

BYLAWS
of
Stough Memorial Baptist Church, Inc.
A State Nonprofit Religious Corporation

Preamble to the Bylaws

Stough Memorial Baptist Church endeavors to be a Church of the Lord Jesus Christ as described, established, and mandated by the New Testament. The purpose of these Bylaws is to help us accomplish the task of this Church in a “decent and orderly” manner through the use of effective and efficient means of good stewardship of the body’s time, gifts and resources. Our ultimate desire is to bring glory to God through the Church.

These Bylaws are to provide general guidance on organization, governance and operation, based upon Biblical principles and practices. However; the ultimate authority for Stough Memorial Baptist Church’s organization, governance and operation is the Bible. When a conflict or ambiguity exists with regard to these Bylaws, deference is to be given to Biblical reference to resolve the conflict or ambiguity.

Article I.
Name and Principle Office

The name of the Corporation is Stough Memorial Baptist Church. This Corporation will be further referred to in the Bylaws as the “Church”. The Church maintains its principle office at 705 Lakeview Drive, Pineville, NC 28134.

Article II
Membership

Section 1: General

The New Testament presents a picture of definable groups of people who, once committed to the Lord, identified themselves with and committed themselves to a particular local body. (Rom. 16:1; 1 Cor. 1:2; 2 Cor. 8:1; Phil 1:1; Acts 11:26)

In order to implement the principles of accountability and commitment to the local body of Christ, as defined in the New Testament and practiced in the early churches, Stough Memorial Baptist Church recognizes the need for formal membership. Membership in this Church shall consist of all persons who have met the qualifications for membership and are listed on the membership role.

Section 2: Candidacy and Membership

Any person who has paced their faith in Christ for eternal life, who has received baptism by immersion as a testimony of their salvation, and who desires to be committed to Stough Memorial Baptist Church as a local body of believers may become members of Stough Memorial Baptist Church through the following procedures:

1. Approach a staff member, deacon or other ministry leader, or come forward during one of the worship service altar calls and share their desire to join Stough Memorial Baptist Church.
2. Attendance at New Membership Classes. Monthly membership classes shall be offered to provide, but not limited to, the following:
 - Our Basic Beliefs
 - Our Core Values
 - Our Mission
 - Our Vision
 - Our Structure
 - Our Strategy
3. Signed Membership Covenant and Membership Application.

A signed Membership Covenant shall be used as an instrument to affirm one's desire for membership and to serve as formal record of one's membership.

All such candidates may be received by vote of the church and by adding their name to the Stough Memorial Baptist Church membership roll and publicizing their name to the membership of Stough Memorial Baptist Church in the Church's monthly publication and by placing their picture on the church's new member board.

Section 3: Designations of Membership

In an effort to properly reflect the membership of the Church, two rolls shall be maintained. These rolls shall be updated periodically.

1. Active Members: All members who reside within the Church's ministry area or are currently active in the Church.
2. Inactive Members: Members who have become inactive, or who have moved out of the Church's ministry area, and have not joined another church or are unable to be located.

Section 4: Membership Covenant

Following is the Membership Covenant which generally outlines the responsibilities of membership at Stough Memorial Baptist Church.

"Believing that Christ has led to this day in my life, I covenant with Christ and His Church, Stough Memorial Baptist Church, to promote the kingdom of God in our world today. Believing that church membership is a privilege and a responsibility, I covenant to:

1. Protect the unity of Stough Memorial Baptist Church (Romans 14:19) by
 - a. ...acting in love toward other members (1 Peter 1:22)
 - b. ...refusing to gossip (Ephesians 4:29)
 - c. ...following the leaders (Hebrews 13:17).
2. Share the responsibility of Stough Memorial Baptist Church by
 - a. ...praying for its' growth (1 Thessalonians 1:1-2)

- b. ...inviting the unchurched to attend (Luke 14:23)
- c. ...warmly welcoming those who visit (Romans 15:7).
- 3. Serve the ministry of Stough Memorial Baptist Church by
 - a. ...discovering my gifts and talents (1 Peter 4:10)
 - b. ...being equipped to serve by my pastors (Ephesians 4:11-12)
 - c. ...developing a servant's heart (Philippians 2:3-4, 7)
- 4. Support the testimony of Stough Memorial Baptist Church by
 - a. ...attending faithfully (Hebrews 10:25)
 - b. ...living a Godly life (Philippians 1:27)
 - c. ...giving regularly (Leviticus 27:30)

Section 5: Voting Rights of Membership

Every Active Member (except those members who are under the process of Church Discipline, see Article II, Section 7) shall have the right to vote at all church conferences.

Each Active Member is entitled to one vote. Voting by proxy is prohibited. Absentee ballots may be cast if notarized and received in the church office a minimum of 48 hours prior to the vote of the Church.

Section 6: Termination of Membership

Members shall be removed from the Church roll for the following reasons:

- 1. Death
- 2. Transfer of membership to another church
- 3. By personal request of the member
- 4. Dismissal by the Pastors and congregation according to a member's life and conduct which is not in accordance with the Church Membership Covenant and is in such a way that the member hinders the ministry influence of the Church in the community. Procedures for the dismissal of a member shall be in accordance with Section 7 of this Article.

Section 7: Discipline of Members

Purpose

The purpose of Church discipline is to glorify God by maintaining (1) purity in the Church (1 Cor. 5:6), (2) protecting believers by deterring sin (1 Tim 5:20) and (3) promoting the spiritual welfare of the offending believer by calling him or her to return to biblical standards of doctrine and conduct (Gal 6:1). Furthermore, upon joining this Church, all members are in agreement with Article VII (Binding Arbitration) of these Bylaws.

Process

Members and all other professing Christians who regularly attend fellowship at Stough Memorial Baptist Church who err in biblical doctrine or conduct shall be subject to discipline according to Matthew 18:15-18. Such person hereafter will be referred to as an "Erring Person.") Before such discipline reaches its final conclusion:

1. It shall be the duty of any Church member who has knowledge of the Erring Person's unbiblical beliefs or misconduct to warn and to correct such Erring Person in private, seeking his or her repentance and restoration. If the Erring Person does not heed this warning; then,
2. The warning member shall again go to the Erring Person accompanied by one or two witnesses to warn and correct such Erring Person, seeing his or her repentance and restoration. If the Erring Person still refuses to heed this warning; then,
3. It shall be brought to the attention of the Pastors. (It is understood that this process will continue to conclusion, whether the Erring Person leaves Stough Memorial Baptist Church or otherwise seeks to withdraw from membership to avoid the discipline process.) The pastors will appropriately investigate any allegation brought by one Church member against another. If these allegations are warranted, two or more of the pastors will contact the Erring Person and seek his or her repentance and restoration. If the Erring Person refuses to be restored, the matter will be presented to the entire congregation, who will act to protect the Church by removing the Erring Person's membership and notifying the Church in accordance with Matthew 18. However, even at this point, Stough Memorial Baptist Church will continue to pray for the restoration of the Erring Person.

Reinstatement

If such dismissed member heeds the warning, demonstrates repentance, and requests reinstatement, he or she shall be publicly restored to membership through affirmation of the Pastors and notification of Stough Memorial Baptist Church membership.

