

THE CONSTITUTION & BYLAWS OF NEWINGTON BAPTIST CHURCH
September 4, 2018
Newington Baptist Church
6169 Main St.
Gloucester, Virginia 23061

CONSTITUTION

PREAMBLE

With a firm conviction that we are saved by the grace of our Lord Jesus Christ and believing that we can best serve Him in an orderly manner, we, the members of NEWINGTON BAPTIST CHURCH, Gloucester, Virginia, do establish and adopt the following Constitution and Bylaws.

ARTICLE 1 – NAME AND GENERAL PURPOSE

Section 1. This incorporated church body will be known as Newington Baptist Church (hereafter also referenced as “NBC” or the “Church”).

Section 2. These Constitution and Bylaws of Newington Baptist Church provide the guidelines for how the Church is organized and operated.

ARTICLE 2 – MISSION STATEMENT

Newington’s Mission is to **Reach** people for Christ, to **Teach** people as disciples in Christ, and to **Release** people to mission with Christ.

ARTICLE 3 – ARTICLES OF FAITH

1. We believe in one God, eternally existent as God the Father, God the Son, and God the Holy Spirit.
2. We believe in the deity and humanity of the Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal return in power and glory.
3. We believe in the person of the Holy Spirit and that His ministry is to reveal Christ to man, to convict of sin, to regenerate repentant sinners, and, by His presence and power, to sanctify the lives of the redeemed.
4. We believe that the Holy Bible, composed of only the Old and New Testament, is God’s inspired Word, and is the supreme standard and final authority for all conduct, faith, and doctrine.
5. We believe that mankind was created male and female in the image of God, but by willful transgression became sinful and is justly under the condemnation and wrath of Almighty God.

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6. We believe that the only salvation from this guilt and condemnation is through repentance of sin and placing your faith in the righteousness and atonement of the Lord Jesus Christ, and that this salvation is the free gift of God's love and grace.
7. We believe that the Lord Jesus Christ instituted the ordinances of baptism and communion; that baptism is only to be administered upon profession of faith in Christ, by immersion, thereby declaring our faith in a crucified, buried, and risen Savior; that communion is only for believers, is to be preceded by faithful self-examination, and is in remembrance of the Lord's death until He comes.
8. We believe that there will be a resurrection of the just and the unjust: the just, having been redeemed by the shed blood of the Lord Jesus Christ, to be with Him throughout eternity in glory; the unjust, having died impenitent and unreconciled to God, to eternal condemnation in Hell.
9. We believe that the Great Commission (Matthew 28:19-20) gives the church its mission, making disciples, as intentional witnesses to the gospel, taking salvation by grace through faith in Jesus Christ.
10. We believe this Statement about Marriage, Gender, and Sexuality:

We believe that God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders together reflect the image and nature of God. (Gen 1:26-27). Rejection of one's biological sex is a rejection of the image of God within that person.

We believe that the term "marriage" has only one meaning: the uniting of one biological man and one biological woman in a monogamous, exclusive union – a covenant commitment for a lifetime, as delineated in Scripture. (Gen 2:18-25). We believe that God intends sexual intimacy to occur only between a biological man and a biological woman who are married to each other. (1 Cor. 6:18; 7:2-5; Heb. 13:4). We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage.

We believe that any form of sexual immorality as defined Biblically within or outside of Biblical marriage is sinful and offensive to God. (Matt 15:18-20; 1 Cor. 6:9-10).

We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. (Acts 3:19-21; Rom 10:9-10; 1 Cor. 6:9-11).

We believe that every person must be afforded compassion, love, kindness, respect, and dignity. (Mark 12:28-31; Luke 6:31). Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the beliefs of NBC.

ARTICLE 4 – CHURCH COVENANT

At NBC we only expect our members to do what the Bible expects every Christian to do.

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Having been led as we believe, by the Spirit of God, to receive Jesus Christ as our Lord and Savior, and on the profession of our faith, having been baptized in the name of the Father, and of the Son, and of the Holy Spirit, we do, now, in the presence of God, and this assembly, most solemnly and joyfully enter into covenant with one another, as one body in Christ.

We engage, therefore, by the aid of the Holy Spirit, to walk together in Christian love, to support the worship, ordinances, discipline, and doctrines of this Church and to serve for the advancement of its mission and ministries; using our time, talent, tithe and other offerings.

We also agree to maintain family and personal devotions; to educate our children in the ways of the Lord; to seek the salvation of our family and friends; to walk righteously in the world; and to be a person of honesty and integrity in all business and personal matters.

