

Westwood Baptist Church, Cleveland TN
Constitution and By-Laws

Adopted by the membership on August 11, 1976
Revised and restated by the membership on March 30, 2014

Preamble

Since it pleased Almighty God, by His Holy Spirit, to call certain of His servants to unite here in July 1958 under the name West Cleveland Heights Baptist Church, now named Westwood Baptist Church, for the worship of God and the spread of the Gospel of Jesus Christ;

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

Now therefore we, the members of Westwood Baptist Church, do hereby organize ourselves in accordance with the rules set forth in the State of Tennessee Nonprofit Corporation Act and adopt this Constitution and By-Laws (the "Constitution") as our articles of governance, to be interpreted at all times to reflect the character of and bring glory to Jesus Christ, as revealed in the Holy Bible and articulated in the standards set forth in the Baptist Faith and Message 2000 and Covenant of Westwood Baptist Church.

Article 1 – Name

The name of this church is Westwood Baptist Church, Inc. and hereinafter called "Westwood Baptist Church" or the "church."

Article 2 – Purpose

Our church exists to glorify God by bringing people into an ever-deepening relationship with God and each other in the body of Christ.

This church exists by the grace of God, for the glory of God, which shall be the ultimate purpose in all its activities.

This church glorifies God by loving Him and obeying His commands through:

Worshipping Him;

Equipping the saints through Bible instruction and study;

Proclaiming the gospel of Jesus Christ through preaching and personal evangelism, and any other means consistent with the teachings of Holy Scripture;

Encouraging, supporting, and participating in missions work: international, domestic, and local;

Administering the ordinances of baptism and communion;

Encouraging biblical fellowship among believers; and

Serving other individuals and families by providing for physical, emotional, and spiritual needs, in the name of Jesus Christ.

Article 3 – Statement of Faith

We affirm the Holy Bible as the inspired Word of God and the basis for our beliefs. This church subscribes to the doctrinal statement of The Baptist Faith and Message 2000, as adopted by the Southern Baptist Convention on June 14, 2000. We voluntarily band ourselves together as a body of baptized believers in Jesus Christ, personally committed to sharing the Good News of salvation to lost mankind. The ordinances of this church are Believer's Baptism and the Lord's Supper.

Article 4 – Affiliation

Westwood Baptist Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions, this church voluntarily affiliates with the Southern Baptist Convention, the Tennessee Baptist Convention, and the Bradley Baptist Association in its international, national, state, and local expressions.

Article 5 – Church Covenant

Having, as we trust, been brought by divine grace to repent and believe in the Lord Jesus Christ and to surrender ourselves to Him, and having been baptized upon our profession of faith in the name of the Father and of the Son and the Holy Spirit, we do now, relying on His gracious aid, solemnly and joyfully renew our covenant with each other.

We will work and pray for the unity of the Spirit in the bond of peace.

We will walk together in brotherly love, as becomes the members of a Christian church, exercise an affectionate care and watchfulness over each other and faithfully admonish and entreat one another as occasion may require.

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

We will endeavor to rear those that may be under our care, in the nurture and admonition of the Lord, and by a pure and loving example to seek the salvation of our family and friends.

We will rejoice at each other's happiness and endeavor to bear, with tenderness and sympathy, each other's burdens and sorrows; To be slow to take offense, but always ready for reconciliation, and mindful of the rules of our Savior to secure it without delay.

We will seek, by Divine aid, to live carefully in the world, denying ungodliness and worldly lusts, and remembering that, as we have been voluntarily buried by baptism and raised again from the symbolic grave, so there is on us a special obligation now to lead a new and holy life.

We will work together for the continuance of a faithful evangelical ministry in this church as we sustain its worship, ordinances, discipline, and doctrines. In accordance with the Biblical obligation to tithe, we will contribute cheerfully and regularly to the support of the ministry, the expenses of the church, the relief of the poor, and the spread of the Gospel through all nations.

We will endeavor, should we leave this region, to be always adjoined with a body of like-minded believers.

May the grace of the Lord Jesus Christ, and the love of God, and the fellowship of the Holy Spirit be with us all. Amen.

