



GREEN RIDGE
baptist church

CONSTITUTION AND BYLAWS

GREEN RIDGE BAPTIST CHURCH

APRIL 9, 2018

GREEN RIDGE BAPTIST CHURCH
5521 Green Ridge Road, Roanoke, VA 24019

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CONSTITUTION

PREAMBLE

We declare and establish this constitution to preserve and secure the principles of our faith and to govern the body in an orderly manner. This constitution will preserve the liberties of each individual church covenant member and the freedom of action of this body in relation to other churches.

ARTICLE I

NAME

This incorporated church body shall be known as the Green Ridge Baptist Church, located at 5521 Green Ridge Road, Roanoke, Virginia 24019.

ARTICLE II

STATEMENT OF PURPOSE

To bring people to Jesus and Covenant membership in His family, develop them to Christlike Maturity, and Equip them for their Ministry in the church and life Mission in the world, in order to Magnify God's name.

As the body of Christ, we affirm that each covenant member shall follow this path to being a contributing part of Green Ridge Baptist Church ("GRBC" or the "church"):

Covenant membership Requirements for church covenant membership are stated in Article I, Section B of the church By-Laws.

Maturity Each covenant member is encouraged to become a part of a missional group that connects together for the study of God's Word; to develop and regularly practice a personal quiet time through Bible study and prayer; to take advantage of discipleship studies and classes offered by GRBC.

Ministry Each covenant member is encouraged to discover their spiritual gifts through an assessment so that they can plug into ministry and service opportunities; to always be open to Jesus' call to love our

neighbor as our self and to serve them by meeting different types of needs: spiritual, emotional, relational, and physical.

Mission Each covenant member shall live each day from a biblical worldview; to always obey the Great Commandment (Matthew 22:37) and the Great Commission (Matthew 28:19-20); to know and share our personal testimony whenever God gives the opportunity (1 Peter 3:15); He must increase, we must decrease (John 3:30).

Magnify Worship and exalt God in a celebration of His presence and His character; to regularly meet with the body of believers at weekly schedule services, revivals, prayer services and other opportunities to be equipped to share Christ in our daily lives; to respond to His leading in immediate obedience.

ARTICLE III

BASIC BELIEFS

We affirm the Holy Bible as the inspired, inerrant, and infallible Word of God authoritative in matters of faith and practice and the basis for our beliefs. This church subscribes to the current doctrinal statement of Southern Baptists, The Baptist Faith and Message. We voluntarily bond 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 the church are Believers' Baptism and the Lord's Supper.

In accordance with our above Statement of Faith, we believe that Marriage unites one man and one woman in a lifetime commitment to each other (Genesis 2:23-24; Matthew 19:4-6). Marriage provides for intimate companionship, pure sexual expression (Genesis 2:25; Ephesians 5:31-33), procreation, and reflects the relationship of Christ and the church (Genesis 1:28; Proverbs 5:15-19; 1 Corinthians 7:1-5)

We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between one man and one woman. We believe that any form of homosexuality, lesbianism, bisexuality, bestiality, incest, fornication, adultery, and pornography are sinful perversions of God's gift of sex. We believe that God disapproves of and forbids any attempt to alter one's gender by surgery or appearance and that all conduct with the intent to adopt a gender other than

one's birth gender is immoral and therefore sin (Genesis 1:27, 2:24; Genesis 19:5, 13; Genesis 26:8-9; Deut. 22:5; Lev. 18:1-30; Romans 1:26-29; 1 Cor. 5:1; 6:9; 1 Thess. 4:1-8; Hebrews 13:4). Such sinful pattern if not repented shall be a barrier to covenant membership and leadership in a body of believers.

ARTICLE IV

AFFILIATIONS

This church 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 and ministries, this church voluntarily affiliates with the Southern Baptist Convention (SBC), the Southern Baptist Conservatives of Virginia (SBCV), the Roanoke Valley Baptist Association (RVBA), and any Christian ministry that it deems practical in the fulfillment of its mission.

ARTICLE V

CHURCH MEMBERSHIP COVENANT

Since we have committed ourselves to Jesus Christ and have experienced the acceptance, forgiveness, and redemption of God our Father, we covenant together as members of this church, through the enabling of the Holy Spirit, to act as follows:

- I will develop and practice personal and family spiritual disciplines.
- I will consistently participate in weekly worship gatherings.
- I will maintain a lifestyle that is consistent with Scripture.
- I will pursue and maintain accountable relationships with other believers for the purpose of discipleship and mutual growth.
- I will preserve church unity in matters of non-essential beliefs or preferences.
- I will yield graciously to the biblical leadership of the church and support the church's leaders in prayer.
- I will pursue opportunities to serve in and through Green Ridge Baptist Church, especially in the use of one's spiritual gifts.