Article III **Membership Meetings**

Section 1: Place

Meetings of the members shall be held at a building on the Church property or at such other place or places as may be designated from time to time by the membership.

Section 2: General Meetings

General meeting of the membership shall be held monthly at such time as determined by the membership, officials, and staff. These general meetings shall serve as the primary source of information pertaining to church business and shall be the forum for conducting church business requiring a vote of the congregation. Subject to Section 4 of this Article, any proper business may be conducted at this meeting.

Section 3: Special Meetings

Special meetings may be called at any time by membership, officials, or staff for any purpose by giving notice to the members in accordance with Section 4 of this Article.

Section 4: Notice Requirements for Membership Meetings

General Requirements

Whenever members are required or permitted to take certain actions (listed below) at a meeting, notice shall be given to members no less than two (2) weeks prior to a meeting. Notification of membership

meetings shall be given in any of the following manners, which shall be deemed to be a reasonable method of calling a membership meeting:

1. Distribution of written material to the congregation in attendance at a regular weekend worship service
2. Announcement of the meeting in the Church newsletter
3. Delivery by United States mail to each member identified household on the resident membership roll.

Notice of Certain Agenda Items

Action by the members on any of the following proposals, other than by unanimous approval by those members present and entitled to vote, is valid only if the notice specifies the general nature of the proposal:

1. Selection, rebuke, or dismissal of the Senior Pastor
2. Amending the Articles of Incorporation
3. Adopting, amending or repealing the Bylaws
4. Disposing of all or substantially all of the Church's assets
5. Approving the acquisition of real property and related indebtedness
6. Approving the election to dissolve the Church.

Section 5: Quorum

Those members present and voting at a meeting duly noticed and called shall constitute a quorum of the membership for the transaction of business.

Section 6: Voting

Church action shall be by concurrence of a majority of members present and voting, except for the calling or removal of the Senior Pastor which shall require an affirmative vote of three-fourths (3/4) of those present and voting, and the amending of the Articles of Incorporation and Bylaws which shall require an affirmative vote of three-fourths (3/4) of those present and voting. All voting shall be but those physically present at the Church meeting at which a vote is taken and those absentee ballots received as stated in Article II, Section 5. No proxy votes shall be allowed.

Section 7: Rules of Order

Except where these Bylaws state otherwise, *Robert's Rules of Order* shall be the accepted pattern for the transaction of all Church business. The Church shall retain the right to appoint a parliamentarian to help in all Church meetings.

The Moderator for all Church meetings shall be elected on an annual basis by the congregation. In the absence of the Moderator, a member of the Pastors or Chairman of the Deacons will serve as the Moderator. The Senior Pastor will always be allowed to speak in Church meetings if he so elects.

The Church Clerk will be responsible for recording the minutes of the meeting. The minutes shall include who presided over the meeting, summary of actions taken at the meeting but in sufficient detail to clearly describe what was discussed and agreed upon to avoid any subsequent disputes.

Church meetings are open to any Church member desiring to attend.

Article IV

Church Government

Section 1: Autonomy

This Church is a free, autonomous, independent body, congregational in nature with the authority to determine for itself in the manner set forth in these Bylaws, free of any outside control, authority or power, whether governmental or otherwise, the use of its property and all church policies.

Section 2: Congregational Government

The government of this Church shall be congregational. Realizing the Bible establishes special leaders in Acts 14:23, 20:28, Titus 1:5, 1 Peter 5:1-2, and other scriptures in the Bible, on a day-to-day basis the Pastors working along with key leaders in the congregation will lead and guide the ministry and direction of Stough Memorial Baptist Church. Seeking to be a biblical church we also understand that with leadership comes accountability. Therefore, the membership shall have the final authority for the operation and management of this corporation. Members alone have the authority to adopt and amend Bylaws, approve budgets, receive members and govern and conduct the affairs of this Church.

Section 3: Oversight and Election of Corporate Officers

Annually, the congregation with recommendation of the Pastors will elect corporate officers to serve on the Stewardship Oversight Committee of the Church. These officers must meet the minimum qualifications of a Deacon and have shown the gifts and talents needed to fulfill this position.

The minimum number of Corporate Officers should be three with a maximum of five serving at any one time. The Corporate Officers will serve for a three year term, rotating so that no more than two Corporate Officers are needed for election at any one time.

These individuals shall act as the administrative officers of the Corporation of Stough Memorial Baptist Church. As administrative officers of the Corporation, they shall have the same duties and responsibilities as the same officials in a corporation formed for profit. They may also have other duties as directed or delegated by the Pastors, with approval from the congregation, or by these Bylaws.

These administrative officers shall manage Stough Memorial Baptist Church property, both real and personal, as fiduciaries. They shall represent Stough Memorial Baptist Church in all of its legal matters. They will work in cooperation with the Pastors, and report periodically to the Congregation.

The Senior Pastor shall be an ex-officio member of the Stewardship Oversight Committee.

The Pastor of Administration may serve as a consultant to the Corporate Officers, at the request of the Senior Pastor and/or Corporate Officers, to provide information on the day-to-day operation of the Corporation. The Pastor of Administration will not be included in the responsibility or function as the other Corporate Officers in regards to duties and responsibilities regarding legal matters and property.

The Senior Pastor and the existing Corporate Officers shall have the right to nominate a Corporate Officer for future service. All nominations must then be submitted to the Nominating Committee four weeks prior to the meeting at which the election shall take place.

The congregation shall be presented the opportunity to nominate other potential officers at large through a regularly scheduled conference. Each nominee shall be given to the Nominating Committee for review and recommendation.

The Senior Pastor and the remaining members of the Stewardship Oversight Committee shall meet with each nominee to determine that the nominee meets the minimum deacon qualification requirements and is willing to accept the position, should they be elected. They will then report back to the Nominating Committee. If any individuals are not qualified they will be taken off the Corporate Officer nominating list. If Stough Memorial Baptist Church is without a Senior Pastor the existing Corporate Officers shall meet with the nominees and determine qualification.

If, for any reason, an elected officer cannot fulfill the duties of the office for the entire year, or if they should become unqualified to serve as a Corporate Officer as defined through minimum qualifications, the Pastor and existing Corporate Officers shall once again submit nominations to the Nominating Committee and follow the election of the Corporate Officers as listed above.

The Pastor and existing Corporate Officers may choose to recommend that a replacement for an elected officer vacancy not occur until the regularly scheduled election, provided there maintains a minimum of three Corporate Officers serving at all times. This decision should be shared with the congregation with the approval of the Nominating Committee.

Stewardship Oversight Committee Duties:

While Scripture indicates that the Pastors bear the ultimate responsibility for the watch care of the Church, it does allow for the delegation of responsibilities. Therefore, the Church has designated the Corporate Officers, together with the Senior Pastor, as an ex-officio member, to serve as the Stewardship Oversight Committee with the responsibility of overseeing the legal, financial, business and executive matters of the Church.

This Committee will also oversee and provide for the care and maintenance of all properties owned by Stough Memorial Baptist Church by working in cooperation with the Standing Committees. The Stewardship Oversight Committee is accountable to the congregation in regards to all legal, financial, business, and executive matters of the church. They will provide at least quarterly updates to the congregation at regularly scheduled conferences.

