

BY-LAWS

Preamble

Salem Baptist Church endeavors to be a Church of the Lord Jesus Christ as described, established and mandated by the New Testament.

ARTICLE I: PURPOSE

The purpose of these By-Laws is to help us accomplish the task of this church in a “decent and orderly” manner¹ 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 this church.

These By-Laws are to provide general guidance on organization, governance and operation, based upon biblical principles and practices². However, the ultimate authority for Salem Baptist Church’s organization, governance and operation is the Bible. When a conflict or ambiguity exists with regard to these By-Laws, deference is to be given to the biblical reference for resolution.

ARTICLE II: MEMBERSHIP

SECTION 1. Purpose

The congregation of Salem Baptist Church is a voluntary fellowship of Christian believers who have applied for membership and have been duly accepted. This spiritual body exists to encourage each other in their walk with Jesus Christ through loving accountability in order to glorify God.

SECTION 2. Candidates

Candidacy for membership in Salem Baptist Church shall be open to all persons who confess Jesus Christ as their Lord and Savior and who have been baptized by immersion.

SECTION 3. Membership Benefits and Responsibilities

All present members of the unincorporated entity known as Salem Baptist Church upon incorporation and signing the Member’s Covenant, and agreeing to be bound by the Articles, Constitution and By-Laws of the new church corporation, shall become members of this Church. Those under the age of 18 must also have their parent or guardian co-sign the Member’s Covenant with them. No member of this Church, or any officer, or any member of the Board of Directors shall by virtue of such membership, office or position, incur or be subject to personal liability to any extent for any indebtedness, obligations, acts or omissions of this Corporation. Benefits and responsibilities are reserved for those who have joined the fellowship by membership.

These include:

3.1 Voting

Active membership in Salem Baptist Church entitles the member to vote at all business meetings on those matters submitted to the church membership for discussion and approval. In such cases, voting privileges are restricted to active members (see Article II, Section 5.1), who are not under any disciplinary action (see Article II, Section 7), and who have passed their eighteenth (18th) birthday. Membership shall not be assignable to any personal representative or heir.

¹ 1 Corinthians 14:40 *But all things must be done properly and in an orderly manner.*

² 1 Thessalonians 5:21-22 *But examine everything carefully; hold fast to that which is good; abstain from every form of evil.*

Every active member of the church eligible to vote under this subsection is entitled to vote on every issue brought before the church for a vote. Prayerful consideration is encouraged and expected before voting. Absentee voting or voting by proxy will not be permitted. Those in the appropriate leadership positions will make the day-to-day decisions concerning ministry and administration of the church. The active members of the congregation will vote on the following with listed percentages for approval:

- (1) Annual church budget – majority vote.
- (2) Building programs – as further stipulated in these By-Laws.
- (3) Acquiring (by purchase or by gift) real property, and/or building projects and related indebtedness – 2/3 vote.
- (4) Disposal of gifts of real property – 2/3 vote.
- (5) Pastor and ministerial staff positions appointments and removal – 2/3 vote.
- (6) Election and removal of deacons – as stipulated in Article III, Section 8 of these By-Laws.
- (7) Election of lay members of the Board, church committees, ministry leaders, and officers – majority vote.
- (8) Church discipline issues – as stipulated in Article II, Section 7.
- (9) Dissolving or disposition of all, or substantially all, of the church assets – 2/3 vote.
- (10) Amendments to the Constitution – 3/4 vote.
- (11) By-Laws of the church – 2/3 vote.
- (12) Other matters brought to the church by the Senior Pastor, deacons, ministry staff, committees, or ministry teams – majority vote unless otherwise provided.

3.2 Service

Every active member is given the privilege and responsibility of serving our Lord in ministry. Only active members (see Article II, Section 5.1) with voting privileges (see Article II, Section 3.1) may serve on committees, in teaching positions, on the deacon board, in leadership positions and as members of ministry teams.

3.3 Accountability

Each member of this local assembly places themselves under the loving accountability of the church leadership and church body. Members will be held to the standards of God's Word. Those members who are having a spiritual struggle will be gently encouraged, confronted in love, and prayed for to continue their spiritual growth to maturity. Any brother or sister in sin will be held accountable to church discipline.

SECTION 4. Applications for Membership

All requests for membership shall be made to the Senior Pastor. Upon such a request, the person shall be given a copy of the Constitution and By-Laws. The Senior Pastor or someone designated by him shall meet with the candidate to discuss the membership process.

Those desiring membership may offer themselves in any of the following ways:

- (1) On their profession of faith and baptism as a follower of Jesus Christ.
- (2) On promise of a letter-of-good-standing from another church of like faith.
- (3) By their statement of having been converted and baptized by immersion.

Anyone desiring to be a member of Salem Baptist Church is required to have completed the following:

- (1) Confession of Faith -- All candidates are required to give a verbal or written statement of their conversion from sin to Jesus Christ as Lord and Savior.

