclose or discuss confidential information about the Church's matters with another person or entity, or use it for their own purposes.
3. Meetings & Leadership. The Deacons shall meet at least monthly to carry out their duties and responsibilities. Special meetings may be called by the Senior Pastor, Deacon Chair, or petition of four or more Deacons. At the first meeting of a Deacon year, the Deacons shall elect a Deacon leadership team consisting of a Chairperson, Vice Chairperson, and Deacon Secretary.
 4. Termination. Any Deacon may at any time deliver a written notice of intent to resign to the Deacon Chair, which shall be effective upon acceptance by the Deacons. Any Deacon may be removed at any time with or without cause when, in the sole judgment and discretion of the Deacons, it is determined by three-fourths majority vote of the Deacons that such individual shall no longer serve as a Deacon.
 5. Vacancies. A vacancy on the Deacons because of death, resignation, termination, or other cause shall be filled by an ordained Deacon to serve until the next Deacon election by nomination of the Deacons and approval of the Church. Such vacancies are then filled in accordance with these Bylaws for the remainder of the term.
 6. Deacon Emeritus. A Deacon, upon honorable retirement due to age or infirmity, may be called by the Church as Deacon Emeritus, which office they may hold for life. The Deacons shall consider any recommendation for election to the office of Deacon Emeritus and shall present to the Church for election only the Deacons they consider deserving of being so honored. A Deacon Emeritus has no official duties or capacity to represent the Church.

D. Church Officers

1. General/Purpose. The Officers of the Church shall be the Senior Pastor, the Secretary, the Treasurer, Assistant Treasurer, Moderator, and Parliamentarian.
 - a. To serve with and support the Board of Directors and staff in conducting the business functions of the Church.

- b. The Church Officers shall be responsible to the Church.
2. Secretary
- a. Appointment & Term. The Secretary shall be appointed by the Church, upon recommendation by the Nominating Committee, at a business meeting and shall serve for a term of three years. The Secretary may not serve consecutive terms.
 - b. Duties & Responsibilities. The Secretary shall be a member of the Board. The Secretary shall record and preserve the minutes of Board meetings and all Church business meetings, including all decisions and actions approved. The Secretary shall also maintain an accurate record of all members, with dates and manner of admission and termination of membership. The Secretary shall make motions at business meetings for membership changes, issue letters of transfer, and preserve all communications and written reports provided to them. The Secretary shall serve as custodian of the Articles of Incorporation, Constitution, and Bylaws, enter amendments or revisions, and conform or validate all copies. The Secretary shall give legal notice of all business meetings of the Church and the Board where such notice is necessary as indicated in these Bylaws. Recording of meeting minutes shall be performed by another member of the Board in the absence of the Secretary. All records kept by the Secretary shall be the property of the Church and shall be retained by the Church.
3. Treasurer
- a. Appointment & Term. The Treasurer shall be appointed by the Church, upon recommendation by the Nominating Committee, at a business meeting and shall serve for a term of three years. The Treasurer may not serve consecutive terms.
 - b. Duties & Responsibilities. The Treasurer shall be a member of the Board of Directors, unless the Treasurer occupies another seat on the Board, in which case, the Assistant Treasurer shall serve as the Acting Treasurer. The Treasurer or designee shall preserve and pay out upon proper authorization from the Church, the Board, or the Stewardship Committee, all funds belonging to the Church, keeping at all times accurate accounts, according to the budget, of all receipts and disbursements. The Treasurer shall ensure authorized bills of the Church are promptly paid and shall forward promptly to the proper persons all funds designated for missions and benevolence. The Treasurer shall render itemized reports of receipts, disbursements, and balances to the Board at its regularly appointed meetings, and to the Church at its General business meetings, and at such other business meetings wherein a financial report is deemed necessary. The Treasurer shall cooperate with the Stewardship Committee in carrying out those provisions for the auditing of their reports and other records. All books, records, and accounts kept by the Treasurer or designee shall be the property of the

Church and shall be retained by the Church. The Treasurer may delegate any functions to the Assistant Treasurer.