- I will give generously and consistently to the support of the church in a manner that reflects the generosity shown to us in the Gospel.
- I will humbly receive correction and gently confront other covenant members in accordance with a New Testament understanding of church discipline and restoration.
- I will commit to engage in gospel conversations for the purpose of evangelizing the lost and discipling those who surrender to our Lord and King.
- When circumstances cause me to move from this place, I will, as soon as possible, unite with some other church, where I can carry out the spirit of this covenant and the principles of God's Word.
- As a result of this covenant relationship, I will seek earnestly to live to the glory of God, who brought us out of darkness into His marvelous light.
- I will seek, by Divine aid, to live carefully in the world, denying ungodliness and worldly lusts, acknowledging there is on us a special obligation now to lead a new and holy life.
- It is my privilege to submit to the covenant community of Green Ridge Baptist Church and, having read the Constitution and Bylaws, including but not limited to those policies dealing with members' privileges, church discipline, and conflict resolution, I agree to be bound by the Constitution and Bylaws.

This covenant is a promise to watch over one another in love according to all that the Bible commands; to pray for one another in all circumstances while coming to one another's aid in sin and distress; to rejoice in our mutual salvation and gifts received from God; to love and serve one another, being slow to take offense, always ready to forgive and reconcile, following the example and teachings of Christ our Lord.

ARTICLE VI

CHURCH ORDINANCES

BAPTISM: This church shall receive for baptism any person who has received Jesus Christ as Savior by personal faith, who professes Him publicly at any worship service, and who indicates a commitment to follow Christ as Lord.

1. Baptism shall be by immersion in water.
2. The pastor(s), and those designated as qualified by the pastor(s), shall

administer baptism. The baptismal committee shall assist in the preparation for, and the observance of, baptism.

3. Baptism shall be administered as an act of worship during any worship service of the church.
4. A person who professes Christ and is not baptized after a reasonable length of time shall be counseled by the pastor. If negative interest is ascertained on the part of the candidate, he shall be deleted from those awaiting baptism.

THE LORD'S SUPPER: The church shall observe the Lord's Supper, which symbolizes the broken body and shed blood of our Lord Jesus Christ, as often as scheduled by the church. Participants shall be those who have accepted Jesus as Savior and Lord and who have been baptized into membership in His church. The pastor and deacons shall administer the Lord's Supper and the Lord's Supper Committee will be responsible for the physical preparations.

ARTICLE VII

AMENDMENTS

Changes to the Constitution may be made at any duly called business meeting of the church provided such amendment shall have been published at least thirty (30) days prior to the next regular scheduled business meeting. The proposed amendment shall be presented as new business and be placed in any church bulletins and newsletters published prior to the business meeting. A three-fourths (3/4) majority in-favor-of vote of church covenant members present is required to amend the Constitution.

BYLAWS

I. CHURCH COVENANT MEMBERSHIP

A. GENERAL DESCRIPTION: This church is comprised of persons who have professed personal faith in Jesus Christ as their Savior and Lord, have been baptized by believer's baptism (immersion), and actively follow the Lord Jesus Christ in pursuit of the Great Commandment (Matthew 22:36-38) and the Great Commission (Matthew 28:19, 20).

The covenant membership reserves the exclusive right to determine who shall be covenant members of this church and the conditions of such covenant membership.

B. QUALIFICATIONS FOR COVENANT MEMBERSHIP: In order to make church covenant membership as meaningful and as significant as possible, certain guidelines designed to help those interested in being part of the body at Green Ridge Baptist Church, know in advance what we believe, what is expected of them, and what they can expect from this body of believers. Requirements for church covenant membership shall be:

1. CANDIDACY:

- 1) By public profession of Jesus Christ as Lord and Savior, followed by a baptism by immersion;
 - 2) By a letter in good standing from a sister Southern Baptist Church or Church of like Faith and Order and beliefs; or
 - 3) Statement of prior conversion and baptism by immersion.
- 2. Attendance and completion of New Covenant Member's Class.**
- 3. Affirmation of the Baptist Faith and Message and the Constitution and By-Laws by signing the Membership Covenant.**
- 4. A candidates name and picture shall be published in the church bulletin (or other public form of distribution) at least two consecutive weeks prior to presenting them for covenant membership.**
- 5. Presentation to the church with affirmative (majority) vote, or as discussed below.**

Should there be any dissent to any candidate prior to presentation to the church, such dissent shall be referred to the pastoral staff for investigation and the making of a recommendation to the church within thirty (30) days. A majority of those church covenant members present and voting shall be required to elect such candidates to covenant membership.

C. CLASSES OF COVENANT MEMBERSHIP:

1. **ACTIVE COVENANT MEMBER:** All persons received into covenant membership of the church who regularly fulfill their duties as covenant members through attendance, financial contribution, and/or service and have reached the age of eighteen (18) years or older shall be considered Active Covenant members (referred to in these Bylaws as a “covenant member” or “covenant members”). Active covenant members shall be eligible to vote on matters brought before the church at a duly called business meeting and to hold lay leadership positions within the church. Any Active Covenant member unable to attend due to work assignment (including military service), medical condition, or educational pursuits shall be considered an Active Covenant member while the above-mentioned exception exists.