We further agree to lovingly care for each other; to pray for each other; to minister to each other in sickness, distress, and grief; to speak to each other with kindness, encouragement, and Christian civility; and to be ready to forgive and seek forgiveness according to the teachings of Jesus.

We agree that should we leave membership of Newington Baptist Church, we will, unite with another church as soon as possible so that we may continue to further God's kingdom.

ARTICLE 5 – CHURCH RELATIONS

Section 1. NBC acknowledges no superior ecclesiastical authority, but as an autonomous church recognizes the importance and advantage of cooperating with other churches and bodies of Christians, and is a member of the Mid-Tidewater Baptist Association, the Virginia Baptist General Association, the Southern Baptist Convention, and the Baptist World Alliance.

Section 2. NBC cooperates with those organizations of our denomination that have for their purpose the spread of the Gospel, the service of God, and service to mankind.

ARTICLE 6 – ORDINANCES

Section 1. Baptism. The ordinance of baptism may be administered at any service of the church, upon agreement of the pastor(s) and the candidate.

Section 2. The Lord's Supper. The Lord's Supper is celebrated monthly on Sunday Morning. It is celebrated at other times, such as Sunday Evenings and seasonal celebrations as determined by the Pastor. All Christian believers are invited to participate in the Lord's Supper celebration.

ARTICLE 7 – AMENDMENTS

Section 1. Any proposed change in the Constitution will be referred in writing to the Fellowship of Deacons for study and recommendation to the Board of Directors. The Board will present the Deacons' recommendations to the Church at the next

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business meeting; however, the Deacons' recommendations are not necessarily binding upon the members. Notice of the proposed amendment, with a written copy of the proposed amendment and the Deacon's comments, will be given in a previous business meeting. The Constitution may be amended at any business meeting by a three-quarter (3/4) majority vote of the active members of NBC present and voting with at least a 30-day notice prior to the next business meeting.

Section 2. For a complete revision of the Constitution and Bylaws, a special committee of at least five (5) persons will be appointed by the Board of Directors.

BYLAWS

ARTICLE 1 – MEMBERSHIP

Section 1. Membership in Newington Baptist Church will be all those individuals who meet the below qualifications of members and whose names are duly inscribed on the church rolls by the Church Clerk. All present members of the unincorporated entity known as Newington Baptist Church will, upon signing the Church Covenant in agreement with the Articles, Constitution, and Bylaws of the new church corporation, become members of this incorporated Church.

Section 2. No member of the Church, nor any officer or Board member will 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 incorporated Church.

Section 3. Prospective members are received in one of the following ways:

- A. Profession of Faith. A person may unite by profession of faith in the Lord Jesus Christ to the Pastor or his designee, followed by baptism by immersion.
- B. Transfer. A person may unite through a letter of recommendation from a church of like faith and order.
- C. Statement. A person may unite from another Christian church fellowship by verbal statement of prior conversion experience and prior baptism by immersion.
- D. From Another Tradition. A person may unite by baptism by immersion if that person has not experienced believer's baptism in another Christian church fellowship.

Section 4. We at NBC believe that when a person puts their belief in Jesus Christ as Lord and Savior, they are saved by grace through faith. Upon completion of a New Member's class, acknowledgement that one is in agreement with the NBC Articles of Faith by signing the Church Covenant, and approval by the Pastor, a believer becomes a member of NBC. New members will be presented to the Church body at a subsequent worship service.

The New Member's class provides opportunity to prospective members to fully understand the beliefs, organization, vision, values, and mission of NBC before committing to membership. The class will also address the process of becoming a member, as well as expectations and rights of membership.

Section 5. The members of the Church care for each other and will encourage each other to grow in spiritual discipleship and service.

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Section 6. All members are expected to financially support the Church as they are able to do so.

Section 7. All members are expected, as part of their Christian responsibility, to witness for Christ in their daily walks of life, sharing the Good News of the gospel.

Section 8. All members present, who are not under church discipline, will have equal opportunity to express opinions on business matters at a duly called business meeting. Those members who have reached eighteen (18) years of age and are present (voting by proxy is prohibited) at a duly called meeting will have the privilege to vote on the following matters (majority vote unless otherwise stated):

- A. Annual Budget and any ten (10%) percent change in the budget during the year;
- B. Call of Pastoral Staff – three-quarter (3/4) vote;
- C. Election of Directors;
- D. Election and Ordination of Deacons;
- E. Election of Officers and other lay leadership via the Nominating Committee's Report;
- F. Acquisition, sale, or transfer of real property and any related indebtedness – two-third (2/3) vote;
- G. Merger or dissolution of the Church – two-third (2/3) vote;
- H. Sale of all or substantially all of the Church's assets – two-third (2/3) vote;
- I. Amendment to the Constitution– three-quarter (3/4) vote;
- J. Amendment to the Bylaws – two-thirds (2/3) vote; and
- K. Any other major event or decisions as designated by the Board – majority unless otherwise provided.