- c. Bonding. The Treasurer shall be position bonded at the expense of the Church in an amount set by the Church.
4. Assistant Treasurer
 - a. Appointment & Term. The Assistant Treasurer shall be appointed by the Church, upon recommendation by the Nominating Committee, at a business meeting and shall serve for a term of three years. The Assistant Treasurer may not serve consecutive terms as Assistant Treasurer, but may serve as Treasurer following a term as Assistant.
 - b. Duties & Responsibilities. The Assistant Treasurer shall not be a member of the Board of Directors, unless formally acting as the Treasurer (Article II.D.3.b). The Assistant Treasurer shall assist the Treasurer in the performance of all the duties of the Treasurer.
 - c. Bonding. The Assistant Treasurer shall be position bonded at the expense of the Church in an amount set by the Church.
5. Moderator
 - a. Appointment & Term. The Moderator shall be appointed by the Church, upon recommendation by the Nominating Committee, at a business meeting and shall serve for a term of three years.
 - b. Duties & Responsibilities. The Moderator shall be the presiding officer for all General and Special business meetings of the Church.
6. Parliamentarian
 - a. Appointment & Term. The Parliamentarian shall be appointed by the Church, upon recommendation by the Nominating Committee, at a business meeting and shall serve for a term of three years.
 - b. Duties & Responsibilities. The Parliamentarian shall ensure parliamentary procedures are followed for all business meetings of the Church in accordance with Robert's Rules of Order, Revised.

E. Ministry Teams. These Teams shall be responsible over the lay functions of the Church described in this section and shall coordinate with relevant staff, meet monthly, and report to the Board of Directors. Should any conflict arise over areas of responsibility between these Teams, the Board shall resolve it with a majority vote. All members of the Church are encouraged to serve in various capacities throughout the Church. However Team Members & Leads shall not serve two Teams concurrently. Work can and should be delegated, but positions of authority cannot be established outside the Team.

1. Team Leads. The Teams shall have a Team Lead, appointed by the Church, upon recommendation by the Nominating Committee, to serve a three year term. Each Team Lead shall be a member of the Board. Team Leads shall be responsible for managing adverse results of the review process as described in Article II.E.3.c.iii.

During their third year of service, the Team Lead shall become a Member of the Nominating Committee.

2. Team Members. The Teams shall have nominally six to nine Members, appointed by the Church, upon recommendation by the Nominating Committee, to serve a three year term, with approximately a third rotating off annually. Teams shall recruit volunteers as needed for their areas of responsibility.
3. Team Duties & Responsibilities.
 - a. Welcome Team. The Welcome Team shall be responsible for hospitality, evangelistic outreach and worship including:
 - i. worship format and content collaboration;
 - ii. inclusive atmosphere, exhibiting friendliness and a genuine interest in all who share in the worship service;
 - iii. physical needs for worship are provided for including Baptism, audio & visual, decoration for special occasions;
 - iv. greeting, ushering and welcoming attendants of worship;
 - v. outreach, including follow up with visitors, promoting events, Church ministries, and the Church overall; and
 - vi. hospitality and supplies for individuals at Church fellowship events, funerals, and special meetings.
 - b. Word Team. The Word Team shall be responsible for areas relating to spiritual formation, Christian and music education, Bible studies, child care programs, and age-group ministries including:
 - i. spiritual formation for all areas of the Church;
 - ii. Christian education, including curriculum & teacher development;
 - iii. music education, including curriculum & teacher development;
 - iv. Bible studies and Bible schools;
 - v. child care programs including Mother's Day Out (or similar program), nursery and preschool;
 - vi. internally focused ministries (such as for children, youth, men, women, seniors); and
 - vii. periodic emphases on stewardship and other spiritual disciplines.
 - c. Work Team. The Work Team shall be responsible for community engagement, missions, and stewardship of properties and records including:
 - i. community engagement and missions of the Church, including congregations and other groups that share our space;
 - ii. determine and allocate missional offerings, including special offerings;
 - iii. safety and security of the congregation, safety education, and standards of conduct and review process for employees and volunteers who undertake children and youth ministries;
 - iv. retention, upkeep, and distribution of the Operations and Procedures Manual;

- v. maintenance and cleanliness of Church properties to include building, grounds, and other assets;
- vi. counting of offerings collected; and
- vii. history of the Church.