2. **INACTIVE COVENANT MEMBERS:** When a covenant member fails to show any interest to fulfill their duties as covenant members through attendance, financial contribution, and service for a period of one year, the covenant member shall be identified as an Inactive Covenant member. Inactive covenant members shall not be entitled to vote in any business meeting of the church or hold office. The Lead Pastor, or his designee, shall attempt to contact each inactive covenant member, counsel them, and seek to restore them to active fellowship. After an additional 90-day period, if no interest in restoration is shown, the covenant member’s name shall be removed from the church register. An inactive covenant member may be restored to active covenant membership by vote of the church whenever the covenant member indicates a desire to be reinstated and gives evidence of renewed Christian spirit.

3. **ASSOCIATE COVENANT MEMBERS:** All persons who desire a church fellowship home but have not met all the qualifications for Active Covenant membership such as baptism, completion of the New Covenant members’ Class, have not reached the age of 18 years, they do not desire to give up their home church membership, or for any other reason do not want to

become a covenant member shall be considered Associate Covenant members. Associate covenant members cannot vote or serve in lay leadership (Committee member or Chairman, Ministry Team Leader, Connect Group or VBS Teacher, Deacon Ministry, or Board Member) but may serve in any other capacity within the church. However, Associate Covenant members must agree to abide by the church's governing documents including the Basic Beliefs. Upon reaching the age of 18 years, meeting all the requirements for Active Covenant membership, and/or giving up their home church membership, Associate Covenant members may become Active Covenant members upon majority affirmative vote of the covenant members at a duly called meeting.

D. DUTIES AND PRIVILEGES OF COVENANT MEMBERS:

1. Every covenant member of the church is expected to desire to mature in their walk with Christ. As a covenant member each person is eligible to serve in all areas of the church. Progression in maturity and commitment to the purposes of the church are characteristics that are necessary before serving on a key administrative committee or serving as a church officer.
2. Every covenant member of the church may participate in the ordinances of the church as administered by the church.
3. Every covenant member of the church, who is not under church discipline, shall be eligible to give their opinion on and vote on the following matters; provided the covenant member is present at the start of the meeting (proxy voting is prohibited). Unless otherwise stated, a simple majority shall be sufficient for covenant membership approval:
 - 1) Annual Budget and any ten (10%) percent change in the budget during the year;
 - 2) Call and Dismissal of Ministerial Staff – three-fourths (3/4) majority;
 - 3) Election of church Directors and Officers;
 - 4) Affirmation of Committee/Ministry Team covenant members;
 - 5) Election of qualified new church covenant members (as specified above)
 - 6) Acquisition, sale or transfer of real property and any related indebtedness – two-thirds (2/3) majority;
 - 7) Merger or dissolution of the church – three-fourths (3/4) majority;
 - 8) Sale of all or substantially all of the church's assets – three-fourths

- (3/4) majority;
- 9) Amendments to the Constitution & Bylaws – as stated in Article VII of the Constitution and Article XI of these Bylaws;
 - 10) Any other major event or decisions as designated by Board – majority unless otherwise provided.

E. TERMINATION OF COVENANT MEMBERSHIP: Covenant membership shall be terminated in the following ways:

1. Death,
2. Transfer (by letter) to another Baptist Church,
3. Exclusion by disciplinary action of the church,
4. Erasure upon request or proof of covenant membership in a church of another denomination,
5. Erasure because of loss of contact for one (1) year or more; no known address.
6. Refer to I.C.2. of the Bylaws.

F. DISCIPLINE AND RESTORATION: It shall be the practice of this church to emphasize to its covenant members that reasonable measures will be taken to assist covenant members engaged in unrepentant sin. The pastoral staff are available for counsel and guidance. The attitude of covenant members toward one another shall be guided by a concern for redemption rather than punishment and follow in a tender spirit the rules given by our Lord and Savior in Matthew 18:15-17; 1 Corinthians 5:9-13; and 1 Thessalonians 5:12-14.

Should some serious condition exist which would cause a covenant member to become a liability to the general welfare of the church, the pastoral staff shall take reasonable measures to resolve the problem in accordance with the above Scriptures. Only after good faith efforts by the pastoral staff to bring about repentance and reconciliation have proven futile, the pastoral staff shall give notice to the covenant member of the unrepentant sin, time and place to address the charges. Discipline may include, but is not limited to, dismissal, censure, suspension or any other measure that the pastoral staff decides shall bring about repentance. If the covenant member is disciplined by the pastoral staff, it shall be announced to the covenant members to carry out Biblical admonitions to bring about repentance and restoration of the disciplined covenant member.

The church may restore to covenant membership any person previously excluded, upon request of the excluded person, and pastoral staff, according to the

spirit of 2 Corinthians 2:7,8 determine their conduct is in accordance with the Biblical Beliefs of the church and Biblical repentance. The Lead Pastor shall communicate such restoration to the church in a timely manner.