- (2) Baptism -- All candidates are required to have had a post-conversion baptism by immersion.
- (3) New Member's Class -- All candidates are required to complete a New Member's Class before final approval of membership is given.

Should a member of the church raise a question concerning the candidate's desire for membership, the issue will be referred to the Senior Pastor for consideration and review. If, upon review of a request for membership or after meeting with a prospective member, the Senior Pastor determines that the candidate does not confess Jesus Christ as his or her Lord and Savior, or that there is a lack of evidence of a Godly lifestyle, the request for membership will be denied. The reason for denial and steps necessary to resolve candidate qualification status for membership shall be explained in full to the candidate.

Upon completion of the membership process, new members will be reported to the church at any public meeting by the Senior Pastor. All permanent pastors, ministerial staff and their spouses will be granted full membership and rights immediately upon hire.

SECTION 5. Classes of Membership

Members in this fellowship will fall into either an active or inactive status. All members will be notified by letter from the Senior Pastor of a change in membership status. The church shall be responsible to maintain a current list of active and inactive members and ensure that membership status is updated regularly.

5.1 Active Members

Active members are those currently participating in regular fellowship and in regular service within this local assembly, who are not under any disciplinary action (see Article II, Section 7). Active members will maintain all of the benefits of church membership, pursuant to Article II, Section 3.

5.2 Inactive Members

Any member who absences him/herself without cause from regular fellowship and regular services must be contacted by the Senior Pastor or his designee in order to encourage them to return. After an absence of six consecutive months or more, and a reasonable attempt has been made to restore them to active membership, they must be notified by letter that they will be placed on inactive status. Once on inactive status the member may not vote on any church issues or serve in any normal ministry within the church. The inactive member must present himself/herself to the Senior Pastor for consideration to regain active membership.

SECTION 6. Biblical Counseling

6.1 Purpose

All Christians struggle with sin and the effect it has on our lives and our relationships (*Romans 3:23; 7:7-25*). Whenever a Christian is unable to overcome sinful attitudes or behaviors through private efforts, God commands that he should seek assistance from other members, and especially from the pastor and deacons, who have the responsibility of providing pastoral counseling and oversight (*Romans 15:14; Gal. 6: 1-2; Col. 3:16; 2 Tim. 3:16-4:2; Heb. 10:24-25; 13:17; James 5:16*). Therefore, this church encourages and enjoins its members to make confession to and seek counsel from each other and especially from our pastor counselors.

We believe that the Bible provides thorough guidance and instruction for faith and life. Therefore, our counseling shall be based on scriptural principles rather than those of secular psychology or psychiatry. Neither the pastoral nor the lay counselors of this church are trained or licensed as psychotherapists or mental health professionals, nor should they be expected to

follow the methods of such specialists.

Although some members of the church work in professional fields outside the church, when serving as pastoral or lay counselors within the church they do not provide the same kind of professional advice and services that they do when they are hired in their professional capacities. Therefore, members who have significant legal, financial, medical or other technical questions should seek advice from independent professionals. Our pastoral and lay counselors shall be available to cooperate with such advisors and help members to consider their advice in the light of relevant scriptural principles.

6.2 Confidentiality The Bible teaches that Christians should carefully guard any personal and private information that others reveal to them. Protecting confidences is a sign of Christian love and respect (*Matthew 7:12*). It also discourages harmful gossip (*Proverbs 16:28; 26:20*), invites confession (*Proverbs 11:13; 28:13; James 5:16*), and encourages people to seek needed counseling (*Proverbs 10:19; Romans 15:14*). Since these goals are essential to the ministry of the gospel and the work of this church, all members are expected to refrain from gossip and to respect the confidences of others. In particular, our pastor and deacons shall carefully protect all information that they receive through pastoral counseling, subject to the following guidelines.

Although confidentiality is to be respected as much as possible, there are times when it is appropriate to reveal certain information to others. In particular, when the pastors and deacons of this church believe it is biblically necessary, they may disclose confidential information to appropriate people in the following circumstances:

- (1) When a pastor or deacon is uncertain of how to counsel a person about a particular problem and needs to seek advice from other pastors or deacons in this church or, if the person attends another church, from the pastors or deacons of that church (*Proverbs 11:14; 13:10; 15:22; 19:20; 20:18; Matthew 18:15-17*);
- (2) When the person who disclosed the information or any other person is in imminent danger of serious harm unless others intervene (*Proverbs 24:11-12*);
- (3) When a person refuses to repent of sin and it becomes necessary to institute disciplinary proceedings (*Matthew 18:15-20; By-Laws Article II, Section 7*) or seek the assistance of individuals or agencies outside this church (e.g., *Romans 13:1-5*), or;
- (4) When required by law to report suspected child abuse.

