

BYLAWS
Victory Missionary Baptist Church
PREFACE

In the declaration of our faith in our Lord and Savior Jesus Christ, for our salvation and believing in the teachings and practices of His Word and the principles for which they stand, the following is the truth concerning this covenant:

1. The pre-eminence of Christ as our divine Lord and Savior.
2. The supreme authority of the Holy Bible and its inspired revelation and sufficiency as our only rule of faith and practice.
3. Complete obedience to the Great Commission, as commanded by our Lord and Savior Jesus Christ. *Matthew 28:18-20*
4. To advance the Kingdom of God, seeking to attain this goal through public worship of God, the preaching of the Gospel of Jesus Christ, personal witnessing, evangelism, mission endeavors, and Christian education.

We ascribe to the following doctrines of faith and ordinances:

1. There is one true God, who has revealed Himself through principles of relationship and association, by existing as the Father, Son and Holy Spirit.
2. The Bible is the inspired Word of God which is a revelation from God to men which is the reliable rule of faith and conduct which is superior to all reason.
3. The Grace of God brings salvation to all men through the preaching of the Gospel.
4. Water baptism shall be administered to all those who have repented of their sins and who believe in Jesus Christ.
5. The Lord's Supper shall be administered to all who have been baptized and believe in the death, burial and resurrection of Jesus Christ.
6. Homosexuality, abortion and any sins listed in the scriptures shall not be condoned by the Church, although all people are welcome to come and worship with believers. There will be no marriage performed between parties of the same sex by ministers of Victory, whether on Victory property or outside Victory property.

We, therefore, bind ourselves together as a body of baptized believers in Jesus Christ, and adopt for our government, fellowship, and worship the following Bylaws.

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Article I

MEMBERSHIP

Anyone may become a member of Victory Missionary Baptist Church (hereinafter referenced as "Victory" *or* "Church"), by personal request at any meeting [i.e., fellowship gathering, service, etc.] where the candidate has completed the requirements of the following:

1.1 Qualifications:

Candidate must meet one of the following requirements by:

1.1.1 Confession of a born-again experience, faith in the Lord Jesus Christ, and after baptism by immersion in the water in the name of the Father, the Son and the Holy Spirit.

1.1.2 Letter from another church which ascribed to the doctrines of faith as reflected on page 1 of these Bylaws.

1.1.3 Statement of previous Christian experience and baptism by immersion in water.

1.2 Duties and Responsibilities:

1.2.1 Faithful in all spiritual duties essential to the Christian life.

1.2.2 Attend regular services of Victory.

1.2.3 Give cheerfully and generously as blessed by God and as motivated by thanksgiving to God according to 2 Corinthians 9:7.

1.2.4 Contribute regularly to its support and benevolence.

1.2.5 Share its organized work.

1.2.6 Subscribe and adhere to the Doctrines of Faith and the Bylaws.

1.3 Membership

1.3.1 Voting members - All members eighteen years of age or older shall constitute the legal voting membership of the Church.

1.4 Removal of Members

A member may be removed from the membership roster by:

1.4.1 Requesting a letter for the transfer of membership.

1.4.2 Willful failure or refusal to comply with the provisions of the Doctrines of Faith, and these Bylaws.

1.4.3 Willful un-Christian or unscriptural conduct as set forth in 1 Corinthians 5 and Galatians 5:19-21.

1.5 Membership Status

Membership questions or concerns may be addressed by and communicated to the Pastor and/or the Board of Deacons.

Article II

PASTOR

Management of all aspects of the Church.

2.1 Qualifications

2.1.1 The Church recognizes the leadership of the Pastor under our Lord Jesus Christ, and because it is considered that the Pastor is a representative of our organization, he shall be a person of good report, shall so manage his personal affairs, financial and otherwise, and that no discredit shall come to the cause of Christ through his actions. His life and conduct shall conform to the following scriptures: 1 Timothy 3:2-7; Titus 1:6-9; 1 Peter 5:1-3.