II. CHURCH OFFICERS

All who serve as officers of the church shall be covenant members in good standing of this church.

The officers of this church shall be the Lead Pastor and Ministerial Staff, Fellowship of Deacons, Treasurer, Moderator, Church Clerk and such other officers as determined necessary from time to time by the Board.

A. LEAD PASTOR: The church shall have a Lead Pastor and one or more Associate Pastors as determined necessary by the church. The Lead Pastor is responsible for leading the church to function as a New Testament Church. The Lead Pastor will lead the congregation, the organizations, and the church staff to perform their tasks. He shall be an ex-officio covenant member of the Board of Directors as well as all church organizations, departments and committees, unless he delegates such responsibility to another individual. The Lead Pastor is leader of pastoral ministries in the church. As such, he works with the deacons and church staff to:

1. Lead the church in the achievement of its mission,
2. Proclaim the gospel to believers and unbelievers, and
3. Care for the church's covenant members and other persons in the community.

A Lead Pastor shall be chosen and called by the church whenever a vacancy occurs. A Pastor Selection Committee, as presented by the Nomination Committee, shall be elected by the church to seek out a suitable Lead Pastor, and its recommendations will constitute a nomination. The committee shall bring to the consideration of the church only one name at a time. Each candidate shall be one whose Christian character, qualifications, and full educational training (College and Southern Baptist Seminary), shall fit him for the office of Lead Pastor of this church. The election shall take place at a duly called special business meeting, of which at least one week (7 days) public notice shall been given. Election shall be by ballot, an affirmative vote of three-fourths (3/4) of those present being necessary to extend a call. The Lead Pastor shall serve until the relationship is terminated by his request or the church's request.

The Board, in consultation with the appropriate committees, shall specify the Lead Pastor's initial compensation at the time of his calling. The Lead Pastor shall recuse himself from any discussions and vote regarding his compensation. The church shall provide an adequate salary and those benefits, as appropriate, requested and approved in accordance with the church's budget. Such benefits may include but are not limited to a housing allowance, health insurance, continued education, pension, vacation time, conference funds, and other special funds as needed for his ministry. The church may also defray the cost of sending the Lead Pastor to out-of-town conferences, conventions or mission trips attended for the church, as requested and approved by the Board.

The Lead Pastor may relinquish the office of pastor by giving at least thirty (30) days' notice to the Board of his intent to resign.

If two or more covenant members have a grievance against a pastor, those covenant members must present their grievances to the Personnel Committee. The Personnel Committee shall investigate the grievance and, if necessary, engage in biblical discipline. If the conduct of the pastor is immoral or egregiously improper, the Personnel Committee shall recommend termination to the Board. Upon receipt of the Personnel Committee's recommendation, the Board shall call a covenant member meeting for that purpose with at least one week (7 days) notice. The vote shall be by ballot, an affirmative vote of three-fourths (3/4) of those present voting to terminate being necessary for termination.

B. MINISTERIAL STAFF: Ministerial staff shall be called and employed as the church determines the need for such offices. Ministerial staff shall function under the general supervision of the Lead Pastor. A job description for the specific position shall be created by the Board, in consultation with the Lead Pastor. Those ministerial staff covenant members of whom the church requires evidence of a personal call of God to minister shall be recommended to the church by the Personnel Committee and called by a three-fourths (3/4) affirmative vote of those covenant members present at a duly called meeting.

A Ministerial Staff member may relinquish his/her office by giving at least two weeks' (14 days) notice to the Board of his/her intent to resign. The church may vote to dismiss the Ministerial Staff member from such position upon recommendation of the Personnel Committee and an affirmative vote of three-fourths (3/4) of the covenant members present at a duly called meeting.

C. **DEACONS:** An appropriate number of deacons shall be selected from among those covenant members who have proven themselves to have scriptural qualifications (1 Timothy 3:8; Titus 1:7) and shall be ordained (if not already ordained by a Southern Baptist Church) to the office in a worship service of the church. Deacons shall be elected for a term of three (3) years with one-third of the number being elected each year. After the completion of a three (3) year term, no deacon shall be eligible for re-election until after a period of at least one year. The Deacons shall elect annually their own officers.

The Pastoral Staff shall fill vacancies as they may occur and appropriately increase the number of deacons as church covenant membership increases. Vacancies of necessary increases in the Deacon fellowship will be filled from the normal list received from the church covenant membership and approved by the Pastoral Staff. If the approved list is depleted, the Pastoral Staff will then establish a new list of names through the normal selection process. This new list of names will then be used to fill any vacancies or provide for necessary fellowship increases.

Deacons shall consider themselves as servants of the church as demonstrated in Acts 6:1-6. The Deacons assist the Pastoral Staff as servants of the covenant membership by looking after the widows and single senior adults and assisting in the observance of the Lord's Supper and other ministries as deemed necessary by the pastors. They shall arrange for regular meetings as needed to discharge their duties. The Lead Pastor and the chairman of the deacons may call the deacons in special session whenever the need arises.