The Stewardship Oversight Committee shall create whatever internal organization it deems appropriate, under the guidance of the Pastors, to carry out its responsibilities and to fulfill any requirements necessary for them to act as legal representatives of Stough Memorial Baptist Church.

The Senior Pastor, as an ex-officio member of the Stewardship Oversight Committee shall provide spiritual leadership, and coordination with other Pastoral Staff.

The Deacon Fellowship may be called upon by the Stewardship Oversight Committee to assist in meeting ministry and administrative needs of the Church as they arise.

Specific List of Responsibilities:

1. To assist the Pastoral Staff and the Senior Pastor in the administration oversight of the Church. To determine and ensure that all of the administration committees of the Church are performing their designated responsibilities.
2. Provide oversight and development for all legal, financial, and executive related committees. Review and update the fiscal policies and procedures and responsibilities of these committees.
3. Perform and maintain a fiduciary responsibility to the Church in all legal, financial and executive matters.
4. Review and make recommendations for Bylaws and Articles of Incorporation revisions.
5. Execute all legal documents relative to contracts, Church property, and other business matters as conditioned by these Bylaws.
6. Participate in the strategic planning of the Church.

Article V **Church Leadership**

Section 1: Pastoral Leadership

“Paul and Barnabus appointed elders for them in each church and, with prayer and fasting, committed them to the Lord, in whom they had put their trust.”

(Acts 14:23)

“Keep watch over yourselves and all the flock of which the Holy Spirit has made you overseers. Be shepherds of the church of God, which He bought with His own blood.”

(Acts 20:28)

“The reason I left you in Crete was that you might straighten out what was left unfinished and appoint elders in every town, as I directed you.”

(Titus 1:5)

The New Testament clearly teaches that the Church is to be led by a plurality of godly men. Their assignment falls into four categories: First, these men are given both the responsibility and authority to skillfully and lovingly **lead** the flock. Next, they are to **feed** the flock, offering accurate and insightful teaching of the Scripture. Third, they are to **care** for the flock. This care is shown in the love, concern, prayers, ministry, and adept management of the Church resources. Finally, they are to **protect** the flock from harmful influences and beliefs.

These leaders are known by three titles, each of which reveals a separate aspect of their function. All three titles are used in 1 Peter 5:1-2:

“To the elders among you, I appeal as a fellow elder, a witness of Christ’s sufferings and one who also will share in the glory to be revealed: Be shepherd of God’s flock that is under your care, serving as overseers – not because you must but because you are willing, as God wants you to be; not greedy for money, but eager to serve;”

They are first called “**elders**”. An elder (Greek “presbuteros”) is a godly leader whose wisdom and maturity are respected by God’s people. Next, they are men who give oversight. That is, they are “**overseers**” (Greek “episkapos”). An overseer is a person who is a good manager of resources and

guardian of people. Finally, these leaders are called “**shepherds**,” which is also translated as “ministers” (Greek “poimen”). This word refers to the role of caring for and leading the flock.

It is important to note that within the New Testament model of the church organization, authority for leadership is not granted to just one individual pastor, nor is it given as democratic rule by the congregation. Instead, the Scripture states that authority for leadership is conducted by a plurality of leaders who are appointed by the Church and accountable to God. The Scripture further teaches that when the Church supports elders, both the Church body and individual Christians will flourish. (Heb. 13:17; 1 Thes. 5:12-13; 1 Peter 5:1-5; Acts 20:28).

General Scope

Stough Memorial Baptist Church seeks to be a New Testament Church committed to the teachings of the Bible. No other authority or tradition is to guide the means, faith, or structure of the Lord Jesus Christ’s Church. The pastoral and administrative structure for a New Testament Church is to utilize a “plurality” form of leadership. Stough Memorial Baptist Church will follow this scriptural example.

To achieve this New Testament model, Stough Memorial Baptist Church requires qualified men to serve as elders, also called Pastors. These men must meet specific moral and spiritual qualifications before they can serve. Selection will be based on biblical directives such as character (1 Tim. 3:1-10), giftedness (1 Cor. 12:12-31), function (Romans 12:3-8) and results (Eph. 4:11-16). They must be public ally installed into office (1 Tim. 5:22; Acts 14:23). They must be motivated and empowered by the Holy Spirit to do their works of ministry (Acts 20:28). After review, examination, and appointment, as described in this Section, men affirmed by Stough Memorial Batiste Church to serve as elders shall constitute the Pastoral Staff. To effectively perform their duties, the Pastors need the prayers, support (1 Tim. 5:17-18) and assent of members of Stough Memorial Baptist Church (Heb. 13:17). Stough Memorial Baptist Church is called upon to honor their Pastors and to protect them against false accusations (1 Tim. 5:9). Finally, if a Pastor falls into sin, and continues to sin, he must be publicly rebuked (1 Tim. 5:20).

Qualifications and Discipline

“An overseer then must be above reproach, the husband of one wife, temperate, prudent, respectable, hospitable, able to teach, not addicted to wine or pugnacious, but gentle, uncontentious, and free from the love of money. He must be one who manages his own household well, keeping children under control with all dignity... and not a new convert, he must have a good reputation with those outside the Church, so he may not fall into reproach and the snare of the devil.” 1 Tim. 3:2-7

“If a man be above reproach, the husband of one wife, having children who believe, not accused of dissipation or rebellion...above reproach as God’s steward, not self-willed, not quick-tempered, not addicted to wine, not pugnacious, not fond of sordid gain, but hospitable, loving what is good, sensible, just, devout, self-controlled, holding fast the faithful word...hat he may be able both to exhort in sound doctrine and refute those who contradict.” Titus 1:6-9

Above Reproach

Pastors must be blameless, presenting no pattern of Scriptural disobedience or grounds for accusation.

Husband of One Wife

Pastors, if married, must be devoted spouses.

Temperate	Pastors must be self-controlled, enslaving to nothing, free from excesses.
Prudent	Pastors must be sober, sensible, wise, balanced in judgment, not given to quick, superficial decisions based on immature thinking.
Respectable	Pastors must demonstrate a well-ordered life and good behavior.
Hospitable	Pastors must be unselfish with their personal resources. They must be willing to share blessings with others.
Able to Teach	Pastors must be able to communicate the truth of God and exhort sound doctrine in a non-argumentative way. (II Tim. 4:2 & 2:24)
Not Addicted to Wine	Pastors must be free from addictions, and must be willing to limit their liberty for the sake of others.
Not Pugnacious	Pastors must be gentle and characterized by forbearance and tenderness – not having a quick temper.
Uncontentious	Pastors must not be given to quarrelling or selfish argumentation.
Free from the Love of Money	Pastors must not be stingy, greedy or out for sordid gain. They should not be preoccupied with amusing material things, but rather should be a model of giving.
Manage Own Household	Pastors must have a well-ordered household, a healthy family life, and well-behaved children. (Pertains to those children still under the authority of the parents).
Not New Convert	Pastors must not be new believers. They must have been Christians for long enough to demonstrate the reality of their conversion and the depth of their spirituality.
Good Reputation with Outsiders	Pastors must be well respected by unbelievers, and must be free from hypocrisy.
Not Self-Willed	Pastors must not be stubborn, insensitive or prone to force opinions on others. They must be more interested in service than self-pleasure.
Not Quick Tempered	Pastors must be able to exercise self-control and patience in difficult situations.
Loves What is Good	Pastors must desire the will of God in every decision.
Just	Pastors must be fair and impartial. Their judgments must be based on Scriptural principles.