2.1.2 Subscribe and adhere to the Doctrines of Faith and the Bylaws.

2.2 Duties and Responsibilities

2.2.1 The Pastor shall be an ex officio member of all boards, departments, sections, organized groups, ministries, and committees.

2.2.2 The Pastor shall be the general supervisor of all the church activities.

2.2.3 The Pastor shall be President of the Church and may act as chairman at all business meetings of the Church, except in matters pertaining to Pastor, at which time the Chairman of the Deacon Board or Chairman of Trustee Board may preside.

2.2.4 The Pastor or his designee shall provide for all the operations of the

Church and arrange for all special meetings.

2.2.5 The Pastor shall provide means that lead to the salvation of souls, the edification of the Church, and the upbuilding of Christian Life throughout the Church membership.

2.2.6 The Pastor shall oversee the administration of the Church's staff, and each staff member shall, in matters of policy and ministry, be amenable to the Pastor.

2.3 Elections

2.3.1 The filling of the vacancy of this office shall be as in paragraph 2.3.4.

2.3.2 The Membership shall select the nominating committee. The nominating committee shall be not less than three [3] nor more than seven [7] members. Members of the nominating committee shall be members of the following boards: Trustees, Deacons, Deaconesses, Ministers, young adults, and members at large.

2.3.3 The Nominating Committee will coordinate with the Interim/Assistant Pastor to ensure that each nominated pastoral candidate gets a fair and equal opportunity to come before the Church members to demonstrate their pastoral skills of teaching and preaching God's Word. The Nominating Committee will present at least 3 candidates to the Church.

2.3.4 An election meeting will be held for Church members to vote on the candidate they believe will best serve the Lord and His people as the Pastor of Victory Missionary Baptist Church. After the voting has been conducted, and the votes counted, the candidate who receives the majority of the votes will be offered the Pastor position. He will be declared Pastor upon acceptance of the offer of employment.

2.3.5 In the event of a tie vote, the membership will revote at a special meeting to choose the Pastor. The candidate who receives the most votes will be declared Pastor and announced to the Church pending successful employment acceptance of the newly elected Pastor.

2.3.6 Section 2.3.4 and 2.3.5 results will authorize the Church Attorney to engage the newly elected Pastor in employment contract negotiations. Upon successful completion of negotiations, an official announcement shall be made to the membership.

2.4 Tenure of Office

The tenure of office of the Pastor shall be for an indefinite period and may be terminated by the Pastor or congregation upon thirty [30] days' written notice.

2.5 Vacancy

The office of Pastor shall be declared vacant upon the occurrence of any one of the following:

2.5.1 Death.

2.5.2 Resignation.

2.5.3 Failure of the Pastor to perform the duties incidental to the office.

Article III

ASSISTANT PASTOR

3.1 Qualifications

The qualifications for Assistant Pastor shall be the same as those for Pastor as described in Article 2.1

3.2 Appointment

The appointment of the Assistant Pastor shall be by the Pastor but has to be ratified by two-thirds [2/3] vote of the membership present.

Article IV

BOARD OF TRUSTEES

Trustees are required by the Corporate Laws of the State of Nevada. They are the fiduciary body for Church finances and the custodians of the physical properties of the Church.

4.1 Qualifications

Candidate must:

4.1.1 Be at least twenty-one [21] years of age.

4.1.2 Be a member of Victory for at least 5 years.

4.1.3 Be a mature born-again person whose faithfulness and support of the Church shall be evident, and whose life, conduct, character, grace giving, and financial

standing shall reflect generosity and consistency in accord with 2 Corinthians 9.

- 4.1.4 Demonstrate experience in ***one*** of the three fields of expertise required of a trustee: 1) financial, 2) building/grounds, and/or 3) insurance/legal.