The election of deacons shall be as follows:

1. The church shall be polled each Sunday in August for a list of prospective names to fill vacancies in the deacon fellowship.
2. Once the poll is taken these names are submitted to the Pastoral Staff for selection process.
3. The Pastoral Staff shall then contact the persons. Each will be told of the confidence the church has demonstrated in him of the responsibilities of the office of deacon. If an individual declines to serve, the next person will be contacted until the required number is secured.

4. The term of office shall begin on the first day of January.
5. If a vacancy occurs during the year, the next man on the list will be contacted in the same manner as above until the vacancy is filled with service beginning as needed.

Any Deacon may at any time deliver a written notice of intent to resign to the Lead Pastor or chairman of the deacons, which shall be effective upon acceptance by the deacon fellowship. Any Deacon may be removed at any time with or without cause when, in the sole judgment and discretion of the deacon fellowship, by a three-fourths (3/4) majority of the deacon fellowship that such individual should no longer serve as a Deacon. In the event any Deacon is so removed, a vacancy is created and will be filled in the manner listed above (see #5).

D. CHURCH TREASURER: The church shall elect annually a church treasurer (financial secretary) as its financial officer. The treasurer shall be a member of the Board but may or may not be a voting Director. It shall be the duty of the treasurer to receive, preserve, and pay out, upon receipt of vouchers approved and signed by authorized personnel, all money or things of value paid or given to the church, keeping at all times an itemized account of all receipts and disbursements. It shall be the duty of the treasurer to render to the church at each regular business meeting an itemized report of the receipts and disbursements of the preceding month. The treasurer's report and records shall be audited annually by an auditing committee. The treasurer shall be bonded, the church paying for the bond.

Upon rendering the annual account at the end of each fiscal year and following acceptance and approval by the church, the records shall be delivered by the treasurer to the church clerk, who shall keep and preserve the account as a part of the permanent records of the church.

E. MODERATOR: The church shall elect annually a moderator as its presiding officer. In the absence of the moderator, the chairman of deacons shall preside; or in the absence of both, the clerk shall call the church to order and preside for the election of an acting moderator.

F. CHURCH CLERK: The church shall elect annually a clerk as its clerical officer. The clerk shall also serve as the Secretary of the Board but may or may not be a voting Director. The clerk shall be responsible for keeping a suitable record of all official actions and minutes of the church and the Board, except as

otherwise herein provided. The clerk shall be responsible for keeping a current register of names and addresses of covenant members, with dates of admission, dismissal, death, or erasure, together with a record of baptism. The clerk shall issue letters of dismissal, preserve on file all communications and written official reports, and give required notice of all meetings of the Board and covenant members where notice is necessary, as indicated in these bylaws. The clerk shall be responsible for preparing the annual letter of the church to the association. The church may delegate some of the clerical responsibilities to a church secretary who shall assist the elected clerk.

III. BOARD OF DIRECTORS

A. GENERAL POWERS: The corporate powers of the church shall be exercised by or under the authority of the Board of Directors, also referred to in these bylaws as the "Board" or the "Directors." The powers, business and property of the church shall be exercised, conducted and controlled by the Board for the purposes of overseeing the legal, business, financial and administrative affairs of the church with consensus agreement. 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 and voting at that meeting. The Lead Pastor, who shall be recognized as the authority to oversee the spiritual affairs of the Church, shall be the tie breaking vote if that case ever arises.

B. COMPOSITION, NUMBER, ELECTION, AND TERM: The Board shall consist of the Lead Pastor and at least two (2) At-Large covenant members elected by majority vote of the covenant members at the annual business meeting. The authorized number of Directors shall be such number as may from time to time be authorized by the Board, provided that such number shall not be less than three (3). No less than fifty (50%) percent of the Board shall be lay covenant members of the church and not related to paid staff.

Candidates for Director shall be recommended to the Nominating Committee by a church covenant member. The Nominating Committee, the Lead Pastor, and one or more Ministerial staff members shall interview potential candidates to determine qualifications and a desire to serve. Qualified candidates shall be nominated by the Nominating Committee and the Lead Pastor for approval by a majority vote of the church at the annual business meeting. Upon election, lay Directors shall serve for a term of three (3) years. There shall be three annual classes of Directors so that approximately one third (1/3) are up for election every

year to maintain continuity and make for smooth transitions within the Board. With the exception of the Lead Pastor, no Board Member shall serve for more than one 3-year term without taking at least one year off before being eligible for re-election.