Article 6 – 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 in obedience to Christ following his or her regeneration, and who wholeheartedly believes in the Christian faith as revealed in the Holy Bible. Each member must agree to submit to the teaching of Scripture, as articulated in the Baptist Faith and Message 2000, and must promise to keep the commitments expressed in the Church Covenant. The pastors shall be responsible for determining each person's qualification for membership. In making this determination, they may rely on a person's profession of faith or such other evidence as the pastors deem appropriate.

Section 2 – Admission of Members

To be admitted into church membership, applicants shall be recommended by the pastors for admission and accepted by majority vote of the members at any regular or special meeting of the members and shall at that point relinquish any standing membership in other churches.

Section 3 – Duties and Privileges of Membership

In accord with the duties enumerated in the Church Covenant, 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 who are members of this congregation shall be entitled to serve in the ministries of the church. Non-members may serve the church 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 or as deemed necessary by the pastors.

Under Christ this congregation is governed by its members. Therefore, it is the privilege and responsibility of members to attend all members' meetings and vote on the election of officers, on decisions regarding membership status, on the annual budget, on changes to the Constitution, on the purchase of land and buildings, and on such other matters as may be submitted to a vote.

In accordance with Section 501(c)(3) of the federal tax code, the members have no contract, property or civil legal rights in the assets and/or properties of the church.

Section 4 – On 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 communion, deposition from office, and excommunication (see Matthew 18:5–17; 2 Thessalonians 3:14–15; 1 Timothy 5:19–20; 1 Corinthians 5:4–5).

The purpose of such discipline should be:

For the repentance, reconciliation, and spiritual growth of the individual disciplined (see Proverbs 15:5; 29:15; I Corinthians 4:14; Ephesians 6:4; I 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; I Corinthians 5:5; Galatians 6:1–5; 2 Thessalonians 3:6, 14–15; I Timothy 1:20; Titus 1:13–14; James 1:22);

For the instruction in righteousness and good of other Christians, as an example to them (see Proverbs 13:20; Romans 15:14; I Corinthians 5:11; 15:33; Colossians 3:16; I Thessalonians 5:14; I Timothy 5:20; Titus 1:11; Hebrews 10:24–25);

For the purity of the church as a whole (see I Corinthians 5:6–7; 2 Corinthians 13:10; Ephesians 5:27; 2 John 10; Jude 24; Revelation 21:2);

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

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).

Section 5 – Termination of Membership

Termination of membership shall be recognized by the church following the death or voluntary resignation of any church member. Membership may be terminated as an act of church discipline at the recommendation of the pastors and with a majority vote of the members at any regular or special meeting of the members.

Article 7 - Meetings

Section 1 – Worship Meetings

Worship services shall be routinely held each Sunday, and may be held throughout the week as the church determines.

Section 2 – Members’ meetings

In every meeting together, members shall act in a spirit of mutual trust, openness, and loving consideration that is appropriate within the body of our Lord Jesus Christ.

There shall be a regular members’ meeting, herein referred to as (“member’s meeting”), at least every quarter, at some time apart from a public worship service, as agreed upon by the membership. All members’ meetings will be conducted under parliamentary procedures similar to that of the latest edition of *Robert’s Rules of Order*.

A pastor, designated by the pastors, shall preside as moderator at all members' meetings of the church. 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.

Provided all Constitutional provisions for notification have been met, a quorum shall be understood to be met by those members present. 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 no more than three months nor less than one month prior to the start of the fiscal year.

At any regular or special members' meeting, officers may be elected and positions filled as needed, so long as all relevant Constitutional requirements have been met.

Special members' meetings may be called as required by the pastors, or at the written request submitted to the pastors of a majority of the voting membership. The date, time, and purpose of any special meeting shall be announced at all public services of the church within two weeks preceding the meeting. In the event of a written request from the members, the pastors shall call a special meeting to be held within one month of their receipt of the request.

Article 8 – Officers

Section 1 – Summary

The biblical offices in the church are pastors and deacons. In addition, our church recognizes the administrative positions under this Constitution of clerk and treasurer. All officers must be members of this church prior to assuming their responsibilities.