ARTICLE 2 – MEMBERSHIP REMOVAL

Section 1. Any member may be removed by the Fellowship of the Deacons for lack of attendance, participation, and financial support of the Church for a calendar year.

Section 2. Any member requesting a letter to remove their name from membership for the purpose of transfer to another church of like faith and order will ask that Church to send a letter making such a request. The Clerk will issue a letter of transfer of membership.

Section 3. Any member who joins a church that does not receive letters of recommendation may transfer membership by verbal confirmation with that church.

Section 4. Any member may ask to be removed from membership at NBC; however, the Fellowship of Deacons may deny such a request if the member is under church discipline.

Section 5. A member will be removed from the church roll upon his/her death.

Section 6. Any member may be removed for discipline purposes by the Fellowship of Deacons, as outlined below.

ARTICLE 3 – MEMBERSHIP DISCIPLINE AND RESTORATION

Section 1. It will be the practice of this Church to pursue every reasonable measure for peace and reconciliation. Should one member sin against another member or the Body of members (the Church), the aggrieved members will follow in a tender spirit the rules given by our Lord and Savior in Matthew 18:15-17; 1 Corinthians 5:9-13; and 1 Thessalonians 5:12-14. If they sin against the body either in sinful moral failure or Biblical heresy, the Senior Pastor, Associate Pastor(s), and Deacon Emeritus/Emeriti, and mature Members are available for counsel and guidance.

The Church will look to the Senior Pastor, Associate Pastor(s), and Deacon Emeritus/Emeriti for the effective functioning and discipline of its members. Members agree that the Senior Pastor, Associate Pastor(s), and Deacon Emeritus/Emeriti may deny a member's request to terminate their membership once discipline procedures have commenced. Only after good faith efforts by the Senior Pastor, Associate Pastor(s), and Deacon Emeritus/Emeriti to bring about repentance and reconciliation have proven futile, the Senior Pastor, Associate Pastor(s), and Deacon Emeritus/Emeriti (or their designees) will give notice to the member of the unrepentant sins, time, and place to address the charges. Discipline can include, but not be limited to dismissal, censure, suspension or any other measures that the Senior Pastor, Associate Pastor(s), and Deacon Emeritus/Emeriti decide that will bring about repentance. If the member is disciplined by the Senior Pastor, Associate Pastor(s), and Deacon Emeritus/Emeriti it will be announced to the members to carry out the Biblical admonitions to bring about repentance and restoration of the disciplined member.

Section 2. Members dismissed by the Senior Pastor, Associate Pastor(s), and Deacon Emeritus/Emeriti will be restored to full membership privileges by the Senior Pastor, Associate Pastor(s), and Deacon Emeritus/Emeriti according to the spirit of 2 Corinthians 2:7,8 and Galatians 6:1-2 when their conduct is judged by the Senior Pastor, Associate Pastor(s), and Deacon Emeritus/Emeriti to be in accordance with the Article of Faith and Biblical repentance. The Pastor will communicate such restoration to the Church in a timely manner.

ARTICLE 4 – WORSHIP SERVICES/MEETINGS

Section 1. The regular worship services of the Church are held each Sunday. Special services may be arranged for at any time.

Section 2. The regular business meeting of the Church is quarterly and typically on the third Sunday, following the end of the quarter, January, April, July, and October, except when there is no old or new business motions to be considered. The October meeting will be considered the annual business meeting. Any business meeting may be changed by action of the Board of Directors with at least one week in advance notice. Such notice will be given at any regular Sunday service of the Church.

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- Section 3. Called business meetings may be held on the call of the Pastor, Chairman of the Board, or Moderator at any regular Sunday service of the church. Such notice will be given at least two (2) weeks in advance and will include the subject, date and time. Called business meetings may deal with the announced subject(s) only.
- Section 4. All members of NBC present at the business meeting constitute a quorum. The majority of the members present and voting will decide all questions, unless otherwise provided for in these Bylaws.
- Section 5. The Moderator will be nominated and elected by the members and will preside over business meetings. In the Moderator's absence, the Chairman of the Deacons will serve as the Moderator *pro tem* to facilitate the meeting. If neither individual is able or willing to serve, the Board will elect one of its lay members to facilitate the meeting. Robert's Rules of Order (Revised) will be the reference at all business meetings in matters of parliamentary procedures not outlined in these Bylaws.
- Section 6. Minutes of the regular and called business meetings of the Church will be taken and kept in the records of the Church under the custody of the Church Clerk.