4.2 Duties and Responsibilities:

- 4.2.1 Select from among themselves the following officers, Chairman, Vice Chairman, Treasurer, and Secretary.
- 4.2.2 Administer and execute all real estate transactions.
- 4.2.3 Receive, deposit and invest all money received.
- 4.2.4 Ensure compliance with all laws and regulations.
- 4.2.5 Manage all insurance transactions.
- 4.2.6 Manage and maintain the physical properties of the Church.

4.3 Elections

Elections will be held at the fourth [4th] quarter business meeting of the Church, and every even year. The newly elected trustees shall take office on January 1st.

4.4 Tenure

Each Trustee may serve a maximum of two four-year terms unless an extension is granted by the congregation at a regular or special business meeting.

4.5 Number of Trustees:

The number of Trustees shall not be less than three [3] nor more than eleven (11). Deacons shall not function as Trustees.

4.6 Vacancy

A particular trusteeship shall be considered to be vacant upon the occurrence of any one of the following events:

- 4.6.1 Death.
- 4.6.2 Resignation.
- 4.6.3 Failure of a person elected to a trusteeship to perform the duties incidental to the office.
- 4.6.4 Removal.
- 4.6.5 Expiration of term.

4.7 Filling of Trustee Vacancy

In the event of a Trustee vacancy, the Pastor may appoint, in an "acting" capacity, a qualified individual to serve until such time as a special election is conducted at the next quarterly business meeting.

4.8 Meetings

4.8.1 A regular meeting of the Board of Trustees shall be held monthly.

4.8.2 Special meetings of the Board of Trustees may be called as needed

4.9 Quorum

A majority of the number of Trustees shall constitute a quorum for the transaction of business. The action of the majority of the Trustees present at the meeting, at which a quorum is present, shall act as the Board of Trustees.

4.10 Financial Parameters

The purchasing/spending parameters for the Board of Trustees are outlined below:

EXPENDITURE CATEGORY	Trustee Approval Per Occurrence
Emergency	\$0.01-\$10,000.00
Operational	\$0.01-\$10,000.00
Other	\$0.01-\$5,000.00

Emergency: An unexpected and difficult situation that happens suddenly and requires an immediate response to render the situation contained or whole.

Operational: Expenses that are required to keep the business aspect of the church fully functional and include such things as copy machines, sound systems, etc.

Other: All other expenses which do not fall into an emergency or operational categories.

4.11 Removal from Office

Any Trustee may be removed from the position, with cause, at any special meeting of the membership if notice of intention to act upon the question of removing such Trustee shall

have been stated as one of the purposes for the calling of such a meeting. Removal shall be by a two-thirds vote of the membership present.

Article V

TREASURER

5.1 Qualifications

5.1.1 Must be at least twenty-five [25] years of age.

5.1.2 Must be a member of the Board of Trustees.

5.1.3 Must have sound business judgment, i.e. banking, accounting, finance.

5.1.4 Must be a mature person, filled with the Holy Spirit, and whose faithfulness and support of the Church shall be evident, and whose life shall conform to the following scriptures: Ephesians 5:18; Acts 6:3; and 1 Timothy 3:8-10.

5.1.5 Treasurer may be bonded by the Church.

5.2 Duties and Responsibilities:

5.2.1 The Treasurer shall advise the Pastor concerning the Church finances as necessary.

5.3 Elections

Elections of the Treasurer shall be at the annual business meeting of the Church.

5.4 Tenure of Office

The tenure of office for the Treasurer shall be for a period of four [4] years, with no person serving more than two [2] consecutive terms.

5.5 Vacancy

The office of the Treasurer shall be considered vacant upon the occurrence of any one of the following events;

5.5.1 Death.

5.5.2 Resignation.

5.5.3 Failure to perform the duties incidental to the office

5.5.4 Removal.

5.5.5 Expiration of Term.

5.6 Filling of Vacancy

In the event of a Treasurer vacancy, the Pastor may appoint, in an "acting" capacity, a qualified individual to serve until such time as a special election is conducted at the next business meeting.