Section 2 – Pastors

The pastors shall be comprised of men who satisfy the qualifications for the office of pastor set forth in 1 Timothy 3:1–7 and Titus 1:6–9.

Subject to the will of the congregation, the 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.

The church shall recognize men gifted and willing to serve in this calling, in accordance with the Constitutional provisions on elections. These men shall be received as gifts of Christ to His Church and set apart as pastors.

A pastor's term of office 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 pastors and, if deemed reasonable by the pastors, to the congregation. 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 by a two-thirds vote of the membership at any members' meeting of the church.

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, administer 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.

The pastors may establish ministry positions or committees to assist them in fulfilling their responsibilities. The pastors may also allocate funding for new paid staff positions. The membership shall approve all candidates to fill the positions of Senior Pastor and associate pastors. The scope and approval of job descriptions for any staff position shall reside in the hands of those with hiring authority for that position.

The pastors shall have primary responsibility for the supervision, evaluation, and overseeing the employment of staff members. This responsibility may, on a case-by-case basis, be delegated to another staff member.

The pastors shall elect one from their number to serve as the President of the corporation for purposes of compliance with the nonprofit corporation laws of the State of Tennessee.

Section 3 – The Senior Pastor

The Senior Pastor shall perform the duties of a pastor described in Section 2, above, and shall be recognized by the church as particularly gifted and called to the full-time ministry of preaching and teaching.

He shall preach on Sunday, administer the ordinances of baptism and communion, and perform such other duties as usually pertain to that office, or as set forth in the Constitution.

In the absence, incapacity, or discretion of the Senior Pastor, the other pastors may assume responsibility for his duties, any of which may be delegated.

Section 4 – Associate Pastors

The church may call additional pastors whose relationship to the Senior Pastor is that of associate.

An associate pastor shall perform the duties of a pastor described in Section 2, above, and shall be recognized by the church as particularly gifted and called to the full-time ministry of preaching and teaching.

He shall assist the Senior Pastor in the performance of his regular duties and shall perform any other duties as usually pertain to the office of pastor, or as set forth in the Constitution, or which may be specifically assigned to him by the Senior Pastor.

In the absence or incapacity of the Senior Pastor for defined periods of time (such as sabbatical or illness), the associate pastor(s) shall assume the responsibility for his duties and shall act under the oversight of the collective pastors.

Section 5 – 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 the Constitutional provisions on elections, men who are giving of themselves in service to the church, and who possess particular gifts of service. These members shall be received as gifts of Christ to His church and set apart as deacons. They shall be elected to one term lasting for a maximum of three years and may only be elected to another term after one year of inactive status.

Deacons shall care for the temporal needs of members, attend to the accommodations for public worship, and encourage and facilitate benevolence.

Each year the deacons shall present a proposed budget to the pastors to be included in the annual church budget for the purpose of benevolence. No money shall be solicited by or on behalf of the church or any of its ministries without the approval of the pastors and deacons.

The deacons shall oversee the disbursement of funds for benevolence, reporting on its use to the pastors at their request, and making available to the church its total receipts and total disbursements only.

The deacons, with the agreement of the pastors, may establish unpaid administrative positions or committees of members to assist them in fulfilling their responsibilities in the church.

Section 6 – 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 be nominated by the pastors and elected by the members to serve a term of one year.

In the absence or incapacity of the Clerk, the pastors shall appoint a member to perform the duties of the Clerk.

For purposes of compliance with the nonprofit corporation laws of the State of Tennessee, the Clerk shall also serve as the Secretary of the nonprofit corporation.

The Clerk shall ensure that dated copies of the most recent revision of this Constitution shall be available for all church members.

Section 7 – Treasurer

The Treasurer 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 pastors. The Treasurer shall also ensure that full and accurate accounts of receipts and disbursements are kept in financial statements 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 pastors and elected by the congregation to serve a term of one year.

Article 9 – Elections

Section 1 – Principles

The process for church elections shall be interpreted and carried out to fulfill 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; and

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 – Selection of Officers

The election of officers 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 pastors and the election shall proceed as directed by the moderator.