Scripture commands that confidential information is to be shared with others only when a problem cannot be resolved through the efforts of a small group of people within the church (*Matthew 18:15-17*). Therefore, except as otherwise provided in these By-Laws, a pastor, deacon or anyone else may not disclose confidential information to anyone inside or outside the church without the approval of the Board or the consent of the person who originally disclosed the information.

The Senior Pastor and Board of Deacons may approve such disclosure only when it finds that all internal efforts to resolve a problem have been exhausted (e.g. *1 Corinthians 6:1-8*) and the problem can be satisfactorily resolved without the assistance of individuals or agencies outside this church (e.g. *Romans 13:1-5*). The limitation shall apply to but is not limited to the giving of testimony in a court of law and the reporting of abuse.

The pastors and deacons may, but need not, provide counselees with written notice of these confidentiality provisions, but these provisions shall be in effect regardless of whether such notice is given.

SECTION 7. Church Discipline

We have made a commitment of our lives to follow Jesus Christ and to be Christ-like in our relationships with others. We are committed to healthy, loving relationships in the body. When conflicts or differences occur, we will seek reconciliation through biblical principles and conduct, and a Christ-like spirit. The motive and desired end of church discipline is not punishment but redemption and reconciliation motivated by love; therefore the church will follow biblical guidelines (such as *Matthew 18:15-18*)³ in seeking to redeem and restore broken relationships.

7.1 Purpose

The threefold purpose of church discipline is to glorify God by maintaining purity in the local church (*1 Corinthians 5:6*)⁴, to edify believers by deterring sin (*1 Timothy 5:20*)⁵, and to promote the spiritual welfare of the offending believer by calling him or her to return to a biblical standard of doctrine and conduct (*Galatians 6:1*)⁶.

7.2 Dismissal Process

Members of this church and all other professing Christians who regularly attend or fellowship with this church who promote error in doctrine, or engage in conduct that violates Scripture as determined by the Senior Pastor shall be subject to church discipline, including dismissal according to *Matthew 18:15-18*⁷. Before such dismissal, however:

- (1) It shall be the duty of any member of this church who has knowledge of a brother or sister's doctrinal error or misconduct to admonish and correct that brother or sister in private, seeking his or her repentance and restoration. If he or she does not heed this warning, then
- (2) The member who confronted them shall again go to the individual, seeking his or her repentance, but accompanied by one or two individuals who shall confirm that the sin has occurred or is continuing to occur, and/or that the brother/sister has been appropriately confronted and has refused to repent. The first and second warnings may occur with no no specified time interval. If the erring individual still refuses to heed this warning, then
- (3) The Church will look to the Senior Pastor and Deacons or its designees for the effective functioning and discipline of its members according to this Church Discipline and Restoration Policy. The matter shall be brought to the attention of the Senior Pastor and Deacons or their designees. If the Senior Pastor determines after thorough investigation in accord with the procedures prescribed by pertinent Scripture, including *Matthew 18:15-18*⁷ and *1 Timothy 5:19*,⁸ that there is corroborating evidence that the brother or

³ *Matthew 18:15-18* If your brother sins, go and show him his fault in private; if he listens to you, you have won your brother. But if he does not listen to you, take one or two more with you, so that by the mouth of two or three witnesses every fact may be confirmed. If he refuses to listen to them, tell it to the church; and if he refuses to listen even to the church, let him be to you as a Gentile and a tax collector. Truly I say to you, whatever you bind on earth shall have been bound in heaven; and whatever you loose on earth shall have been loosed in heaven.

⁴ *1 Corinthians 5:6* Your boasting is not good. Do you not know that a little leaven leavens the whole lump of dough?

⁵ *1 Timothy 5:20* Those who continue in sin, rebuke in the presence of all, so that the rest also will be fearful of sinning.

⁶ *Galatians 6:1* Brethren, even if anyone is caught in any trespass, you who are spiritual, restore such a one in a spirit of gentleness; each one looking to yourself, so that you too will not be tempted.

⁷ *Matthew 18:15-18* If your brother sins, go and show him his fault in private; if he listens to you, you have won your brother. But if he does not listen to you, take one or two more with you, so that by the mouth of two or three witnesses every fact may be confirmed. If he refuses to listen to them, tell it to the church; and if he refuses to listen even to the church, let him be to you as a Gentile and a tax collector. Truly I say to you, whatever you bind on earth shall have been bound in heaven; and whatever you loose on earth shall have been loosed in heaven.

⁸ *1 Timothy 5:19* Do not receive an accusation against an elder except on the basis of two or three witnesses.

sister has sinned or is continuing to sin, that he or she has been appropriately confronted and an opportunity provided for the accused to be heard at a specific hearing before the Senior Pastor and the Deacons or designees with reasonable notice of the hearing granted the person and the right to have an assisting representative at the hearing, and that he or she has refused to repent, then shall the accused member be subjected to further Church discipline.