Devout	Pastors must be reverent, continually desiring to be separated from sin. They must be devoted to prayer, the study of Scripture and the guarding of their own spiritual walk. (Acts 20:28)
Holding Fast the Faithful Word	Pastors must be stable in the faith, obedient to the Word of God, continually seeking to be controlled by the Holy Spirit.

It is the Pastors' responsibility to make recommendations to Personnel regarding the discipline and/or removal of any staff member who no longer fulfills the qualifications of a Pastor, who fails to fulfill his responsibilities, or who violates the intent of these Bylaws. Discipline or removal shall be by a three-fourths (3/4) vote of the congregation after the discrepancies are made known.

The Senior Pastor will represent the interests of the pastoral and support staff of the Church.

Duties

It is the pastors' duty to exercise personal holiness. Pastors shall oversee, lead, shepherd, and care for the spiritual condition of the Church, as set forth in Scripture (I Timothy 5:17, Titus 1:9; I Peter 5:1-2).

Specific List of Responsibilities:

1. Shepherd the Flock. Serving in all humility, pastors are to guide, direct, guard and protect the members of the body, seeking to meet their needs and assist in any way possible, warning against harmful influences and guarding against false teachers. (Acts 20:35)
2. Lead Through Example. Pastors are to provide a Scriptural role model and are to set a pattern before the flock of a rightly ordered life – with a single purpose, to glorify God. (I Timothy 3:4-5; 5:17).
3. Teach and Exhort. Pastors are to see that the flock is fed through insightful and accurate Biblical instruction and admonition. Teaching will be centered on equipping the members of the body to perform works of ministry. (I Timothy 3:2; Titus 1:9-16; John 21:17)
4. Refute Those Who Contradict Truth. Pastors are to confront those who are teaching what they should not teach or who are coming in a pattern of behavior contradictory to Biblical truth. Thus, pastors are to keep closing potential entrances for Satan, so that the truth of Christ will remain credible to both the congregation and the community. (Acts 2:17, 28-31; 1 Thess. 5:12)
5. Manage the Church of God. Pastors are to oversee the life of the Church, with the assistance of other godly leaders. They must be people who can “rule well.” Deacons who are qualified men and women are to be selected to assist and support the pastors in the ministry of the Church. (I Timothy 5:17)
6. Pray for the Sick. Pastors are to pray for the spiritual and physical well being of members of the congregation. (James 5:14-15)

Pastors, like Church members, have no individual authority but must act as a Leadership Team to represent the best interest of the Church. The pastors may also establish various advisory committees to assist them in both administrative and ministry matters.

The congregation has the authority to hire, select and dismiss the Senior Pastor. All other support staff positions shall be hired, selected dismissed, and have their salaries set by recommendation from the Senior Pastor to the Personnel Committee.

Section 2: Senior Pastor

Duties of the Senior Pastor

The Senior Pastor is primarily to be a teacher of the Word of God – the Bible. He is to teach and exhort by precept and example. His goal is to help mature believers through insightful and accurate presentation and proclamation of the Word, equipping them to effectively perform works of ministries within the Body of Christ. Thus, the Senior Pastor's time is to be given to his primary function as a teaching and equipping pastor. Though the Senior Pastor can and will share in other functions of the Pastors (i.e. administration, counseling, visitation, etc.) his primary use of both time and energy is to be devoted to the Word of God. Therefore, we see the need for plurality of pastors with complementary gifts that together undertake all the various areas and aspects of the ministry.

The Senior Pastor is also responsible to lead the Church to function as a New Testament Church and ultimately achieve its mission, statement of purpose and ministry objectives and goals. This individual is to give oversight direction and leadership to the ministries of Stough Memorial Baptist Church. As such, he will work closely with other staff, key leaders and ministry teams. The Senior Pastor shall be an ex-officio member of all committees and ministry teams, and his leadership shall be recognized in all of them. The Personnel Committee will prepare a Position Description for the Senior Pastor, which outlines more specific responsibilities and duties.

General Responsibilities

The Senior Pastor is the spiritual leader of the Church and, as such, shall minister to the spiritual needs of the Church members. In fulfilling this role, he shall:

1. Lead the Church in an effective program of worship, witnessing and evangelism, and Bible study.
2. Proclaim the Gospel to both believers and non-believers.
3. Exhibit concern and compassion for members and non-members of the Church.
4. Supervise the ministerial staff, leading them spiritually and see that their duties are performed satisfactorily.

Specific Responsibilities

Specific responsibilities of the Senior Pastor shall include, but not be limited to, the following:

1. To deliver sermons, which focus on the teachings of Jesus Christ and toward an understanding of the Old Testament and New Testament.
2. To counsel with members who have special needs.
3. To lead the deacons to increase their effectiveness in service.
4. To keep the Church informed of associations, state, and national denominational affairs and Baptist World Alliance matters of mutual interest between these organizations and the Church.
5. Be in charge of the welfare and oversight of the Church.
6. Be ex-officio member of all organizations.
7. Have special charge of the pulpit ministry of the Church.
 - a. Provide for pulpit supply when he is absent
 - b. Arrange for revival meetings and other special services.

Election of Senior Pastor

The Senior Pastor shall be chosen and called by the Church whenever a vacancy occurs. His election shall take place at a Church meeting called specifically for that purpose of which at least two week's notice has been given to the membership.

Pastor Search Committee

When a vacancy in the Senior Pastor position exists, a Pastor Search Committee shall be established with Church membership approval. The Search Committee will be responsible for screening all resumes, interviewing applicants, and confirming the qualifications and experience of top candidates. The congregation will be kept advised during the search process. The recommendation of the Pastor Search committee will constitute a nomination.

The Pastor Search Committee will be comprised of the Chairman of Deacon Fellowship, Chairperson of Finance, chairperson of the Personnel Committee, and five (5) members elected at large by the Church body. The five members of the team elected by the Church body are to be elected in a called church conference with at least one week's notice. At the Church's discretion, two (2) alternates may be elected.

The Pastor Search Committee shall bring the consideration of the Church only one candidate at a time. Once the Pastor Search Committee has selected a candidate, the anticipated compensation package will be presented to the Finance Committee, and upon their agreement that the compensation package can be supported, the candidate will be encouraged by the Pastor Search Committee to preach at least one trial sermon to the Church. An affirmative vote, by written ballot, of three-fourths (3/4) of those present in a duly called membership meeting is necessary for an affirmed choice of the Senior Pastor. The vote shall include the details of the compensation package to be offered to the candidate, to include base salary. The Senior Pastor, thus elected, shall serve until the relationship is terminated by his or the Church's request pursuant to the following section. Should the one recommended by the Pastor Search Committee fail to receive three-fourths (3/4) vote, the Committee will be instructed to seek out another candidate and the meeting shall be adjourned without debate.