ARTICLE 5 – BOARD OF DIRECTORS

- Section 1. The corporate powers of the Church will be exercised by or under the authority of the Board of Directors (hereinafter also referred to as the "Board" or the "Directors"). The powers, business, and property of the Church will be exercised, conducted, and controlled by the Board for the purposes of every effort to oversee the legal, business, financial, and administrative affairs of the Church with consensus agreement. If, in the course of the decision-making processes, the Board cannot unanimously agree, then the decisions will be made by majority vote of the Board members present and voting at that meeting.
- Section 2. The Board will consist of the Pastor and at least two (2) At-Large Members elected by majority vote of the members at the annual business meeting. The authorized number of Board members will be such number as may from time to time be authorized by the Board, provided that such number will not be less than three (3). No less than fifty (50%) percent of the Board will be volunteers from the congregation and not related to each other or to paid staff by blood or marriage.

Church members will recommend individuals to the Board for consideration as At-large Board candidates. The Board will interview candidates to determine a desire to serve. No candidates will be presented without their consent. The Board will present qualified candidates to members at the annual business meeting for election by majority vote. Upon election, lay Board members will serve for a term of three (3) years. There will be three annual classes of lay Directors so that approximately one-third (1/3) are up for election every year to maintain continuity and make for a smooth transition within the Board. With the exception of the Pastor, no Board member will serve for more than two (2) consecutive terms (a total of 6 years) without taking at least one year off before being eligible for re-election.

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Section 3. Without prejudice to the general powers outlined above, and subject to the same limitations, the Board will have the following duties and responsibilities:

- A. To establish governing principles, policies, and determining practices for the Church, including the creation and/or approval and maintenance of policies and procedure manuals, which will 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;
- B. To recommend the borrowing of money and incurring indebtedness on behalf of the Church and the cause to be executed and delivered for the Church's purpose and in the Church's name, promissory notes, and other evidence of debt and securities;
- C. To oversee legal, business, financial, and administrative affairs of the Church;
- D. To recommend to the members suggested objectives and church goals;
- E. To review and coordinate program plans recommended by church staff, organizations, teams, and committees;
- F. To evaluate program achievements in terms of church goals and objectives; and
- G. Conducting such other duties and activities as the Board may determine from time to time that are consistent with the Articles of Incorporation, Constitution, and these Bylaws, including those actions requiring a vote of the members.

The Board will annually appoint a Chairperson from among their lay members to work with the Pastor to set the agenda and facilitate Board meetings. The Board may delegate some of its authorities and duties to individual Directors, pastors, staff members, Deacons, committees, and others as long as the delegation does not breach its fiduciary duties to the Church. The Board may also invite the Chairpersons of the committees of the Church to be non-voting invitees to Board meeting whenever projects or programs in which their team/committee may be involved are to be considered.

Section 4. Vacancies on the Board because of death, resignation, removal, disqualification or any other cause will be filled by nomination and election by majority of the Board for the remainder of the term.

Section 5. Any Board member may at any time deliver a written notice of intent to resign to the Chairperson, which will be effective upon acceptance by the Board. Other than the Pastor whose removal is provided below, any Officer or Director may be removed at any time with or without cause when, in the sole judgment and discretion of the Board, by a three-quarter (3/4) majority of the Board that such individual should no longer serve on the Board. In the event any Director is so removed, a new Director may be elected by majority vote of the Board for the remainder of the term.

Section 6. A contract or other transaction between the Church and one or more of its Board Members, Pastors, Officers, Deacons, or family members thereof (hereinafter "Interested Party"), or between the Church and any other entity, of which one or more of the Church or its Board Members, Pastors, Officers, or Deacons are also Interested Parties ("Common Party"), or in which entity is an

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Interested Party has a financial interest – will be voidable at the sole election of the Church unless all of the following provisions are satisfied:

- A. The Church entered into the transaction for its own benefit;
- B. 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;
- C. Prior to consummating the transaction, or any part, the Board authorized or approved the transaction, in good faith, by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors, and with knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and
- D. Prior to authorizing or approving the transaction, the Board, in good faith, determined after reasonable investigation and consideration, that either the Church could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Church's tax-exempt purposes.

Common or interested Board Members may not be counted in determining the presence of a quorum at a meeting of the Board (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction. The Board may adopt additional Conflicts of Interest policies in addition to the above to provide full disclosure of material conflicting interests by Directors, Officers, Deacons, or employees. Such additional policies will permit the Board to determine whether a contemplated transaction may be authorized as just, fair, and reasonable for the Church. Notwithstanding the above, no loan will be made by the Church to any of its Board Members, Officers, Pastors, Deacons, or Members.