If the erring individual demonstrates repentance, then notice to that effect may be given at a regularly-scheduled worship service. If, after good faith efforts by the Senior Pastor and Deacons to resolve and notification of the charges and hearing date and time before the board or its designees with reasonable notice given, the Senior Pastor and Deacons or its designees determine by three quarters (3/4) majority vote that the sin pattern of essential moral and/or biblical failure occurred, then it is serious enough for termination.⁹ If the member will still not repent, then the member subject to termination will be notified in writing of the decision prior to his membership being terminated.

- (4) If the church member is disciplined by termination of membership, it will be announced to the members to carry out the Biblical admonitions to bring about repentance and restoration of the disciplined member. He or she shall be publicly dismissed from the fellowship and/or membership of the church at a regularly scheduled worship service. If the erring individual, after such dismissal, heeds the warning, demonstrates repentance, and requests reinstatement before the church, then he or she shall be publicly restored to all the rights, duties, privileges, and responsibilities of fellowship and/or membership.

Members dismissed by the Senior Pastor and Deacons shall be restored to full membership privileges by the Senior Pastor and Deacons according to the spirit of *2 Corinthians 2:7-8* when their conduct is judged by the Senior Pastor and Deacons to be in accordance with the Statement of Faith, member's covenant and Biblical repentance. Pastors will communicate such restoration to the church in a timely manner.

This section does not prohibit church action in respect to the purging of the church membership roll.

7.3 Direct Dismissal

Notwithstanding the foregoing, the Senior Pastor, with the concurrence of the Deacons in the exercise of their discretion, may proceed directly to the third stage of church discipline, (i.e. the informing of the church and the congregation thereof at a regularly scheduled worship service in order that the church may call the erring individual to repentance) or to the fourth stage of church discipline, (i.e. the dismissal from the fellowship and/or membership of the church) when one or more of the following have occurred;

- (1) Where the transgression and the refusal to repent have been public, i.e. openly and to the offense of the whole Church (*1 Corinthians 5:1-5*)¹⁰;

⁹ **Essential moral failure:** adultery, embezzlement, inappropriate sexual contact, pornography, lying, deceiving, etc. Accusations of this nature require hard evidence, not suspicion or opinion. Things that do not qualify as moral failures are things such as: misunderstandings, mistakes, poor judgment, overstatements, miscommunications, showing emotions, verbal missteps and forgetfulness.

Essential biblical failure: reserved for doctrinal issues that would directly contradict the Bible or the theological beliefs outlined in our constitution. Areas that do not qualify as an essential biblical failure are things such as philosophy of ministry, areas of scripture that are open to interpretation among Baptists, and personal convictions.

¹⁰ *1 Corinthians 5:1-5 It is actually reported that there is immorality among you, and immorality of such a kind as does not exist even among the Gentiles, that someone has his father=s wife. You have become arrogant and have not mourned*
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- (2) Where the disciplined party has taught or otherwise disseminated doctrine deemed false or erroneous by the Senior Pastor and then chosen to disregard the direction and reproof of the Senior Pastor (*Romans 16:17*)¹¹;
- (3) Where the disciplined party has been warned twice to cease from factious and divisive conduct and has chosen to disregard that warning (*Titus 3:10-11*)¹².

7.4 Rights Forfeited

The members of this church, and all other professing Christians who regularly attend or fellowship with this church, agree that there shall be no appeal to any court because of the dismissal or because of public statements to the congregation at the third or fourth stages of church discipline. Members who are under discipline by the church, as defined in the previous sections, forfeit and waive the right to resign from this church. Resignations from membership are possible only by members who are in good standing and who are not under any disciplinary action.

7.5 Required Absence

Separate and apart from the process of church discipline, but subject to the discretion and approval of the Senior Pastor a non-member regular attendee, or other individual may be notified that he or she is not to be present upon church premises for such a period of time as is deemed necessary for the safety and well-being of others on church premises. Such required absence may, but need not, be concurrent with church discipline of that person.

SECTION 8. Termination of Membership

Separate and apart from the process of church discipline, the names of any members who have remained on inactive status for one year or longer may be removed from the membership rolls by the Senior Pastor.

Membership may also be terminated in the following ways:

- (1) Death.
- (2) Transfer to another church.
- (3) An individual's stated desire, either in writing or verbally to be removed from membership.
- (4) Dismissal by action of this church.

ARTICLE III: OFFICERS and LEADERSHIP

SECTION 1. Officers & Leaders

The officers and leaders of the church shall be the following: Senior Pastor, Associate Pastors, Ministerial Staff, Clerk or Assistant Clerk, Treasurer or Assistant Treasurer, Director of Sunday School or Assistant Directors of Sunday School and Trustees. The church corporate officers shall be the Pastor/President, Chairman of the Board, Secretary and Treasurer, and any other officers determined by the Board to be needed from time to time.