F. Standing & Special Committees.

1. General. Standing committees shall be established for duties that require specific or continuous attention and oversight and may not be dissolved without Church approval.
2. Nominating. The Nominating Committee shall recommend candidates for lay leadership positions to the Church for approval. The committee shall meet as often as necessary to discharge its duties.
 - a. Composition. The Nominating Committee shall consist of the Team Lead in their last year of service, the Deacons who have just completed their last year of service, and the Senior Pastor. The members of the Committee shall select a Chairperson from amongst themselves each year. If partial term vacancies occur subsequent to the Nominating committee annual report, then the Nominating Committee shall consist of the Team Lead in their last year of service, the Deacons in their last year of service, and the Senior Pastor.
 - b. Duties & Responsibilities.
 - i. Prayerfully seek out and recommend candidates to serve as:
 - a) Church officers,
 - b) Leads and members of the Ministry Teams,
 - c) Chairperson and members of the Personnel Committee,
 - d) Chairperson and members of the Stewardship Committee, and
 - e) at-large lay members of the Board of Directors.
 - ii. Submit an annual report to the Church for approval, preferably in the September business meeting.
 - iii. Nominations shall adhere to the conflict of interest provision in Article IV.E.
 - iv. Fill partial term vacancies for any of the areas of responsibility. Addendums to the annual report may be presented to the Church for approval throughout the year.
3. Stewardship. The Stewardship Committee, in cooperation with the Treasurer, shall oversee the financial integrity of the Church. The Committee shall meet as often as necessary to discharge its duties.
 - a. Composition & Election. The Committee shall consist of a Chairperson and two additional members serving in rotation for terms of three years, with at least one year off between terms. The Treasurer and Assistant Treasurer shall

serve as ex officio members. Nominations for the Committee shall adhere to the conflict of interest provision in Article IV.E.

- b. Duties & Responsibilities.
 - i. Review the financial statement monthly and periodically review systems of collection and accounting;
 - ii. Ensure committed obligations are properly met, income and expenditures are balanced, and that expenditures are in accordance with the Church budget;
 - iii. Develop and administer the Church annual budget for the fiscal year (January - December) for Church approval preferably in the November business meeting;
 - iv. Communicate stewardship emphasis needs to the Team Leads as necessary;
 - v. Ensure an audit of reports and other records is conducted.
 - vi. Periodically review and recommend necessary debt and financing options with the Treasurer for the strategic consideration of the Board;
 - vii. Bring any motions involving significant financial decisions to Church business meetings; and
 - viii. Determine and institute any necessary bonding.
4. Personnel. The Personnel Committee shall encourage and advocate for employees of the Church, support the goal of professional accountability, and ensure that the Church follows relevant employment laws and good practices.
 - a. Composition & Election. The Committee shall consist of the Senior Pastor plus three members, nominated by the Nominating Committee and approved by the Church. The members of the Committee shall select a Chairperson from amongst themselves each year. Members of the Committee shall serve for three years, with a third rotating off annually, and may not serve consecutive terms. Nominations for the Committee shall adhere to the conflict of interest provision in Article IV.E.
 - b. Duties & Responsibilities. The Committee shall
 - i. recommend and review salaries, benefits (including insurance, vacation, sick leave, employee assistance, and employee recognition), promotions, onboarding, training, and professional development;
 - ii. establish and recommend a personnel budget for the upcoming Church year to the Stewardship Committee, with concurrence from the Board of Directors;
 - iii. create and list job openings for positions other than Ministerial Staff (which are handled by Pastor or Staff Search Committees as prescribed in Article II.A), and create a process to screen, review, and recommend candidates for interviews;
 - iv. establish procedures for yearly performance reviews of all employees