Section 7. No salary or compensation will be paid to any member of the Board in his capacity as Board Member, but nothing herein will be construed to preclude any Board Member from serving the Church in any other capacity and receiving reasonable compensation. Moreover, the Board member may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.

ARTICLE 6 – BOARD MEETINGS

Section 1. Regular meeting of the Board will be held at least monthly and at any place and at any time designated by the Board.

Section 2. Special meetings of the Board may be called by the Pastor or by a majority of the Board members for whatever purpose or purposes at any time. The transactions of any meetings of the Board however called and noticed and wherever held, will be valid as though at a regular meeting.

Section 3. Notice of the time and place and in the case of a special meeting the purpose of every meeting of the Board will be in writing and will be duly sent, mailed, or otherwise delivered to each Board Member not less than five (5) days before the meeting; providing that no notice of any regularly scheduled or adjourned meeting need be given.

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Section 4. One third (1/3) of voting Board Members present at the beginning of a meeting will constitute a quorum for purposes of transacting business at a meeting. Every action taken or decision made by a majority of the Board will be deemed to be the act of the Board Members.

Section 5. Any action required or permitted to be taken by the Board Members may be taken without a meeting, if all of the Board Members, individually, or collectively, consent in writing to the action. Such action by written consent will have the same force and effect as the unanimous vote of the Board Members. Such written consent or consents will be filed with the minutes of the proceedings of the Board Members.

Section 6. Members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means will constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record will be made of the action taken at such meeting, noting participation of those who were present by means of such communications equipment.

Section 7. 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 team, such as the Board may determine are necessary, which will have such powers and duties as will from time to time be prescribed by the Board. Except as otherwise provided by law, the Articles of Incorporation, these Bylaws, or by a Resolution of the Board, each Board team may not exercise the authority of the Board.

Section 8. Minutes of the meetings of the Board will be recorded and taken by the Secretary of the Board who will have custody thereof and be responsible for circulating copies to the Board members in a timely manner.

ARTICLE 7 – MINISTERIAL STAFF

Section 1. The Church will have a Senior Pastor (referred to in these Bylaws as the "Pastor") and Associate Pastor(s) as determined necessary by the Board. All ministerial staff will meet and maintain the Scriptural requirements of a pastor as outlined in I Timothy 3:1-7 and Titus 1:5-9.

Section 2. The duties of the Pastor will include, but not be limited to:

- A. Proclaim the gospel through preaching and teaching;
- B. Be responsible for the spiritual welfare of the Church;
- C. Minister to the congregation through visitation, contacts, counseling, and in times of personal crisis as appropriate;
- D. Serve as the administrative head of the Church as an ex-officio member of the Board and all committees, unless he delegates to another pastor, deacon, or staff member;
- E. Administer the ordinances of baptism and the Lord's Supper (or as delegated);

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- F. Have special charge of the pulpit ministry of the Church and provide for preachers and works to assist in special services and for pulpit supply, when he is temporarily absent.

Section 3. In the event of a vacancy in the position of Pastor, for whatever reason, the Board will create a Pastor Search Committee. Candidates for the Pastor Search Committee will be nominated by the Nominating Committee and elected by a majority vote of the members at a duly called business meeting. The Committee will appoint a chairperson and secretary from among their number and proceed with as little delay as possible. Candidates for Pastor will conform to the Scriptural qualifications outlined in these Bylaws. The members may inform the committee of any additional specific qualifications it desires in a candidate as well. The Committee will recommend a candidate consideration to the Church. Only one candidate will be nominated at a time and he must be voted upon by the Church before any other candidate can be considered. Voting will take place at a meeting called for that purpose with at least two (2) weeks' public notice given. Election will be by secret ballot, an affirmative vote of three-quarter (3/4) of the members present being necessary to constitute a call. The committee will inform the candidate of the voting results as soon as possible. Upon his call, a Pastor will serve for an indefinite period or until the earlier of his death, resignation, or removal.

Section 4. The Board of Directors, in consultation with the necessary committees, will specify a pastor's initial compensation at the time of his calling. The Pastor will recuse himself from any discussions and vote regarding his compensation. The Church will provide an adequate salary and such additional benefits as requested and approved by the Board in accordance with the budget. Such benefits may include but are not limited to: ministerial housing allowance, health insurance, continued education, pension, vacation time, and other special funds as needed for his ministry. The Church may also defray the costs of sending the Pastor to out-of-town conferences, conventions, or mission trips attended for the Church, as approved by the Board of Directors.