Tenure of Office of Senior Pastor

The tenure of the office of Senior Pastor may be terminated at any time by the Senior Pastor or the Church. If the Senior Pastor relinquishes the office, he may do so by giving at least two (2) weeks notice at the time of resignation.

The Church may declare the office of Senior Pastor to be vacant if circumstances dictate. Such action shall take place at a meeting called for that purpose, with at least a two (2) weeks written notice given to all members. The meeting may be called only upon the recommendation of the Stewardship Oversight Committee and the deacon Fellowship or by written petition signed by not less than one-third (1/3) of the resident Church membership. The moderator of this meeting shall be the Church elected Moderator. The vote to declare the office of Senior Pastor vacant shall be by written ballot with three-fourths (3/4) affirmative vote of those present.

Section 3: Other Pastoral Staff

Pastors (excluding the Senior Pastor) are called to serve by the recommendation from the Senior Pastor and Personnel Committee and are empowered by the congregation for running the day-to-day ministry operations of the Church. Pastors can act individually to enter into transactions regarding their specific area of ministry, conditioned upon budgetary constraints, but they are subject to the oversight of the Senior Pastor and congregation and authorization levels given to them by the Senior Pastor and the Personnel Committee. If a Pastor exceeds his or her authorization level in a church transaction, the Pastor may be held personally responsible for any obligations incurred as a result. The Senior Pastor is responsible, and will be held accountable to the congregation for the oversight of all Pastors of the Church.

All pastoral staff members will be required to meet elder qualifications regardless of their specific area of ministry. Each pastoral staff position shall be called and employed by the church upon the recommendation of the Senior Pastor and Personnel Committee.

Tenure of Office of Other Pastoral Staff

Other Pastoral Staff members shall serve at the pleasure of the Church, with privilege of resigning at any time with adequate notice. They may be dismissed upon agreement of the Pastor and the Personnel Committee. Notice shall be given to the Church of such actions by the Personnel Committee.

Section 4: Support Staff

The oversight of support staff members will be performed by the Church Administrator in consultation with the Senior Pastor. Guidelines for the hiring and termination of support staff positions are documented in the Personnel Section of the Policies and Procedures Manual.

Section 5: Deacon Fellowship

General Scope

Deacons are the servant-ministers of the Church. No specific, on-going deacon roles are mentioned in Scripture, probably because service needs change, and so the role of the deacons must remain flexible. Therefore, this is why qualifications for deacons are stressed in Scripture rather than specific tasks. Deacons are to give their primary attention toward caring for the congregation's physical welfare. Deacons have the honor of modeling, for the local Church and the lost world, God's compassion, kindness, mercy and love. As the Church compassionately cares for people's needs, the world sees a visible display of Christ's love, which will draw some people to the Savior. Deacons are able to be an example of commitment, unity, and harmony in their service.

Examples of specific service would be: the collectors of funds, the distributors of relief, and the agents of mercy. They help the poor, the jobs, the sick, the widowed, the elderly, the homeless, the shut-in, and the disabled. They comfort, protect, and encourage people, and help to meet their needs. Although they do in many ways meet spiritual needs of those whom they serve, their primary service is related to physical needs.

Number, Election, Terms of Office

There shall be at least three deacons for the first one hundred members of the Church. There shall be at least three additional deacons for each one hundred members up to five hundred, then as many additional deacons as the Church may require can be added. Deacons will serve three-year terms with one-third (1/3) of the Deacons rotating off the Deacon Fellowship each year. No Deacon will be eligible for re-election for at least one year. If an unexpected vacancy occurs prior to one hundred and eighty (180) days before January election, refer to election process.

Rotation

The term of office of Deacons shall expire on December 31 of their third (3rd) year of service. After serving as a Deacon, no person shall be eligible to serve another term until the lapse of at least one (1) year.

Qualifications

Any man or woman who is a member of the Church over twenty-five (25) years of age and meets the qualifications of Scripture shall be eligible for the office of Deacon, provided he or she is willing and able to serve. They shall also have been an active member of the Church for a period of at least one (1) year at the time of their election. Any man or woman joining Stough Memorial Baptist Church by profession of faith shall have been an active member of this Church for a period of at least two (2) years before he or she is eligible for election. They shall also meet the qualifications of Acts 6:3 and I Timothy 3:8-13.

Duties

Deacons shall at all times consider themselves servants of the Church, understanding that they do not have authority over the Church except when that authority has been delegated to them by the Pastors and congregation. Their duties are church-wide, covering areas of need, ministry, soul-winning, etc. Deacons, both individually and as a Fellowship, must be supportive of the Senior Pastor, staff and ministry philosophy of Stough Memorial Baptist Church. All new and returning Deacons must complete a Deacon Nomination Questionnaire.

Specific List of Responsibilities:

1. As the Holy Spirit directs, the Deacon Fellowship, working in cooperation with the Standing Committees and Pastors, may consider and make recommendations to the Church in any matter pertaining to the work and progress of the Standing Committees for the purpose of being a positive encouragement to these committees.
2. The Deacon Fellowship will be the primary pool of spiritually qualified individuals who the Pastors and Stewardship Oversight Committee will call upon to assist them in meeting ministry and administrative needs of the Church as they arise, including but not limited to:
 - a. Oversight of the Care Giving ministry of the Church as described in the Organizational Manual.
 - b. Observance of the Lord's Supper.
 - c. Ushering and Greeting during regularly scheduled services.
3. The Deacon Fellowship will arrange to meet regularly with the Pastors to participate in strategic planning of the Church, at which time they may consider and make recommendations to the Pastors in matters pertaining to but not limited to:
 - a. Ministry functions of the Church

- b. Stewardship programs of the Church
- c. Evangelistic emphases of the Church
- d. Fellowship opportunities for the Church

In this capacity, they will be considered by the Pastors as an advisory team for the purpose of being a positive encouragement to the Pastors as the Pastors seek to implement the vision of the Church as directed by the Holy Spirit.

- 4. The Pastors or Chairman of Deacons may call a special meeting whenever a need for such arises.
- 5. The Deacon Fellowship shall elect annually, among them, a Chairman, Vice Chairman, and Secretary and likewise organize themselves to best enable their ministry.

Section 6: Stewardship Oversight Committee

General Overview.

While Scripture indicates that Pastors bear the ultimate responsibility for the watch of the Church, it does allow for the delegation of responsibilities. Therefore, the staff and congregation of Stough Memorial Baptist Church have specifically delegated to the Stewardship Oversight Committee the responsibility of overseeing the legal, financial, business and executive matters of the Church. Members of the Stewardship Oversight Committee also serve as the Corporate Officers of the Church as so noted in Article 4, Section 3 of these Bylaws. The Stewardship Oversight Committee is accountable to the Pastors.

The Stewardship Oversight Committee shall create whatever internal organization it deems appropriate to carry out its responsibilities and to fulfill any requirements necessary for them to act as legal representatives of Stough Memorial Baptist Church. For the purpose of coordination and communication, the Stewardship Oversight Committee shall include pastor representation.