SECTION 2. Senior Pastor

The Senior Pastor shall have the scriptural qualifications found in *1 Timothy 3:1-7*, *Titus 1:5-9* and

instead, so that the one who had done this deed would be removed from your midst. For I, on my part, though absent in body but present in spirit, have already judged him who has so committed this, as though I were present. In the name of our Lord Jesus, when you are assembled, and I with you in spirit, with the power of our Lord Jesus, I have decided to deliver such a one to Satan for the destruction of his flesh, so that his spirit may be saved in the day of the Lord Jesus.

11 *Romans 16:17 Now I urge you, brethren, keep your eye on those who cause dissensions and hindrances contrary to the teaching which you learned, and turn away from them.*

12 *Titus 3:10-11 Reject a factious man after a first and second warning, knowing that such a man is perverted and is sinning, being self-condemned.*

1 Peter 5:1-4. He shall be mentally healthy and know Christ through experience. He shall hold ministerial credentials: a license to preach and a certificate of ordination from a recognized church. He shall do all in his power to preach the Word of God and shepherd the church, giving special attention to families in times of crisis. He shall represent the church in the community with integrity and Christian grace, seeking to extend the fellowship to those in need. He shall direct the duties and responsibilities of all staff members including pastoral, ministerial, and administrative. All staff shall serve under his authority and receive direction, review, and discipline when needed.

SECTION 3. Associate Pastors

Associate Pastors shall have the same scriptural qualifications as the Senior Pastor. An Associate Pastor shall be mentally healthy and know Christ through experience. He shall hold ministerial credentials: a license to preach and a certificate of ordination from a recognized church. Each Associate Pastor may be assigned specific areas of responsibilities such as Music, Youth or any future ministry as deemed necessary by the church. They shall assist the Senior Pastor in performing duties such as preaching, teaching or shepherding families in times of crisis. These duties will be assigned by the Senior Pastor in order to maximize the spiritual gifts and natural talents of each Associate Pastor.

SECTION 4. Ministerial Staff

Ministerial Staff are to have the same scriptural qualifications as the Senior Pastor and serve the church in directing its ministries to impact the community for Christ. They shall be mentally healthy and know Christ through experience. They shall give testimony of their call to serve the body of Christ, but are not required to hold a license to preach or certificate of ordination. They may be assigned specific areas of responsibilities including but not limited to music, youth or any future ministry as deemed necessary by the church. They shall perform duties assigned by the Senior Pastor in order to maximize the use of their spiritual gifts and natural talents.

SECTION 5. Clerk and Assistant Clerk

The Clerk shall keep a full and faithful account of the proceedings of all business meetings of the church. The Assistant Clerk shall assist the Clerk and perform all the duties of the clerk in the absence of the latter, or in case of the Clerk's inability to serve.

SECTION 6. Treasurer and Assistant Treasurer

The Treasurer shall receive from the Teller's Committee a record of all monies the church contributed for local expenses, missions and special funds. The Treasurer shall make disbursements of these funds upon authorization of the Finance Committee or the church, keep a complete record of all receipts and disbursements and make an itemized written report of all receipts and disbursements to the congregation at each quarterly business meeting. A quarterly financial report will be presented to the Pastors, Directors and Congregation and will be displayed at the church, or any member can receive a copy by calling the church office.

The Treasurer shall establish policies and procedures with church approval for receiving, transporting, depositing, safekeeping, and expenditures of all monies coming in to the church. The Treasurer's records shall be audited annually by the Finance Committee. The results of the audit will be made available at the next scheduled business meeting. The Assistant Treasurer shall perform the duties of the treasurer in the latter's absence or in the case of the Treasurer's inability to serve. The Assistant Treasurer shall also assist the Treasurer whenever necessary.

SECTION 7. Director of Sunday School and Assistant Directors of Sunday School

The Director of Sunday School shall direct all Sunday School departments. It shall be the duty of

the director to call meetings of all officers and teachers and workers of the Sunday School for the purpose of advancing the Sunday School in all of its programs. The Sunday School director will be responsible for securing teachers and classroom aides for all classes and presenting them to the church for approval at the July business meeting. All Assistant Directors of Sunday School shall cooperate with the Director in advancing the interests of the church and Sunday School and shall serve in the absence of the Director or in the Director's inability to serve.

SECTION 8. Deacons

The Deacons shall have the scriptural qualifications as found in *1 Timothy 3:8-12*. The Deacons shall consist of a group of qualified men who have been members of Salem Baptist Church for at least two years and be the minimum age of 21. No deacon who has served a full term of three years shall be permitted to succeed himself for at least one year; under no circumstances shall a deacon serve more than forty-eight (48) consecutive months. The deacon election process shall start with nominations from the congregation, include interviews by the deacon selection committee, and conclude with the congregation voting on those recommended by the deacon selection committee.