- and ensure that reviews are conducted in the proper manner and timely fashion;
- v. conduct performance reviews for all but the Senior Pastor (who is reviewed by the Deacons as described in Article II.C), or they may designate staff member(s) to conduct certain reviews as deemed appropriate;
 - vi. assist in conflict resolution, including unfavorable review results, benefit coverages, and working relationships within the staff;
 - vii. not disclose or discuss confidential information about the Church's personnel matters with another person or entity, or use it for their own purposes;
 - viii. create and maintain the Personnel Manual; and
 - ix. meet regularly and report to the Board.
- c. Disputes. Disputes shall first be addressed with the Committee. Unresolved disputes shall be escalated to the Deacons. If a member of the Committee or the Deacons is one of the subjects of the conflict resolution process, they shall recuse themselves, after having an opportunity to advocate on their own behalf, from further discussions or votes wherein their duties, responsibilities, and compensation are under consideration.
5. Ex-Officio Members. Members that serve in ex-officio capacity shall have all the rights and obligations of the Board or committee that they serve on. This includes the right to discuss, debate, make decisions and vote. They shall also be accountable for the duties and responsibilities of their position as stated in the Bylaws. The Senior Pastor is an ex-officio member of all Ministry Teams and Committees. They may designate another minister or staff member to serve in their place as an Ex-Officio member of a Team or Committee for a duration which they choose.
6. Special Committees. Ad hoc committees shall be established by the Church upon approval by a majority of Active Members present at any business meeting. These committees are for specific purposes and are dissolved upon completion of their work. If the duration of work surpasses one year, the ad hoc committee shall be reaffirmed by the Church upon approval by a majority of Active Members present at any business meeting.

ARTICLE III. BOARD OF DIRECTORS

A. General Powers. Acting on behalf of the congregation, the Board of Directors shall exercise the corporate powers of the Church. The powers, business, and property of the Church shall be exercised, conducted, and controlled by the Board for the purposes of making every effort to oversee the legal, business, financial, and administrative affairs of the Church with consensus agreement.

B. Meetings. The Board shall meet at least monthly. If, in the course of the decision-making processes, the Board cannot unanimously agree, then the decisions shall be made by majority vote of the Board members present at any meeting. Directors may participate in any meeting of the Board by means of telephone or similar virtual communication if all persons participating in such meeting can hear one another for the entire discussion of the matters to be voted upon. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting. A minimum of two-thirds of the Board members shall constitute a quorum for the transaction of business.

C. Members. The Board shall consist of the Senior Pastor, Secretary, Acting Treasurer, the Deacon Chair, the Team Leads, and two at-large lay members nominated by the Nominating Committee and approved by the Church. Nominations for the Board shall adhere to the Conflict of Interest General Provision in Article IV.E. No individual shall occupy more than one Board position. At-large members of the Board shall serve for three years and may not serve consecutive terms as an at-large Board member.

D. Duties and Responsibilities. The Senior Pastor shall be the Chairperson of the Board and shall facilitate the Board meetings. Without prejudice to the general powers outlined above, and subject to the same limitations, the Board shall have the following duties and powers:

1. Establish governing principles, policies, and determining practices for the Church, including the creation and maintenance of a Operations and Procedures Manual, which shall contain all controlling policies and procedures governing any and all aspects of the Church's affairs, including all Ministry Teams and committee task descriptions and policies for the handling of funds, and use of facilities;
2. Exercise oversight of the Church's financial, business, and property matters and provide counsel;
3. Hear and consider all reports and recommendations submitted by staff, Ministry Teams, the Deacons, and committees;
4. Recommend the borrowing of money and incurring indebtedness on behalf of the Church and cause to be executed and delivered for the Church's purposes and in the Church's name, promissory notes, and other evidences of debt and securities;
5. Recommend to the congregation suggested objectives and Church goals and shall review and evaluate program achievements in terms of said goals and objectives;
6. Recommend to the members the use of leadership, time, and other resources according to priorities to avoid conflicts in use of the Church;
7. Conduct such other duties and activities as the Board may determine from time to time that are consistent with the Articles of Incorporation, Constitution, and Bylaws, including those actions requiring approval of the Church;
8. The Board may delegate some of its authorities and duties to staff, Deacons, committees, Ministry Teams, and others as long as the delegation does not breach its fiduciary duties to the Church;

9. Members of other Church ministries and committees may be non-voting invitees to the Board meetings whenever projects or programs in which their ministry or committee are involved are to be considered; and
10. Board members shall not disclose or discuss confidential information about the Church's matters with another person or entity, or use it for their own purposes.