Specific List of Responsibilities:

- 1. To assist the Pastors in the administrative oversight of the Church. To determine and ensure that all of the administrative committees of the Church are performing their designated responsibilities.
- 2. Provide oversight and development for all legal, financial, and executive related committees. Review and update the fiscal policies and procedures and responsibilities of these committees.
- 3. Perform and maintain a fiduciary responsibility to the Church in all legal, financial and executive matters.
- 4. Review and make recommendations for Bylaws and Articles of Incorporation revisions.
- 5. Execute all legal documents relative to contracts, Church property and other business matters as conditioned by these Bylaws.
- 6. Participate in the strategic planning of the Church.

Corporate Officer Positions and Responsibilities:

Chairperson – The Chairperson sets goals and objectives for the Stewardship Oversight Committee that assist and compliment the Pastor’s vision and purpose statement and ministry goals. The Chairperson recommends needed administrative committees to the Pastors, recommends to the

Nominating Committee chairpersons to these committees, and is responsible for assigning work and overseeing its completion on a timely basis.

The Chairperson presides over Stewardship Oversight Committee meetings and is responsible for preparing meeting agendas and leading such meetings.

Vice-Chairperson – The Vice-Chairperson will serve in the absence of the Chairperson and perform other duties delegated by the Chairperson.

Treasurer – The Treasurer presents monthly financial reports at Committee meetings and keeps the Committee informed regarding the general operating budget. The Treasurer, together with the Finance Committee and the Pastor of Administration, assists in managing the Church's investment portfolio and reviews all financial transactions for appropriateness. This person is responsible for working closely with the Finance Committee Chairperson and the Pastor of Administration to ensure a high level of fiscal integrity over the financial affairs of the Church. This individual is also responsible for providing a monthly financial reporting to the Pastors.

Secretary – The Secretary takes minutes of Stewardship Oversight Committee meetings and mails them to Committee members on a timely basis. A staff person could be selected to perform this task. This would allow the Secretary to more fully participate in Committee proceedings. These minutes will be reviewed for accuracy and completeness before they are filed in the Church office as permanent records. The Secretary will be responsible for maintaining these minutes in an orderly manner and retrieving such information when needed. The Secretary must be familiar with *Robert's Rules of Order* since he/she acts as the Committee's parliamentarian.

The Secretary may prepare correspondence on behalf of the Stewardship Oversight Committee, execute corporate papers, serve as the Committee's notary and perform other assigned duties.

All legal instruments that must be signed for the Corporation shall be signed by the Chairperson or Vice-Chairperson, sealed with the corporate seal, and attested to by the Secretary or Assistant Secretary.

An Executive Committee can be created to function on behalf of the Stewardship Oversight Committee in emergencies and/or interim situations.

Section 7: Standing Committees

General Scope

Committees can and may be established by the Pastors, with the approval by the congregation at a regularly scheduled church conference or with a special called conference providing a two week's notice is given. The purpose for establishing committees is to assist the staff in doing the administrative works of ministry in a "decent and orderly" manner. Committees will possess certain authority and responsibility levels of the corporate Church as delegated by the Pastors. Each approved committee will function under a Ministry Position Description. This description will outline their purpose and what duties and responsibilities have been delegated to them. Committees' functions will be primarily administrative in nature versus Ministry Teams whose primary functions are ministry in nature. Individuals serving on these committees will be selected by a cooperative effort of the Pastors and Nominating Committee with final approval by the congregation. Spiritual giftedness will be the

primary qualification for service. The leadership of Stough Memorial Baptist Church believes that committees should be held to a minimum. The Church shall have at all times the following Standing Committees:

1. Nominating Committee

- a. Shall consist of at least five persons plus Sunday School Director, Discipleship Director, Men's Ministry Director, and Women's Ministry Director.
- b. Shall, at least two months prior to the year end of the Church, nominate qualified person to the Church who would serve for the succeeding year on the Standing Committees
- c. Shall have the responsibility of nominating to the Church persons to serve in the various capacities and position of the Church and its organization, and on standing and special committees, vacated from time to time by:
 - i. Removal
 - ii. Death
 - iii. Expiration of term of office
 - iv. Failure to function
- d. The report of the committee shall be presented to the Church and any member of the Church shall have the privilege of a nomination from the floor.
- e. The report from the committee of persons nominated by the committee to serve in various capacities and positions of the Church for the coming church year shall be presented to the Church during a business session at least one week prior to voting by the Church.

2. Finance Committee

- a. Shall consist of seven members
- b. Shall meet as necessary to consider the financial conditions of the Church
- c. Shall make written itemized statements monthly to the Church business meetings.
- d. Shall prepare annually together with the Pastor of Administration a proposed budget to be submitted to the Church in regular business sessions by November for the beginning of the fiscal year.
- e. In preparing the budget the committee shall confer with the head of each organization of the Church to budget their needs to operate the organizations with reason.

3. Buildings & Grounds

- a. Shall consist of at least five members
- b. Duty to give attention to and study the condition and state of repair and appearance of the building and grounds of the Church
- c. Normal repairs and improvements shall be authorized in the annual budget, and completed at the discretion of the Committee, subject to available funding.
- d. All matters of major repair or improvement and items of equipment shall be referred to the Finance Committee for recommendation to the Church
- e. Shall be responsible for the work of grounds and buildings and then report any problems to the Church Administrator
- f. Any unresolved problems shall be reported to the Stewardship Oversight Committee

4. Personnel Committee

- a. Shall have at least five and no more than seven members
- b. A folder with the job descriptions of the staff members will be kept on file in the Church Office

- c. Responsible for conducting regular written reviews for all pastoral positions
- d. Responsible for recommending to the congregation the hiring and dismissal of all pastoral positions other than the Senior Pastor

5. Church Use Committee

- a. Reviews the Church Use Policy annually and recommends any updates needed to the congregation for approval
- b. Oversees various ministries use of the Church facilities
- c. Prayerfully coordinates unexpected requests for use of Church facilities
- d. Sets fees for use of property for weddings as applies to members and non-members
- e. Educates office staff and all involved with the Church concerning any policy changes

Additional supporting committees can be established by the Church, with leadership from the Pastors and congregational approval, to assist the various Standing Committees and carry on the various phases of the programs of the Church effectively and efficiently. The Organizational Manual of the Church discloses all Standing and Supporting Committees and their appropriate Ministry Position Descriptions.

Special Committees

Special Committees may be elected for specific objectives as desired by the Church. The Church, upon recommendation of the Nominating Committee, shall elect these committees, unless the Church directs their appointment in a different manner. When such committees have completed the objective then such committees shall be terminated.

Election

Election of committee members may be conducted in more than one (1) session. Regular elections shall be completed prior to January 1st. Special elections may be held as needed. Persons elected at regular elections shall begin their service on January 1st immediately following their election, unless otherwise stated. Persons elected at special elections shall begin their ministry as soon as they are elected unless some other time is stated at the time of their election.

Rotation

Election of active committee members shall be based on the principle of a three (3) year rotation system, with a three (3) year term and a one (1) year minimum gap in service. Ideally, one-third (1/3) of the members each year would be elected to three (3) year terms. At least two members on the same standing committee must rotate off the committee at the end of each year.

Unexpired terms

When a position is vacated prior to completion of the elected term, a person is to be elected to complete the unexpired portion of the term. He or she may be eligible for a new three (3) year term upon the completion of serving the unexpired term.