The pastors should seek recommendations and involvement from the general membership in the nomination process. Any member with reason to believe that a nominated candidate is unqualified for an office should express such concern to the pastors. Members intending to speak in opposition to a candidate should express their objection to the pastors as far in advance as possible before the relevant church members' meeting.

For the office of pastoral ministry, the moderator shall declare elected all men receiving a three-fourths majority of all votes cast. For all other offices, the moderator shall declare elected all persons receiving a simple majority of all votes cast. Abstentions will not be considered as votes cast.

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

Section 3 – Calling of the Senior Pastor

In the calling of any man to this position, the same basic process of calling a pastor must be followed. In addition, however, the members must be given adequate opportunity to assess the preaching gifts of any potential Senior Pastor. Before being asked to express their judgment, the members must receive assurance from the pastors that, having interviewed the man concerned, they are in no doubt as to his wholehearted assent to the Statement of Faith as articulated in the Baptist Faith and Message 2000 and Church Covenant. Notice of the nomination of a man to be elected to membership and called as Senior Pastor must be given at a minimum of two Sunday morning services prior to the vote at a members' meeting. Upon election of any married Senior Pastor, his wife shall also be elected to membership.

Section 4 – Calling of Associate Pastor

In the calling of any man to the position of associate pastor, the same basic process of calling a pastor must be followed. In addition, however, the members must be given adequate opportunity to assess the preaching gifts of any potential associate pastor. Before being asked to express their judgment, the members must receive assurance from the pastors that, having interviewed the man concerned, they are in no doubt as to his wholehearted assent to the Statement of Faith as articulated in the Baptist Faith and

Message 2000 and Church Covenant. Notice of the nomination of a man to be elected to membership and called as associate pastor must be given at a minimum of two Sunday morning services prior to the vote at a members' meeting. Upon election of any married associate pastor, his wife shall also be elected to membership.

Article 10 – Indemnification

Section 1 – Mandatory Indemnification

If a legal claim or criminal allegation is made against a person because he or she is or was an officer, employee, or agent of the church, the church shall provide indemnification against liability and costs incurred in defending against the claim if the pastors determine that the person had no reasonable cause to believe his or her conduct was unlawful and the person acted (a) in good faith, (b) with the care an ordinarily prudent person in a similar position would exercise under similar circumstances, and (c) in a manner the person reasonably believed to be in the best interest of the church.

Section 2 – Permissive Indemnification

At the discretion of the pastors, the church also may indemnify any person who acted in good faith and reasonably believed that his or her conduct was in the church's best interest and not unlawful.

Section 3 – Procedure

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 or by special legal counsel appointed by the membership.

Article 11 – 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 Church (see, e.g., Matthew 18:15–20, 1 Corinthians 6:1–8), the church shall require its members to resolve conflict among themselves according to biblically based principles, without reliance on the secular courts. Consistent with its call to peacemaking, the church shall encourage the use of biblically based principles and the avoidance of suits of law or equity to resolve disputes between itself and those outside the church, whether Christian or pagan and whether individuals or corporate entities. The disputing parties shall look to the pastors for guidance on procedures for effecting these requirements and aspirations.

Article 12 – Amendments

The Statement of Faith and Church Covenant may be amended by a three-quarters vote of the members present and voting 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 services two successive Sundays prior to such vote.

This constitution may be amended by a two-thirds vote of the members present and voting 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 services two successive Sundays prior to such vote.

The revised version of this Constitution shall be made available to all members by the Clerk upon requests made in good faith.

Article 13 – Dissolution

In the event of dissolution, the residual assets of this church will be turned over to the Tennessee Baptist Convention, 5001 Maryland Way, Brentwood, Tennessee, for the purpose of establishing new Southern Baptist congregations in Tennessee. The Tennessee Baptist Convention is a tax exempt organization as described in Section 501(c)3 and 170(c)2 of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code. In the event that the Tennessee Baptist Convention is unable to accept the assets, the residual assets will be transferred to an appropriate tax-exempt entity as recommended by the pastors and approved by the members.