E. Vacancies. A vacancy on the Board because of death, resignation, removal, disqualification or any other cause shall be filled as appropriate, subject to the appointment and terms as described in these Bylaws.

F. Termination. Any Board member may deliver a written notice of intent to resign to the Chairperson of the Board. Any Board member, with exception of the Chairperson, may be removed at any time when, in the sole judgment and discretion of the Board, a three-fourths majority vote of the remaining members present at a Board meeting, that such Board member shall no longer serve. Termination of the Chairperson is governed by the termination clause associated with the Senior Pastor (Article II.A.1.d).

G. Transactions with Interested Parties. A contract or other transaction between the Church and one or more of its Board members, Deacons, or 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, Deacons, or members 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:

1. The Church entered into the transaction for its own benefit;
2. The transaction was fair and reasonable to the Church, or was in furtherance of its exempt purposes at the time the Church entered into the transaction;
3. Prior to consummating the transaction, or any part, the Board authorized the transaction, in good faith, by a majority vote of the members, sans the vote of the interested member; or
4. Members, and with knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and prior to authorizing the transaction, the Board, in good faith, determined after reasonable 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.

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.

H. No Compensation for Board Members. No salary or compensation shall be paid to any member of the Board in their capacity as a 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.

ARTICLE IV. GENERAL PROVISIONS

A. Church Year. The Church program year shall commence on the first day of September and end on the last day of August. The Church financial year shall follow the calendar year.

B. Worship. Worship services shall be held at such times and places as may be determined by the Senior Pastor and the Deacon Chair.

C. Business Meetings.

1. General. Regular business meetings shall be held on the third Sunday of January, March, May, July, September, and November. The meeting can be rescheduled to a different day and time in the stated months at the discretion of the Board. Meeting time and format, including virtual options, shall be announced no later than two weeks prior to each business meeting.
2. Special. Special business meetings may be requested by the Pastor, Deacons, Board, any standing committee, or any five members via written application to the Secretary stating the purpose of the meeting. Unless otherwise stated in these Bylaws, the membership must be notified of the date and purpose of the special meeting at least one week prior to the day scheduled.
3. Exceptions. Business meetings may be conducted during regular worship services only for the following purposes:
 - a. The Church may without special notice act upon the reception of members and the election of delegates to councils.
 - b. The Church shall enter into a Special business meeting for the purpose of considering a Pastor Search Committee motion as defined in Article II.A.1.c.ii.d, providing that notification of the meeting and other requirements of these bylaws have been met.
 - c. The Church may enter into a Special business meeting for the purpose of nominating and electing Deacons as defined in Article II.C.1.c of these Bylaws.
4. Quorum. Twenty-five Active Members shall constitute a quorum for the transaction of business.
5. Moderator. The Moderator shall be the presiding officer for all General and Special business meetings of the Church. In the absence of the Moderator, the following order shall be used to determine the presiding officer: First, Deacon Chair; Second, Deacon Vice-Chair. If neither of these are present, the Secretary shall call the meeting to order and an acting Moderator shall be elected.
6. Minutes. Minutes of the General and Special business meetings shall be taken and kept in the records of the Church under the custody of the Secretary.

D. Parliamentary Procedure.

1. Parliamentary Authority. The latest edition of Robert's Rules of Order, shall be the authority for rules of procedure for all meetings of the Church.
2. Voting. Only Active Members are eligible to vote. Members may participate in any meeting of the Church by means of telephone or similar virtual communication if all persons participating in such a meeting can hear one another for the entire discussion of the matters to be voted upon. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting. If virtual communications are interrupted for any participants, the meeting shall proceed according to these Bylaws with the remaining members present. In the event of a written ballot, persons participating remotely must cast their vote by voice or raised hand.

E. Conflict of Interest & Related Members. Conflict of interest within the church leadership should be avoided. This relates to situations in which the personal interest of an individual might adversely affect a duty owed to make decisions for the benefit of the Church. To that end:

1. No related household members shall serve on the same body concurrently; this applies only to the Deacons, Board of Directors, Stewardship Committee, or Personnel Committee.
2. No Ministerial Staff or their related household member shall serve on any of the following bodies: Deacons, Board of Directors, Stewardship Committee, or Personnel Committee, unless stated elsewhere in these Bylaws.
3. No relatives of staff shall serve on the Personnel Committee.