Enlarged Membership

When the size of the active committees is increased, one-third (1/3) of the additional members are to be elected for a one (1) year term, one-third (1/3) for a two (2) year term, and one-third (1/3) for a three (3) year term. Fractional terms will exist when members are added at times other than for January 1 assumption of service.

Eligibility to Serve Consecutive Terms:

1. Persons completing a full three (3) year regular term will not be nominated or re-elected to the same position until a one (1) year waiting period has passed. The one (1) year waiting period does not affect service in other positions.
2. Persons completing a partial term, but having less than three (3) years consecutive service on the same committee, may be re-elected to a term of three (3) years or less, without a one (1) year waiting period.
3. Members of the same immediate family may not serve on the same committee.
4. No one person shall serve on more than one Standing Committee.

Section 8: Ministry Teams

Ministry Teams exist to perform specific roles of ministry. Teams perform ministry best when they are performed in plurality. Teams are the basic organizations of Stough Memorial Baptist Church to accomplish its ministry goals within the guidelines of our Purpose Statement. These teams devise and carry out the numerous ministries of Stough Memorial Baptist Church. Unlike committees, their primary role is not to exercise administrative responsibilities or set policy. Ministry Teams will possess no authority or responsibility level of the corporate Church and are not subject to any service rotation system. Rather, they are the “hands and feet” of the body of Christ. A team is a small group of people with complementary skills committed to a common purpose or goal and for which they are willing to be mutually accountable. Teams are an effective way to help people identify their spiritual gifts and to empower them with a passion for ministry. Teams may exist for a very short term to perform a specific ministry or may be ongoing in nature. On-going Ministry Team members will be enlisted for one year of service and re-enlisted as needed every year. Ministry Teams may vary in size depending upon their specific purpose and upon those available to serve in that capacity. The appropriate staff representative shall recruit them with the assistance of the Nominating Committee as needed. Each Ministry Team will function under a Ministry Position Description, which will outline their primary ministry purpose and briefly describe anticipated duties and responsibilities. Unlike committee Ministry Position Descriptions their duties are not required. However, leadership still feels that such descriptions are needed so as to assure that the ministry function is in fact fulfilling Stough Memorial Baptist Church’s purpose statement and ministry objectives and goals. The Pastors shall give overall supervision to all teams and oversee the selection of the team leaders.

The Organizational Manual of the Church discloses all Ministry Teams and their respective Ministry Position Descriptions.

Article VI **Indemnification of Pastors, Officers,** **Employees and Other Agents**

Section 1: Definitions

For the Purpose of this Article,

Agent

“Agent” means any person who is or was a pastor, elder, director, officer, trustee, employee or other agent of the Church, or is or was serving at the request of the Church as a pastor, elder, director, officer, trustee, employee or other agent of another foreign or domestic corporation, partnership, joint venture, trust of other enterprise, or was an elder, director, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of the Church or of another enterprise at the request of such predecessor corporation.

Proceeding

“Proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

Expenses

“Expenses” include, without limitation, all attorneys’ fees and any other expenses incurred in the defense of any claim or proceeding against an agent by reason of his position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right of indemnification under this Article.

Section 2: Successful Defense by Agent

To the extent that an agent of the Church has been successful on the merits on the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent wither settles any such claim or sustains a judgment rendered against him, then the provisions of Section 3 through 5 of this Article shall determine whether the agent is entitled to indemnification.

Section 3: Actions Brought by Persons Other than the Church

Subject to the required findings to be made pursuant to Section 5 below, the Church shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than action brought by, or in the right of, the Church, or procure judgment in it’s favor, an action brought under State or Federal law, by reason of the fact that such person is or was an agent of the Church for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4: Action Brought by or on Behalf of the Church

Claims Settled Out of Court

If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Church, without court approval, the agent shall receive no indemnification for either amounts paid

pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

Threatened Pending or Completed Actions Against Agent

The Church shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or in the right of the Church, or brought under State or Federal law, to procure a judgment in it's favor, by reason of the fact that the person is or was an agent of the Church, for all expenses actually and reasonably incurred in connection with the defense or settlement of that action, provided that both the following are met:

1. The determination of good faith conduct required by Section 5 below, must be made in the manner provided for in that section; and
2. Where the agent has actually been adjudged liable to the Church in the performance of such person's duty to the Church, unless, and only to the extent that the court in which such proceeding is or was pending, shall, upon application, determine that, in view of all of the circumstances of the case, the agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5: Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Sections 3 and 4 of the Article is conditioned on the following:

Required Standard of Conduct

The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of the Church, and with such care, including reasonable inquiry as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or it's equivalent, shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of the Church or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

Manner of Determination of Good Faith Conduct

The determination that the agent did act in a manner complying with Section 5 above shall be made by:

1. The Pastors by a majority vote of a quorum consisting of pastors who are not parties to the proceeding; or
2. Approval of the Church membership, with the persons to the indemnified not being entitled to vote therein; or
3. The court in which the proceeding is or was pending. Such determination may be made on application brought by the Church or the agent or the attorney or other person rendering a defense to the agent whether or not the application by the agent, attorney or other person is opposed by the Church.

Section 6: Limitations

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5, in any circumstances when it appears:

1. That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, the Bylaws, a resolution of the Pastors, Stewardship Oversight Committee or Church membership, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
2. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7: Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the Church before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is ultimately determined that the agent is entitled to be indemnified as authorized in this Article.

Section 8: Insurance

The Stewardship Oversight Committee may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Church against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Church would have the power to purchase and maintain such insurance to indemnify any agent of the Church for violation of State or Federal laws.

Article VII **Building Arbitration**

Members of Stough Memorial Baptist Church believe that Scripture teaches in Matthew 18:15-20 and I Corinthians 6:1-9 that every effort must be made to live at peace and to resolve disputes or conflicts with each other in private or within the church. Therefore, the members of Stough Memorial Baptist Church agree that any claim or dispute arising from or related to being a member of Stough Memorial Baptist Church, which claim or dispute is not resolved between the parties through the use of principles set forth in Matthew 18, shall be settled by biblically based and legally binding arbitration in accordance with the *Rules of Procedure for Christian Conciliation* of the Institute for Christian Conciliation. Judgment upon an arbitration award may be entered in any court having jurisdiction. Members understand that these methods shall be the sole remedy for any controversy or claim arising out of their Church membership and expressly waive their right to file any suit or claim against one another for such claims or disputes, except to enforce an arbitration decision or the provisions of this Article.

Article VIII

Licensing and Ordaining

Section 1: Licensing and Ordaining Pastors

Any present member of this Church, former member now serving in ministry at another location, or a member of this Church who has been called by another Church of like faith and order to serve on its staff, who by its piety, zeal, and aptness to reach and teach gives evidence that he is called of God to the work of the ministry may, by a vote of a majority of the members present at any regular Church meeting, and after examination by the Pastors as to his Christian experience, be licensed by the Church to the Christian ministry.

Likewise, if this member requests to be ordained to the Gospel ministry, this Church, by a vote of a majority of the members present at a regular Church meeting, shall approve such a request and authorize the Senior Pastor to assemble an ordination council of ordained pastors of the Gospel of like faith and order who shall examine the candidate as to his Christian experience and, if approving of the candidate, perform the ceremony of ordaining this member to the Gospel ministry in the name of, and in the presence of the Church.