5.7 Removal

The Treasurer may be removed from office, at any special meeting of the membership. Notice of intention to act upon the question of removing the Treasurer will need to be stated as one of the purposes for the calling of such meeting. Removal shall be by two-thirds [2/3] vote of the membership present at the special meeting.

Article VI

DEACONS

6.1 Qualifications

In order to become a Deacon, a person must meet the following criteria:

6.1.1 Be at least twenty-eight (28) years of age.

6.1.2 Have served at least one year in a ministry at Victory or has an ordination certificate from another church.

6.1.3 Be a mature person, filled with the Holy Spirit, and whose faithfulness and support of the Church shall be evident in conduct and reflect on the precepts of the following scriptures: Ephesians 5:18, 1 Timothy 3: 8-13.

6.2 Duties and Responsibilities

6.2.1 Select from among themselves the following officers, Chairman, Vice-Chairman, Secretary, and Sergeant at Arms by a majority vote. Officers shall serve four [4]-year terms, with no person serving more than two [2] terms in any one position.

6.2.2 Assist the Pastor in performing his duties, including, but not limited to, praying for and visiting sick and shut-in members.

6.2.3 The Chairman of the Board of Deacons, after collaborating with fellow deacons, shall be responsible for designating an Interim Pastor in the event of incapacity, unavailability or any circumstance that may prohibit Pastor from performing his duty.

6.2.4 Check on the health and welfare of members.

6.2.5 Manage the Benevolent Fund.

6.3 Selections

Qualified candidates may be selected to serve as a Deacon during a regular meeting of the Deacon Board. Selections must be ratified by Victory members during the regular Church business meeting following the Deacon Board selection.

6.4 Recommendations

Recommendations of qualified candidates shall come from the Pastor and/or membership.

6.5 Tenure of Office

Deacons shall serve indefinitely and upon satisfactory service.

6.6 Meetings

6.6.1 A regular meeting of the Board of Deacons shall be held monthly.

6.6.2 Special meetings of the Board of Deacons may be called as needed.

6.7 Removal

Any Deacon may be removed from his position as Deacon for any of the following reasons:

6.7.1 Un-Christlike character as reflected in 1 Timothy 3:8-13 and Galatians 5:22-24.

6.7.2 Failure of the person selected to the position to satisfactorily perform the duties of the Deacon.

Article VII

EXECUTIVE BOARD

7.1 The Executive Board shall consist of three (3) officers of the Board of Deacons, three (3)

officers of the Board of Trustees, and Pastor. **All of the Deacons and all of the Trustees may attend the Executive Board meetings.**

7.2 The Pastor or his designee shall serve as moderator.

7.3 Purpose

To assist the Pastor in managing all aspects of the Church.

7.4 Meetings

7.4.1 A regular meeting of the Executive Board shall be held monthly.

7.4.2 Special meetings of the Executive Board may be called as needed.

7.4.3 **Members may submit a written request to the Chairman of the Deacon Board and or the Chairman of the Trustee Board requesting to attend the Executive Board meetings and, upon approval, may attend.**

7.5 Financial Parameters

The purchasing/spending parameters for the Executive Board are outlined below:

EXPENDITURE CATEGORY	EXECUTIVE BOARD APPROVAL PER OCCURRENCE	CHURCH APPROVAL
Emergency	\$10,000.01 - \$50,000.00	\$50,000.01+
Operational	\$10,000.01 - \$50,000.00	\$50,000.01+
Other	\$ 5,000.01 - \$50,000.00	\$50,000.01+

Emergency: An unexpected and difficult situation that happens suddenly and requires an immediate response to render the situation contained or whole.

Operational: Expenses that are required to keep the business aspect of the Church fully functional and include such things as copy machines, sound systems, etc.

Other: All other expenses which do not fall into an emergency or operational categories.