Section 5. An associate pastor, working under the general supervision of the Pastor, is responsible in assisting in leading the Church to function as a New Testament church. He will meet the same scriptural requirements of the Pastor. A job description for the specific position will be created by the Pastor and the Deacons. Associate pastors will be selected and removed in accordance with these Bylaws.

Section 6. Any pastor may at any time deliver a written notice of intent to resign to the Chairperson, which will be effective upon acceptance by the Board unless a different length of time is mutually agreed on by the parties. If any two (2) members (with preference to unrelated persons) have a grievance against a pastor, those members must present their grievances to the Board. If the conduct of the pastor is immoral or egregiously improper, the Board, in their sole judgment and discretion, may remove the pastor upon a three-quarter (3/4) majority vote of the Board members. This provision is to prevent disunity within the Church.

ARTICLE 8 – OFFICERS

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Section 1. The officers of the Church are President, Pastor, Clerk, Treasurer, Assistant Treasurer, Moderator, Vice-Moderator, Historian, Associational Lay Representative, Sunday School Director, Women's Missionary Union Director, Man-Up Ministries Director and such other officers as determined necessary by the Board. Except for the President, these officers will hold office for a tenure of one year, but may be re-elected without limitation or until their successors have been duly elected and installed. Any officer may hold a second office except for that of President.

Section 2. Except for the President, officer candidates will be nominated to the members by the Nominating Committee for election by majority vote of the members present and voting.

Section 3. The Pastor will simultaneously occupy the office of President of the Corporation and will be the Chief Executive Officer with all rights and powers attributed thereto and which the Board sets unless he delegates some of the duties to individual Directors, Deacons, or other staff. The President will absent himself from discussion and voting at Board meetings wherein his duties, powers, and salary are being voted on.

Section 4. Duties of Officers

- A. Clerk. The duties of Clerk are to keep minutes of all business meetings of the Church, to report admissions, transfers, and removals to the membership. The Clerk will keep an accurate and secure up-to-date roll of church members, and process requests for church letters, and transfers of membership. The Clerk will supply statistical data about the Church annually, as requested by the Mid-Tidewater Baptist Association, the Baptist General Association of Virginia and the Southern Baptist Convention.
- B. Treasurer. The duty of the Treasurer is to oversee the receipt, recording, and disbursement of all money given to the Church. The Treasurer, working closely with the Stewardship Committee, will report at each quarterly business meeting the financial report for the quarter. The Treasurer will co-sign all checks and review the monthly bank reconciliation. The Treasurer will also make an annual financial statement to the Church. The Treasurer's record will be audited annually. The Treasurer will work with the Stewardship Committee in preparing and presenting the annual budget.
- C. Moderator. It is the duty of the Moderator to preside over all business meetings.
- D. Historian. The duties of the Historian are to assist the church in collecting and maintaining accurate and complete written records of current and past historical events. The Historian helps the church understand and learn from its own history and also helps the church members understand and appreciate their larger heritage as Baptists.
- E. Associational Lay Representative. The duties of the Associational Lay Representative are to attend all executive committee meetings of the Mid-Tidewater Baptist Association, to be a voting representative of Newington Baptist Church, and to keep the church informed of vital issues involving the church and its relationship to the Association.
- F. Sunday School Director. The duty of the Sunday School Director is to be the administrative leader of this organization.

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- G. Women's Missionary Union Director. The Director of W.M.U. has general charge of the work of that organization. This organization helps carry out the program of mission study, mission action, and provides information regarding the work of the church and denomination in the area of missions. The W.M.U. promotes support for local, state, national and world missions through prayer, giving, and missions projects.
- H. Man Up Ministries Director. The Man Up Ministries Director has general charge over the work of that organization. This organization helps to carry out the program of mission study and mission action with emphasis on men. The Man Up Ministries promotes support for local and world missions through prayer, giving, and whenever possible, through sending of volunteers for missions projects.