The deacon selection committee shall consist of the Senior Pastor, the chairman of deacons and up to three outgoing deacons. The unexpired term of any deacon shall be voted on at a regular business meeting or special called business session and filled with an ordained deacon recommended by the remaining deacons from a list of men who have served as deacon at Salem Baptist Church. Notice of the election shall be given at least one week prior to the meeting.

The Deacons shall elect from its members a Chairman, Vice Chairman, and Secretary. The Chairman shall be elected for a one-year term, and may not succeed himself as Chairman. It shall be the duty of the deacons, in cooperation with the Senior Pastor and any associate pastors, to have general supervision of the moral, spiritual and temporal welfare of the church. They shall make recommendations to the various committees of the church and to the congregation, consistent with this supervision.

It shall be the duty of the deacons, in cooperation with the Senior Pastor and any associate pastors, to visit the membership of the church, particularly those who are sick and distressed, to care for the discipline of the church and to distribute the elements of the Lord's Supper. The Deacons shall strive to meet at least once each month.

ARTICLE IV: STANDING COMMITTEES and MINISTRY TEAMS

SECTION 1. General Guidelines

Standing committees will be composed of rotating members on three-year terms. Ministry teams shall be composed of members who agree to serve on an annual basis. The Senior Pastor is an ex-officio member of all committees and ministry teams. He may appoint another church member to be his representative on any committee or ministry team. In the event that a member of a committee or ministry team is unable to fulfill their term, the Senior Pastor may appoint one to replace them until the nominating committee is able to recommend a replacement to the church for approval at a regular quarterly or special called business meeting.

SECTION 2. Standing Committees

The following standing committees are to assist the pastors in the administration of the church: Finance, Memorial Scholarship, Missions, Nominating, Personnel, and Property-Management. One-third of the elected members of these committees shall be elected annually to serve three year terms. Except for the Property-Management Committee, no committee member having served a full three-year term shall be permitted to succeed himself/herself for a period of one year. Each committee

shall elect its own chairman with approval from the Senior Pastor. The chairman will be responsible to call and direct meetings as needed. Responsibilities of committees are outlined in the Policies and Procedures Manual.

SECTION 3. Ministry Teams

Ministry Teams shall be constituted or dissolved by the church as they are needed. Members of Ministry Teams shall be elected annually and may succeed themselves. Directors of Ministry Teams shall be selected by the Senior Pastor. Responsibilities of ministries and ministry teams are outlined in the Policies and Procedures Manual.

SECTION 4. Finance Committee

The Finance Committee shall be comprised of six members, and work concurrently with the Treasurer. Duties and responsibilities are outlined in the Policies and Procedures Manual.

ARTICLE V: BOARD OF DIRECTORS

SECTION 1. General Powers

Subject to the plenary authority of the congregation, the corporate powers of the church shall be exercised by or under the authority of the Board of Directors, also referred to in these By-Laws as the “Directors,” or “Board.” 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 Directors cannot unanimously agree, then the decisions will be made by majority vote of the Directors present and voting at that meeting. In the case where the Directors will, by reason of deadlock (whether because an even number of Members is seated on the Board, or because certain Members are absent even though a quorum is present, or because of abstention, or for any other reason) be unable to reach a conclusive vote on any issue before the Board, then, in such instance, the Pastor will cast a ballot which will be known as a “majority ballot,” so that an official act or decision may be taken by the Board. The majority ballot will be cast in addition to the regular Member’s vote cast by the Pastor.

SECTION 2. Directors

The Directors shall be the Senior Pastor, the heads of the Finance, Property Management, Personnel, Nominating and Missions committees, with three additional members to represent the general church membership. Each additional member shall serve a three (3) year term.

1. The authorized number of Directors shall be nominated and voted on by church members during the first quarterly business meeting of the year. No less than fifty (50%) percent of the Board shall be from the congregation and not related to paid staff.
2. Unless decided otherwise by the church members, with the exception of the Senior Pastor, no Board Member shall serve for more than three (3) years without taking a year off before thereafter being reelected.

SECTION 3. Functions of the Directors

The Directors shall annually elect a Chairman from the membership of the Board to facilitate meetings, with the exception of any staff members of the church. Other than the general powers outlined above, the primary functions of the Directors shall be:

- a. To oversee legal, business, financial and administrative affairs of the church;

- b. 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;
- c. To review and coordinate program plans recommended by church officers, organizations, and committees;
- d. To evaluate program achievements in terms of church goals and objectives.

SECTION 4. Vacancies

A vacancy because of death, resignation, removal, disqualification or any other cause shall be filled by nomination and election by majority of the church for the remainder of the term.

SECTION 5. Resignation and Removal

Any Director may at any time deliver a written notice of intent to resign to the Senior Pastor, which shall be effective upon acceptance by the Directors. Other than the Senior Pastor and ministerial staff positions whose removal is explained in these By-Laws, any Officer or Director may be removed at any time with or without cause when, in the sole judgment and discretion of the Directors, it is so recommended by a three quarters (3/4) majority of the Directors.