Section 2: Ordaining Deacons

If the Church, at a regular Church meeting, shall elect a member or members to the scriptural office of deacon, it shall authorize and direct the Senior Pastor to assemble an ordination council which may be composed of ordained pastors of the gospel of like faith and order, pastors and deacons of this Church, and of visiting pastors and deacons of like faith and order who shall perform the ceremony of ordaining him or them to the office of deacon, in the name of, and in the presence of, this Church.

Article VIX

Affiliation

Stough Memorial Baptist Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. However, the Bible teaches that local churches should seek voluntary fellowship with other doctrinally sound churches. This association is to provide help and encouragement while working together as the Lord directs. This is a voluntary association that in no way involves the surrender of the individual church's freedom or dependence upon God.

Stough Memorial Baptist Church has chosen to affiliate itself with the Southern Baptist Convention. We continue this association, believing that it is God's will to do so. Fundamental to this affiliation is the understanding that the Southern Baptist Convention is a fellowship of autonomous, biblically sound churches that choose to work together to further God's Kingdom. Voluntary contributions to local, state, national and foreign mission projects maintain its affiliation. Support may also be provided by sending messengers to the annual convention for voting on doctrinal, ethical, and procedural positions. Members of Stough Memorial Baptist Church may desire to become personally involved in Southern Baptist evangelism, education and mission work.

Through the years, Stough Memorial Baptist Church has also associated with other Christian ministries. All of our affiliations are to be with churches and organizations that are biblically sound in doctrine and practice.

Article X **Fiscal Year**

The fiscal year of the Church shall begin on January 1 and end December 31 of each year.

Article XI **Integrated Auxiliary Ministries**

Every ministry organization or society within this Church will be an integral part of the Church and not an entity in itself. They shall, therefore, have as their aims and objectives that of assisting the Church in discharging the obligations and responsibilities, which it has imposed upon itself, rather than having separate aims and objectives, which usually act as divisive forces. The pastors will preside over all such integrated auxiliary ministries, and may develop additional ministries as the need arises. The following is a partial list of such integrated auxiliary ministries, which is not inclusive because of the rapid growth of the Church:

- Stough Child Development Center

Article XII **Fiscal Responsibilities**

Section 1: Accounts, Books and Records

Stough Memorial Baptist Church shall maintain, at the minimum but not limited to, adequate and accurate books and records of accounts (financial records); written minutes of the proceedings of its membership, records of the membership of the Church, setting forth the members' names and addresses; and contribution records of contributors. All such records shall be kept at its principal place of business. The adequacy and accuracy of these records shall be overseen by the Stewardship Oversight Committee.

Section 2: Organizational and Policies and Procedures Manuals

As noted in the Preamble to the Bylaws, these Bylaws are to provide "general" guidance on organization, governance and operation, based upon biblical principles and practices. However, due to the size and complexity of Stough Memorial Baptist Church's organizational structure and ministry operations, it becomes not only necessary, but also prudent, to provide "additional" guidance regarding organizational and operational matters. This additional guidance shall be documented in the official Organizational and Policies and Procedures Manuals of Stough Memorial Baptist Church.

These manuals have been prepared as a guide to support all who serve in a leadership position at Stough Memorial Baptist Church. Their purpose is to aid in the effective and efficient functioning of

individuals and groups and to optimize the fulfilling of the purpose of Stough Memorial Baptist Church. They provide guidelines and summary information about the Church's organizational structure and ministry operations. They will also support and complement each of the Articles found in these Bylaws.

Policy statements will be recommended and prepared by the primary Standing Committees who are responsible for the various Church operations. Procedures will be prepared primarily by staff and supporting committees who are charged with carrying out such ministry operations in accordance with the policies. Policy statements must never become "canonized" and dictate; but rather they must guide and protect. The Stewardship Oversight Committee, who is the primary body who oversees the Church's operations, will review and approve all policies and guard against policy statements which perpetuate emphases on yesterday and tradition, thwart innovative proposals, and inhibit efforts to build culturally appropriate ministries. Policies and procedures will be designated to provide reasonable assurance that the established ministry objectives/goals/values of Stough Memorial Baptist Church will be achieved in an orderly and timely fashion.

If a conflict between doctrine, philosophy of ministry, Church policies, operating procedures, position descriptions, or any other related organizational or operational matters of the Church arise, the content in these manuals shall address an appropriate method for solution. If these manuals do not address the conflict, then it must be brought to the attention of the Stewardship Oversight Committee.

The Stewardship Oversight Committee will include in their monthly report to the Pastors all policies that have been approved and any others that are under their present review.

The Pastors may recommend to the Standing Committees any modifications, supplements, or revisions of the manuals' information from time to time as they feel necessary and appropriate as so led by the Lord.

These manuals shall be maintained by the staff person charged with administration and shall consist of the following sections:

Organizational Manual

- Section I Primary Governing Documents
- Section II Philosophy of Ministry
- Section III Organizational Charts of Leadership and Ministry Structure
- Section IV Leadership Position Descriptions
- Section V Ministry Descriptions

Policies and Procedures Manual

- Section I Leadership and Management
- Section II Personnel
- Section III Financial
- Section IV Facilities
- Section V General Administration
- Section VI Ministry

Section 3: Inspection of Records, Reports and Documentation

Every active/resident member shall have the absolute right, at any reasonable time, to inspect all records, reports and documentation of every kind (with the exception of contribution records and confidential counseling sessions) and the physical properties of Stough Memorial Baptist Church. The Stewardship Oversight Committee, if necessary to maintain good order, may restrict and limit the number of inspections or establish an orderly manner for such to be conducted. But in no event shall a reasonable inspection of the books and records be denied to an active/resident member.

A copy of the Organizational Manual and Policies and Procedures Manual shall be maintained in the Church Office for inspection by Church members.

Section 4: Internal Auditing/Safety Committee

The Pastors will establish two advisory committees (Risk Management and Internal Auditing Committee) for the primary purpose of providing: assurance that the Church is operating its activities in an effective, efficient and safe manner which demonstrates the wise stewardship of time and material resources; assurance that key risk areas of the Church are being managed by the use of adequate internal controls in its operational systems; assurance that the financial disclosures made by the staff and Finance Committee of the Church reasonably portray the ministry's financial condition, results of operations, cash flow needs, and long-term commitments; and assurance that the Church is in reasonable compliance with pertinent laws and regulations, is conducting its affairs ethically, and is maintaining effective controls against leadership and employee conflicts-of-interest.

Throughout the year, these committees will actively review the organizational structure and operational systems of the Church to accomplish the assurances mentioned above. They will work closely with the staff, Stewardship Oversight Committee and Standing Committees of the Church. They will report directly to the Pastors regarding their findings.

Article XIII

Amendments to the Bylaws

These Bylaws may be altered, amended or repealed by three-fourths (3/4) vote of the members present at any regularly scheduled membership meeting provided,

- Any proposed alterations, amendments, or repeals must be given to the Church Clerk in writing
- Changes must be presented to the Church at least thirty (30) days prior to the time the vote is taken.