Article VIII

BUSINESS ADMINISTRATOR

The Business Administrator shall be a spiritually minded person and of sound judgment. The Business Administrator must be administratively minded with the ability to multitask. The Business Administrator is responsible for executing the complete and accurate accounting of the finances of the Church. The Business Administrator shall (1) prepare all financial statements and record all matters of finance reported to the corporation, (2) keep a true and accurate record of all meetings, including business meetings of the corporation (3) be the custodian of all legal matters (4) keep accurate records of each member of the corporation and (5) keep record of all expenditures. A financial report from the Business Administrator is due at each business meeting.

Article IX

INSURANCE

9.1 The Board of Trustees shall be responsible for the fire and liability insurance on all properties owned by the Church.

9.2 The Board of Trustees shall purchase and maintain all insurance products that the Church needs, to include but is not limited to: automobile, workers' compensation, general liability.

9.3 Victory will purchase and maintain liability insurance on behalf of any and all persons who are or were a director, officer, leader, employee, committee member or volunteer at Victory ("Covered Individuals"). Such insurance will be purchased for the purpose of protecting such persons from personal loss incurred while carrying out authorized duties, services, tasks or assignments on behalf of Victory ("Authorized Activity/Service"). Such insurance will provide Covered Individuals coverage against claims, causes of action, allegations, demands or any such action where liability may result.

9.4 Covered Individuals may request indemnification as a result of their Authorized Activity or Service in the event such Authorized Activity or Service is not covered by the policy referenced in 9.3 above. The granting of full or partial indemnification shall be at the discretion of the Executive Board of Victory. A decision on indemnification requests by a majority of disinterested members of the Executive Board is final.

Article X

CORPORATE SEAL

10.1 The Corporate Seal shall consist of two concentric circles between which shall read State of Nevada and in the center shall be the name of the corporation,

Victory Missionary Baptist Church, as organized on June 11, 1961.

10.2 The Corporate Seal shall be procured by the Board of Trustees and retained in the office of the Business Administrator.

Article XI

FISCAL YEAR

The fiscal year of the Church shall begin on the first day of January, in each year, and end on the thirty-first day of December, in each year.

11.1.1 The first quarter shall be from the first day of January, through the thirty- first day of March.

11.1.2 The second quarter shall be from the first day of April through the thirtieth day of June.

11.1.3 The third quarter shall be from the first day of July through the thirtieth day of September.

11.1.4 The fourth quarter shall be from the first day of October through the thirty- first day of December.

Article XII

AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority of members present at any business meeting upon at least ten (10) business days' notice given prior to the date of the meeting. Any proposed amendments(s) to these Bylaws, shall be made available to members at least ten (10) business days prior to any business meeting where an amendment or amendments will be considered.

Article XIII

BUSINESS MEETINGS

Roberts' Rules of Order shall be used as a general reference at our regular and special business meetings.

Article XIV

ORGANIZATION OF THE CHURCH

- 15.1 There shall be a Pastor **(Job description is in the Human Resources files.)**
- 15.1.1 There may be an Assistant Pastor **(Job description is in the Human Resources files.)**
- 15.2 There shall be a Board of Trustees.
- 15.3 There shall be a Treasurer
- 15.4 There shall be a Board of Deacons.
- 15.5 There shall be an Executive Board.
- 15.6 There shall be a Business Administrator **(Job description is in the Human Resources files.)**
- 15.7 There may be other ministries, committees and boards as deemed necessary by the Pastor, Board of Trustees, Board of Deacons or Executive Board. These may include, but will not be limited to: Deaconess Ministry, Mother's Ministry, Music Ministry, Sunday School Ministry, Usher Ministry, etc.

Article XV

BUSINESS MEETING PROCEDURE

The regular order of business for the Church business meetings shall be as follows:

- 16.1.1 Devotional
- 16.1.2 Financial Report
- 16.1.3 New Business
- 16.1.4 Adjournment

Article XVI

CHURCH ASSOCIATIONS

We claim the right of complete independence of the Church from associations or

conventions except by choice.

Article XVII

CONFLICT OF INTEREST POLICY

The purpose of the Conflict of Interest Policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is not to replace any applicable state and federal laws governing conflict of interest applicable to nonprofit or charitable organizations.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Board.