C. SPECIFIC DUTIES AND FUNCTIONS: Without prejudice to the general powers outlined above, and subject to the same limitations, the Board shall have the following duties and powers:

1. To establish governing principles, policies and determining practices for the church, including the creation and maintenance of policies and procedure manuals, which shall contain all controlling policies and procedures governing any and all aspects of the church's affairs, including, but not limited to, committee task descriptions and policies regarding the handling of funds, use of facilities, and employment policies and practices;
2. To review and recommend the borrowing of money and incurring indebtedness on behalf of the Church and the cause to be executed and delivered for the church's purpose and in the church's name, promissory notes, and other evidence of debt and securities;
3. To oversee legal, business, financial and administrative affairs of the church;
4. To recommend to the covenant members suggested objectives and church goals;
5. To review and coordinate program plans recommended by church officers, organizations, ministries and committees;
6. To evaluate program achievements in terms of church goals and objectives;
7. To recommend to the covenant members the use of leadership, calendar time, and other resources according to priorities to avoid conflicts in the use of church facilities;
8. Other powers and duties assigned by the church covenant membership and needed for the orderly administration of the church.

The Board may delegate some of its authorities and duties to individual Directors, pastors, staff members, Deacons, committees and others as long as the delegation does not breach its fiduciary duties to the church. The Board may also invite the Chairpersons of the committees and organizations of the church to be non-voting invitees to Board meeting whenever projects or programs in which their team/committee may be involved are to be considered, for example, preparation of the annual church calendar.

D. VACANCIES: A vacancy on the Board because of death, resignation, removal, disqualification or any other cause shall be filled by nomination and election by majority of the covenant membership for the remainder of the term in accordance with these Bylaws.

E. RESIGNATION AND REMOVAL: Any Board member may at any time deliver a written notice of intent to resign to the Lead Pastor, which shall be effective upon acceptance by the Board. Other than the Lead Pastor whose removal is provided above, any Officer or Director may be removed at any time with or without cause when, in the sole judgment and discretion of the Board, by a three-fourths (3/4) majority of the remaining Directors that such individual should no longer serve on the Board. In the event any Director is so removed, a new Director may be nominated and elected by majority vote of the covenant members for the remainder of the term in accordance with these Bylaws.

F. TRANSACTIONS WITH INTERESTED PARTIES: A contract or other transaction between the church and one or more of its Directors, Pastors, Officers, Deacons, or family members thereof (hereinafter "Interested Party"), or between the church and any other entity, of which one or more of the church or its Directors, Pastors, Officers, or Deacons 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 as 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 or approved the transaction, in good faith, by a vote of a majority of the Directors then in office, without counting the vote of the interested Directors, and with knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and
4. Prior to authorizing or approving the transaction, the Board, in good faith, determined after reasonable investigation and consideration, that either the church could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the church's tax-exempt purposes.

Common or 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. The Board may adopt additional conflicts of interest policies, in addition to the above, that shall provide for full disclosure of material conflicting interests by Board members, Officers, Deacons, or employees. These policies shall permit the Board to determine whether the contemplated transaction may be authorized as just, fair and reasonable to the church. Notwithstanding the above, no loan shall be made by the church to any of its Directors, Officers, Pastors, Deacons, or covenant members.

G. NO COMPENSATION FOR DIRECTORS: No salary or compensation shall be paid to any member of the Board in his capacity as Board Member, but nothing herein shall be construed to preclude any Board Member from serving the church in any other capacity and receiving reasonable compensation. Moreover, the Board Member may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.

H. PLACE AND TIME OF REGULAR MEETINGS: Regular meeting of the Board shall be held at least semi-annually and at any place and at any time designated by the Board.

I. SPECIAL MEETINGS: Special meetings of the Board may be called by the Lead Pastor or by a majority of the Directors for whatever purpose or purposes at any time. The transactions of any meetings of the Board however called and noticed and wherever held, shall be valid as though at a regular meeting.

J. NOTICES: Notice of the time and place and in the case of a special meeting the purpose of every meeting of the Board shall be in writing and shall be duly sent, mailed, or otherwise delivered to each Board Member not less than five (5) days before the meeting; providing that no notice of any regularly scheduled or adjourned meeting need be given.

K. QUORUM: A majority of Directors present at the beginning of a meeting shall constitute a quorum for purposes of transacting business at a meeting.

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

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

N. PARTICIPATION BY CONFERENCE TELEPHONE: Members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting, noting participation of those who were present by means of such communications equipment.

P. BOARD TEAMS: The Board, by majority vote of all Directors in office, may appoint two or more persons from among its number to serve as a special Board team, such as the Board may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board. Except as otherwise provided by law, the Articles of Incorporation, these Bylaws, or by a Resolution of the Board, each Board team may not exercise the authority of the Board.

Q. MINUTES: Minutes of the meetings of the Board shall be recorded and taken by the Clerk who shall have custody and maintain record thereof and be responsible for circulating copies to the Board members in a timely manner.

IV. CHURCH COMMITTEES AND ORGANIZATIONS

A. STANDING AND SPECIAL COMMITTEES: The Board may establish such other committees (Standing and Special), and organizations as needed to assist them in the performance of their responsibilities. These teams or committees shall function under the oversight of the Board but shall continue to pursue their delegated responsibilities as defined by the church and those tasks specifically delegated to them by the Board. The standing committees of the church are Personnel, Stewardship, Nominating, and other such committees as determined by the Board. A special committee may not exist beyond the duration of one year without reauthorization by the Board.