ARTICLE 9 – FELLOWSHIP OF DEACONS

- Section 1. The duties of the Deacons are to serve in cooperation with the Pastor(s). They will give aid to such members of the congregation that may seek financial assistance, and endeavor through the church, to help them. They will act, along with the Pastor(s), as distributors of the Benevolence Fund. The duties of the Deacons, in cooperation with the Pastor, are to visit the membership of the Church, particularly the sick and distressed; to care for the members of the Church; to facilitate the distribution of the elements of the Lord's Supper; to facilitate the receiving of the offering of the Church; and to cooperate with the Pastor(s) in every department of Church work. They will commit to faithfully attend worship services, other appropriate activities and financially support the church with cheerful giving to glorify the Lord.
- Section 2. Deacons must meet and maintain the Scriptural qualifications for a deacon as stated in I Timothy 3:8-13. No candidate for Deacon will be nominated without his/her consent. A Deacon must also have been a member of the Church in good standing for at least one year prior to his/her nomination.
- Section 3. Nominations for candidates for the Fellowship of Deacons may be submitted by the congregation to the Chair of Deacons at least two (2) months prior to the annual business meeting. Deacon candidates will be elected by the members upon recommendation of the present Fellowship of Deacons, or its designee. Upon election, each candidate will be ordained by NBC unless the candidate in question has been ordained by another Baptist church of like faith and order. Upon his/her election, a Deacon will serve for a three (3) year term.
- Section 4. The Fellowship of Deacons will consist of up to eighteen (18) members but may be changed from time to time by the Deacons as determined by the needs of the Church. There will be three annual classes of Deacons so that approximately one-third (1/3) of the Deacons will be up for election each year to maintain continuity and make for a smooth transition within the Fellowship of the Deacons. No Deacon will serve for more than two consecutive terms (a total of 6 years) without taking at least one year off before being eligible for re-election. Each deacon, elected or re-elected is required to participate in an in-depth study of the office of a deacon led by the Pastor.

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Section 5. A vacancy on the Deacons because of death, resignation, removal, disqualification, or other cause may be filled by majority vote of the Deacons for the remainder of the term.

Section 6. Any Deacon may at any time deliver a written notice of intent to resign to the Chair of the Deacons, which will be effective upon acceptance by the Deacons. Any Deacon may be removed at any time with or without cause when, in the sole judgment and discretion of the Deacons, it is determined by three-quarters (3/4) vote of the Deacons that such individual should no longer serve as a Deacon. In the event any Deacon is so removed, a new Deacon may be elected by the Deacons for the remainder of that term.

Section 7. A deacon who has faithfully served the Church as deacon, and who no longer desires to be in active service, may, upon recommendation of the Fellowship of Deacons, be elected by the members as a Deacon Emeritus.

ARTICLE 10 – CHURCH OPERATIONS MANUAL

Section 1. The Church Operations Manual of Newington Baptist Church will provide the policies, procedures and/or other types of documentation (including, but not limited to: The Child Protection Policy, The Finance Policy, The Nursery Policy, Personnel Policy, and The Building Use Policy) that provide more specific and detailed information on how NBC will be operated not covered in the Constitution and Bylaws. The development of the Manual will be overseen by the Board, or its designees, with professional consultation and review. The manual will be maintained by the Church Administrative Assistant in the church office. The Board, or its designee, will review the manual at least annually, with the authority to recommend changes for the members to consider and vote on. However, any NBC member may recommend or initiate suggestions for changes in the Church Operations Manual to the Board for consideration.

Section 2. Suggested changes to the Church Operations Manual may be made at any business meeting by a two-thirds (2/3) majority vote of the members present and voting, but notice of the proposed amendment with a written copy of the proposed amendment will be given at any previous business meeting.

ARTICLE 11 – COMMITTEES AND TEAMS

Section 1. The Board may establish such other committees or teams (Standing and Special) as needed to assist them in the performance of their responsibilities. These teams or committees will function under the oversight of the Board but will continue to pursue their delegated responsibilities as defined by the Church and those tasks specifically delegated to them by the Board. The Standing Committees will be the Nominating, Stewardship, Personnel, Property Committees, and such other committees as determined from time to time by the Board. A Special team may not exist beyond the duration of one year without reauthorization by the Board.

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Section 2. The organization and responsibilities of each Standing and Special committee or team will be described more fully in the Church Operations Manual.

Section 3. Unless otherwise provided, the Nominating Committee will nominate individuals for seats on various committees for member approval at the annual business meeting. Unless otherwise provided, the members of each individual committee will appoint a chairperson for ratification by the Board.

ARTICLE 12 – NON-MINISTERIAL STAFF

Section 1. Non-ministerial staff, including office staff, function as servants in coming alongside of the ministerial staff and Church body to support them in ministry. It is the Pastor's responsibility to lead all staff in the direction that helps the Church accomplish its goals.

Section 2. The duties and responsibilities for all paid staff positions will be formulated by the Personnel Committee and approved by the Pastor and the Board.

Section 3. Selection and approval of non-ministerial staff will be the responsibility of the Pastor with the advice and consent of the Personnel Committee.

Section 4. Any staff member may at any time resign by submitting written notice of resignation to the Pastor. Any non-ministerial staff member may be terminated upon recommendation by a Pastor with the advice and consent of the Personnel Committee. Such terminations of staff may be reported to the members but does not need member approval.