In the case of the removal of a Director, the vote of the Directors must then be ratified by a majority vote of the church at a duly called meeting that such Director should no longer serve. In the event any Director is so removed, a new Director may be elected by majority vote of the church to fill the vacancy at that same meeting or a meeting called for that purpose.

SECTION 6. Transactions with Interested Parties

A contract or other transaction between the church and one or more of its Directors, Pastors, Officers, 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, or Officers 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 Directors 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 Director or 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 Directors, in good faith, determine 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 Directors may not be counted in determining the presence of a quorum at a meeting of the Directors (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction. Notwithstanding the above, no loan shall be made by the church to any of its Directors, Officers, Pastors, or members.

SECTION 7. Conflicts of Interest Policy

The Directors shall adopt a Conflicts of Interest Policy that will provide for full disclosure of

material conflicting interests by Directors, Officers, Deacons, or employees. This policy shall permit the Directors to determine whether the contemplated transaction may be authorized as just, fair and reasonable to the church.

SECTION 8. No Compensation for Directors

No salary or compensation shall be paid to any Director in his capacity, but nothing herein shall be construed to preclude any Director from serving the church in any other capacity and receiving reasonable compensation. Moreover, a Director may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.

SECTION 9. Notice of Meetings

The Board shall hold business meetings when necessary with at least four (4) days notice of all board members by at least two of the following: phone, letter or email. Meetings may be called by the Senior Pastor or by a majority of board members. Business meetings may be open to the congregation provided a majority of members agree and the congregation is given notice pursuant to Article VI, Section 2.3, except when by a majority vote of the Board it meets in Executive Session. Executive sessions shall be held only for personnel or legal matters.

SECTION 10. Quorum of the Directors

Over 50% of voting Directors present at the beginning of a meeting shall constitute a quorum for purposes of transacting business at a meeting. Every action taken or decision made by a majority of Directors shall be deemed to be the act of the Directors.

SECTION 11. Action without Meeting

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

SECTION 12. Manner of Acting

Except as otherwise provided in these By-Laws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

SECTION 13. Participation by Telephone Conference or Webcam

Directors or of any committee thereof may participate in a meeting of such Directors or committee by means of a telephone conference, webcam 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, a written record shall be made of the action taken, noting participation of those present, that a quorum was present waiving a right to a face-to-face presence, and that all members participated in the meeting and deliberations.

SECTION 14. 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 special Board Teams, as the Directors 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 By-Laws, or a Resolution of the Directors, each Board Team may not exercise the authority of the Board.

SECTION 15. Minutes

Minutes of the meetings of the Directors shall be recorded and taken by a secretary or clerk who shall have custody thereof and be responsible for circulating copies to the members in a timely manner.

ARTICLE VI: GENERAL PROVISIONS

SECTION 1. Nominations & Elections

The general church officers and members of standing committees, and ministry teams shall be nominated by the Nominating Committee and elected by the church annually at the October business meeting.

1.1 Pastors & Ministerial Staff

The Senior Pastor shall be recommended by the Pastor Call Committee and elected for an indefinite term of service at any regular or special meeting called for that purpose which has been announced and posted in the church bulletin at least two weeks prior to the vote. To be elected Senior Pastor, the nominee must receive at least two-thirds of all votes cast. The termination of the Senior Pastor's services may be affected at anytime by the same order of procedure as prescribed for election.

Any associate pastor or ministerial staff shall be recommended to the church by the Senior Pastor. The recommendation will be voted on at a regular or special called business meeting and must be announced and posted in the church bulletin at least two weeks prior to the vote. The nominee must receive at least two-thirds of all votes cast.

The termination of the services of an associate pastor or ministerial staff may be affected at any time by the Senior Pastor with the review and affirmation of the Personnel Committee as described in the Personnel Manual or in the same order of procedure as for his election.

1.2 Pastor Call Committee

A Pastor Call Committee shall be formed when the office of Senior Pastor is vacated and shall consist of seven (7) members: the Chairman of the Board of Deacons, three (3) members selected by the Deacons, and three (3) members selected by the church-at-large. This committee shall be elected by the congregation at a regular business meeting or at a meeting called for that purpose and shall be dissolved upon the arrival of the new Senior Pastor. Before nominating a prospective Senior Pastor, the committee shall investigate his spiritual, moral and educational background, as well as his previous experience in the Christian ministry, and his agreement with the doctrinal statement of Salem Baptist Church.

1.3 Transitional Leadership Team

A Transitional Leadership Team shall be formed when the office of Senior Pastor is vacated and shall consist of all associate pastors and five (5) additional members: three (3) members selected by the church-at-large, and two (2) members selected by the Deacons. The Transitional Leadership Team pursuant to these by-laws shall oversee the day to day operations of the church in cooperation with the appropriate standing committees and ministry teams, fill the pulpit each week, communicate to the church on a weekly basis and elect a chairman. The Transitional Leadership Team shall be dissolved upon the arrival of the new Senior Pastor.