B. ORGANIZATION AND RESPONSIBILITIES: The general duties and responsibilities of the standing committees are outlined below. The organization and responsibilities of each committee and organization of the church, including the identified standing committees, shall be described more fully in the Church Policy and Operations Manual.

C. COMMITTEE MEMBERS AND CHAIRPERSON: Covenant members may recommend individuals to the Nominating Committee for consideration for each committee or ministry team. The Nominating Committee shall present their nominees for the individual committees at the Annual Meeting for ratification by majority vote of the covenant members. Unless otherwise stated, the committee members shall annually appoint a chairperson from among their number to facilitate meetings and serve as a liaison to the Board.

V. CHURCH POLICY AND OPERATIONS MANUAL

A. DEVELOPMENT OF THE POLICY AND OPERATIONS MANUAL: The development of a church policy and operation manual shall be overseen by the Board or its designee with professional consultation and review. This manual shall include all church policies, procedures, job descriptions, and organization charts depicting lines of responsibility in the administration of the church.

B. COMPILATION AND MAINTENANCE OF THE MANUAL: The Board and any of its designees shall be responsible for compiling and maintaining a policies and procedures manual for the day-to-day administrative functions of the church not covered in the Constitution and Bylaws. The clerk shall maintain the manual which shall be kept in the church office and made available for review and use by any covenant member of the church. Any suggested changes shall be presented to the Board or its designated committee for review and consideration.

VI. CHURCH MEETINGS

A. WORSHIP SERVICES: The church shall meet regularly each Sunday for the works of Almighty God. Prayer, praise, preaching, instruction and evangelism shall be among the ingredients of these services. The pastoral staff shall direct the services for all the church covenant members and for all others who may choose to attend.

B. SPECIAL SERVICES: Revival services and any other church meetings essential to the advancement of the church's objectives shall be placed on the church calendar.

C. REGULAR BUSINESS MEETINGS: The church shall hold regular business meetings at least semi-annually, with the annual business meeting occurring in October/November of each year.

1. Parliamentary Rules: Robert's Rules of Order, revised, is the authority for parliamentary rules of procedure for all business meetings of the church.
2. Quorum: A quorum for the transaction of business shall consist of twenty (20) covenant members present at the start of a duly called business meeting. If a quorum is not met, then another meeting shall be called, with proper notice given. At the second meeting on the same subjects, requirements for quorum are satisfied by any number of covenant members present and voting.
3. New Business: New business from the floor shall not be voted on until the next regular business meeting, unless the new business is presented by a committee or the new business is presented in writing to the Church Clerk and the Moderator at least three (3) weeks before the next regular scheduled business meeting. This new business shall be printed in the church bulletin the two Sundays prior to the business meeting. Any new business that includes a request for funds must meet the criterion set forth by the Stewardship Committee.

D. SPECIAL BUSINESS MEETINGS: The Lead Pastor, Church Moderator, or a majority of the Board may call a business meeting to consider matters of special nature and significance. A one-week (7 days) notice must be given for this specially called business meeting. The notice shall include the subject, the date, and the time and place; and shall be printed in any church bulletin and/or distributed prior to the called business meeting. This shall give all covenant members the opportunity to know of the meeting.

E. MINUTES: Minutes of the regular and special business meetings of the Church shall be taken and kept in the records of the Church under the custody of the Church Clerk.

VII. NON-MINISTERIAL STAFF

A. GENERAL: Non-ministerial staff members shall be employed as the Church determines the need for their services. The Lead Pastor shall be responsible to lead all staff in the direction that helps the Church accomplish its goals.

B. DUTIES AND RESPONSIBILITIES: The Personnel Committee, in consultation with the Lead Pastor, shall formulate the duties and responsibilities for all staff positions.

C. SELECTION: Selection and approval of non-ministerial staff shall be the responsibility of the Personnel Committee, with recommendations by the Lead Pastor.

D. RESIGNATION AND TERMINATION: Any staff member may at any time resign by submitting written notice to the Lead Pastor or the Personnel Committee. Any non-ministerial staff member may be terminated upon recommendation by a supervising staff member and approval of the Personnel Committee. Such terminations of staff may be reported to the Church, but does not need Church approval.

VIII. CHURCH FINANCE

A. BUDGET: The Board, or its designee, shall prepare and submit to the church for approval an inclusive budget, indicating by items the amount needed and sought for all expenses. The annual budget shall be mailed to all covenant members one week (7 days) prior to the annual business meeting.

It is understood that covenant membership in this church involves financial obligations to support the church and its causes with regular gifts.

B. ACCOUNTING PROCEDURES: All funds received for any and all purposes shall first be counted and deposited by the Counting Committee. These funds shall be properly recorded on the books of the church by the church treasurer. The church treasurer shall be bonded, the church paying the bond.