ARTICLE 13 – FINANCIAL POLICIES

Section 1. An offering will be taken at each Sunday morning service for the general expenses of the church and for denominational causes. Other offerings may be taken as decided upon by the Board, in consultation with the necessary committees.

Section 2. The Board will select banks, trust companies, or other depositories in which all funds of the Church not otherwise employed will, from time to time, be deposited to the credit of the Church.

Section 3. The Stewardship Committee will prepare and submit an annual budget to the Church for approval at the annual business meeting every year. The proposed budget will indicate the amount needed and sought for all local and other expenses with an annual strategic plan. The Stewardship Committee will conduct or arrange for an annual review or audit of a type and nature they deem appropriate; however, every five (5) years, the Church will conduct either a review or audit by an outside auditor.

Section 4. All funds received for any and all purposes will pass through the hands of the Treasurer, or his/her designee, and be properly recorded on the books of the Church. A system of accounting for handling of all funds will be the responsibility of the Stewardship Committee.

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Section 5. All checks or demands for money and notes of the Church will be signed by such officer or officers or such other persons as the Board may from time to time designate. Any check over the amount of five thousand dollars (\$5,000.00) will require two authorized signatures from two disinterested Directors, Officers, or individuals designated by the Board.

Section 6. The Board, in consultation with the necessary committees, will have the power to fix, and from time to time to change, the fiscal year of the Church. Accurate records will be kept by all organizations of the Church and report made on the fiscal year basis. All funds handled by any and all organizations will be reported to the Board.

Section 7. The President and the Board Chairperson can sign contracts to bind the Church once approved by the Board or according to its procedures. However, the Board may authorize any officer or officers, agent or agents of the Church, in addition to these two officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Church, including real estate transactions once proper approval has been sought and obtained. Such authority may be general or confined to specific instances. All contracts for major services or expenditures should be reviewed by a competent attorney.

Section 8. The Board may establish on behalf of the Church any endowments for the general purposes or for any special purposes of the Church.

Section 9. The Church may accept any designated contributions, grant, bequest, or devise consistent with its general tax exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes, or uses as approved by the Board, and such designations generally will be honored. However, the Church reserves all rights, title, and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any funds (including designated contributions) to assure that such funds will be used to carry out the Church's tax-exempt purposes.

Section 10. The Board will establish procedures to receive and disburse by check all funds allocated to them in the Benevolence Fund. It will be the duty of the Board, or a designated Benevolence Team of Deacons, to determine needs of the congregants or others in the community as they arise. The Benevolence Team will examine the need of the recipients of these designated funds.

Section 11. The Board may authorize in writing any officer(s) or agent(s) of the Church to enter into any partnerships or joint ventures or create auxiliary corporations or limited liability companies that the Board determines will advance the religious purposes and goals of the Members as described herein and not violate the Church's tax-exempt status.

Section 12. Neither officers nor agents of the Church may purchase or sell real or personal property on behalf of the Church unless authorized by the Board and in

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cases of real property, the members according to these Bylaws. Any borrowing of money must be approved by the Board and the members according to these Bylaws.

ARTICLE 14 – SETTLEMENT OF DISPUTES WITHIN OR AGAINST THE CHURCH

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

Any dispute between a member and the Church, or its agents in their representative capacity, will be resolved through Christian Conciliation. Christian mediation should be attempted but if it does not resolve the dispute then legally binding Christian Arbitration will be employed by the Board or individuals selected by the Board in accordance with the Rules of Procedure for Christian Conciliation found at www.Peacemaker.net. A decision will 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 will be the county and state where the church is located and Virginia law will apply to the dispute. Members, pastors, staff or third party vendors/contractors will understand that these methods will 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 15 – INDEMNIFICATION

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

ARTICLE 16 – AMENDMENTS

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Section 1. Any proposed change in these Bylaws will be referred to the Fellowship of Deacons for study and recommendation to the Board of Directors. The Board will present the Deacons' recommendations to Church at the next business meeting; however, the Deacons' recommendations are not necessarily binding upon the members. Notice of the proposed amendment with a written copy of the proposed amendment and the Deacon's comments will be given in a previous business meeting. These Bylaws may be amended at any business meeting by a two-thirds (2/3) majority vote of the active members of NBC present and voting with at least a 14-day notice prior to the next business meeting.

Section 2. For a complete revision of the Constitution and Bylaws, a special committee of at least five (5) persons will be appointed by the Board of Directors.

I, the undersigned Clerk of Newington Baptist Church do hereby certify that the above Constitution and Bylaws were adopted on 9-23-2018 by the members at a duly called meeting and that this Constitution and Bylaws are current and in operation as of that time.

Mary J. Young
Church Clerk

9-23-2018
Date