1.4 Interim Pastor

In the absence of a Senior Pastor, the Transitional Leadership Team will be responsible to determine if the need exists for an interim pastor to fill the pulpit and serve as an equal member of the Transitional Leadership Team. The Transitional Leadership Team will recommend a

candidate after investigating his spiritual, moral and educational background, as well as his previous experience in the Christian ministry and his agreement with the doctrinal statement of Salem Baptist Church.

The nominee will be voted on at the regular or special called business meeting and must be announced and posted in the church bulletin at least two weeks prior to the vote. The nominee must receive at least two-thirds of all votes cast. The termination of the services of an interim pastor will be effective one week prior to the arrival of a newly elected Senior Pastor or may be affected at any time with one month's notice in the same order of procedure as for his election.

SECTION 2. Business Meetings

2.1 Regular Business Meetings

Regular Business Meetings, called by the Senior Pastor, will be held in January, April, July and October or, in the event of necessary postponement, as soon thereafter as possible. When no specific business is pending, a regular meeting may be cancelled. In the absence of a Senior Pastor the Transitional Leadership Team shall be responsible for conducting regular business meetings.

2.2 Special Called Business Meetings

Special Called Business Meetings, may be called by request of either the Senior Pastor or by a written request of 5% of those members eligible to vote (reference Article II, Section 3.1.) whenever it is deemed necessary, provided that proper notice is given (Section 2.3) and the reason for said meeting is stated. Only business related to the stated reason may be conducted at a special called meeting. In the absence of a Senior Pastor the Transitional Leadership Team shall be responsible for calling special called business meetings.

2.3 Notice of Meetings

Notice of regular meetings shall be given during the Sunday worship service for two successive Sundays prior to the meeting by being published in the regular church bulletin or by announcing from the pulpit. Notice of special meetings shall be given at least seven (7) days prior to the meeting and shall also be published in the regular church bulletin on the Sunday immediately preceding the meeting.

2.4 Moderator

The Senior Pastor shall preside at all business meetings and in his absence, such person as may be elected by those present.

2.5 Quorum

No meeting shall be conducted without a quorum of at least 5% of members eighteen (18) years or older on the active membership roll.

2.6 Voting

Voting privileges are restricted to active members who are eighteen (18) years old or older.

2.7 Guidelines

The procedure of all business meetings shall be governed by Robert's Rules of Order (Latest Edition).

2.8 Written Record

All proposals, amendments or committee recommendations offered at a business meeting must be in writing prior to being voted upon. The clerk shall maintain a permanent archive of all business meeting minutes. Such record shall include copies of all written proposals or

recommendations approved by the membership. This archive shall be made available to any member in good standing upon request.

SECTION 3. Changes to By-Laws

These By-Laws shall be the expression of the understanding of God's will for the organization and governance of the church and may be amended at any regular quarterly business meeting by two-thirds (2/3) of the voters present provided the change is presented in its entirety at a previous regular quarterly business meeting.

ARTICLE VII: SETTLEMENT DISPUTES WITH OR AGAINST THE CHURCH

All employees, contractors and vendors of the Church shall be asked to sign policies or contracts with the Christian Dispute Resolution clause from the Christian Conciliation Rules and Procedures published at www.hispeace.org. In any dispute arising between or among Church members, pastors, or staff, the dispute may be resolved by the Deacons (or a duly appointed team from the Board of Directors) through those rules. Any dispute between a member and the church 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 Directors in accordance with the *Rules of Procedure for Christian Conciliation* found at www.HisPeace.org. 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 dispute. 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 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.

ARTICLE VIII: 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 Board Member, or 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 Board Members, officers and staff.

ARTICLE IX: CHURCH POLICY AND PROCEDURES MANUAL

Section 1. Development of Church Policy and Procedures Manual

The development of a church Policy and Procedures Manual shall be overseen by the Board of

Directors or their designees 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. The manual shall be kept in the church office and made available for use by any member of the church. The Directors or their designees shall review the manual at least annually, with the authority to recommend changes for the church to consider and vote on.

Section 2. Compilation and Maintenance of the Manual

The Board of Directors and any of their 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 By-Laws. These policies and procedures manuals shall be available at the church office for members to review. Any suggested changes shall be recommended to and approved by the Board of Directors.

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

Church Clerk/Secretary

Date

Adopted - April 9, 1962.

Amended – January 11, 1965; April 12, 1965; November 11, 1967; April 12, 1971; June 24, 1972;
January 8, 1977; October 11, 1978; October 9, 1985; September 5, 1990; October 11, 1993;
October 9, 1996; January 23, 2008, October 21, 2009, January 13, 2010, July 21, 2010,
January XX, 2013.