A system of accounting that will adequately provide for the handling of all funds shall be the responsibility of the Finance Committee.

C. FISCAL YEAR: The church fiscal year shall begin on January 1 and end on December 31. However, the Board, in consultation with the necessary committees, shall have the power from time to time change the fiscal year of the church. Accurate records shall be kept by all organizations of the church and reports shall be made on the fiscal year basis.

D. DEPOSITS: The Board shall select banks, trust companies, or other depositories in which all funds of the church not otherwise employed shall, from time to time, be deposited to the credit of the church.

E. CHECKS: All checks or demands for money and notes of the church shall be signed by such officer or officers or such other persons as the Board may from time to time designate. Any check over the amount of five thousand dollars (\$5000.00) shall require two authorized signatures from two disinterested Board members or officers.

F. CONTRACTS: The President can sign contracts to bind the church once approved by the Board or according to its procedures. However, the Board may authorize any officer or officers, agent or agents of the church, in addition to those officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the church, including real estate transactions once proper approval has been sought and obtained. Such authority may be general or confined to specific instances. All contracts for major services or expenditures should be reviewed by a competent attorney.

G. ENDOWMENTS: The Board may establish on behalf of the church any endowments for the general purposes or for any special purposes of the church.

H. BENEVOLENCE FUND: The Board shall establish procedures to receive and disburse by check all funds allocated to them in the Benevolence Fund. It shall be the duty of the Board or a designated Benevolence Committee to determine needs of the congregants or others in the community as they arise. The Benevolence Committee shall examine the need of the recipients of these designated funds.

I. PARTNERSHIPS, JOINT VENTURES, LLC's AND AUXILIARY CORPORATIONS: The Board may authorize in writing any officer(s) or agent(s) of the church to enter into any partnerships or joint ventures or create auxiliary corporations or limited liability companies that the Board determines shall advance the religious purposes and goals of the covenant members as described herein and not violate the church's tax exempt status.

J. PURCHASE OR SALE OF PROPERTY AND BORROWING: Neither officers nor agents of the church may purchase or sell real or personal property on behalf of the church unless authorized by the Board and in cases of real property, the covenant members according to these Bylaws. Any borrowing of money must be approved by the Board and the covenant members according to these Bylaws.

IX. BIBLICAL SETTLEMENT OF DISPUTES WITHIN OR AGAINST THE CHURCH

In any dispute arising between or among church covenant members, the dispute may be resolved by the Board (or a duly appointed committee from the Board) under the Christian Conciliation Rules and Procedures published at www.Peacemaker.net. All employees of the church shall sign policies or contracts with the Christian Dispute Resolution clause in it. All contractors and vendors of the church should be asked to sign policies or contracts with the Christian Dispute Resolution clause in it.

Any dispute between a covenant member and the church, or its agents in their representative capacity, shall be resolved through Christian Conciliation. Christian mediation should be attempted but if it does not resolve the dispute then legally binding Christian Arbitration shall be employed by the Board or individuals selected by the Board in accordance with the Rules of Procedure for Christian Conciliation found at www.Peacemaker.net. A decision shall be reached after prayerful consideration, in a spirit of humility, with each Arbitrator seeking that which most glorifies God and regarding one another before himself.

Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. Jurisdiction and venue shall be the county and state where the church is located and Virginia law will apply to the dispute. Covenant members, pastors, staff or third party vendors/contractors shall understand that these methods shall be the sole remedy for any controversy or claim arising against the church and expressly waive their right to file a lawsuit in any civil court against one another or the church for such disputes, except to enforce an arbitration decision. In that case, judgment upon an arbitration award may be entered by any court having competent jurisdiction, in conformity with the laws of the Commonwealth of Virginia. Notwithstanding this above provision, to protect the church and its covenant members and under its risk policy procedures, the church is required to maintain liability insurance. Therefore, this conflict provision is conditioned upon agreement by the church's insurers that, in

light of the particular facts and circumstances surrounding the disputed matter, this provision, and the process it establishes will not diminish any insurance coverage maintained by the church.

X. INDEMNIFICATION

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal by reason of the fact that he or his testator is or was a Director, Officer, employee or agent of the church, may be indemnified by the church, and the church may advance his related expenses, to the full extent permitted by law. The church may purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification specified above; and (b) its Directors and Officers.

XI. AMENDMENTS

Changes in the Bylaws may be made at any regular business meeting of the church provided such amendment shall have been published at least fourteen (14) days prior to the next regular scheduled business meeting. The proposed amendments shall be presented as new business and be placed in any church bulletins published prior to the business meeting. A two-thirds (2/3) majority in favor of vote of church covenant members present shall approve amendments to the bylaws.

I, the undersigned Clerk of Green Ridge Baptist Church do hereby certify that the above Constitution and Bylaws were adopted on _____ by the covenant members at a duly called meeting and that this Constitution and Bylaws are current and in operation as of that time.

Church Clerk

Date