The Board may also adopt additional Conflict of Interest policies, with approval of the Church, that shall provide for full disclosure of material conflicting interests by Board members, Officers, Deacons, committee members, Ministry Team members, or staff. Such policies shall permit the Board to determine whether the contemplated transaction may be authorized as just, fair, and reasonable to the Church.

F. Financial.

1. Property Holding. All property, whether real or personal, shall be acquired, owned, held, administered, managed, encumbered, leased and sold with approval of the Church and in the name of the Church, and in regard to real and personal property the Church shall have all the general powers as set forth in Section 13.1-826 of the Code of Virginia, 1950, as amended, and all the aforesaid general powers are incorporated herein by reference.
2. 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 shall be accepted for special funds, purposes, or uses as approved by the

Stewardship Committee, and such designations generally shall be honored. However, the Church shall reserve all right, title, and interest in and to, and control of such funds as well as full discretion as to the ultimate expenditure, rejection, or distribution thereof in connection with any funds (including designated contributions) to assure that such funds shall be used to carry out the Church's tax exempt purposes.

3. Audit. The Stewardship Committee shall conduct or arrange for a fiscal review or audit of a type and nature they deem appropriate.

G. Licensing, Ordinations, & Ordinances.

1. Licensing. Any member who feels called of God to the work of the ministry may request a license by letter to the Senior Pastor and Deacons. Upon consideration of the candidate, at least a three-fourths majority vote of the Deacons is required to bring a motion to the Church for affirmation of the licensing candidate. A majority affirmative vote of Active Members present at the business meeting shall be required for approval.
2. Ordinations.
 - a. Deacons. The ordination of Deacons shall be arranged by the Senior Pastor, or in the absence of a Senior Pastor, the Deacon Chair.
 - b. Ministerial. Any member who feels called of God to the work of the ministry may seek ordination by letter to the Senior Pastor and Deacons. Upon consideration of the candidate, at least a three-fourths majority vote of the Deacons is required to establish an Ordination Council, consisting of at least three ordained Ministers and three Deacons. Under the leadership of the Senior Pastor, the Ordination Council shall work with the candidate and prepare them for Ordination, if appropriate. At a time deemed appropriate by the Ordination Council, the Deacons shall consider a motion for ordination. At least a three-fourths majority vote of the Deacons is required to bring a motion to the Church for affirmation of the ordination candidate. A majority affirmative vote of Active Members present at the business meeting shall be required for approval.
 - c. General. Ordinations shall be arranged by the Senior Pastor, or in the absence of a Senior Pastor, the Deacon Chair. Ordinations shall take place in a public Worship service and incorporate prayer and laying on of hands.
3. Baptism. Those meeting the requirements for Church membership as described in Article I. of these Bylaws may be baptized. Baptism shall be by immersion in water, unless a compelling reason presents a need other than immersion. It shall be administered by the Senior Pastor, or whomever the Church may authorize. Deacons shall assist the Pastor, along with the Welcome Team in the administration of the ordinance. Baptism shall be administered as an integral part of any worship service.

4. The Lord's Supper. The Senior Pastor, ordained Ministers, and Deacons shall be responsible for the preparation and administration of the Lord's Supper. The Lord's Supper shall be observed at least on the first Sunday of each month, unless some other time is selected jointly by the Pastor and the Deacon Chair.

H. Bylaws.

1. Adoption. These Bylaws shall be adopted and immediately in effect if two-thirds of the total number of Active Members present at a business meeting called for that purpose shall vote in favor of adoption. The adoption of these Bylaws shall effect an immediate repeal of the previously existing Bylaws.
2. Amendments. Changes to the Bylaws may be made at any business meeting, General or Special, provided each amendment has been presented in writing at a previous meeting at least one month prior to the meeting at which the changes are voted upon. Proposed amendments shall be published at least two weeks prior to the business meeting at which the changes are voted upon (along with notification of the meeting at which the vote shall be taken.) Amendments to the Bylaws must be approved by two-thirds vote of all Active Members present.
3. Review. An annual review of the Bylaws shall be performed by the Board.