

**BY - LAWS
OF
JEFFERSONTON BAPTIST
CHURCH**

Adopted February 15, 2021

Jeffersonton Baptist Church, Incorporated
BYLAWS
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Jeffersonton Baptist Church, Incorporated - BYLAWS

Article I. MEMBERSHIP

Section 1. GENERAL

This is an autonomous and democratic Baptist Church under the sovereign Lordship of Jesus Christ. The membership retains unto itself the right of exclusive self-government in all phases of the spiritual and temporal life of this Church.

Section 2. CANDIDACY

Any person may offer themselves as a candidate for membership in this Church. Subsequent to an interview with the Pastor, or if the Church is without a Pastor, the Deacons, all such candidates shall be presented to the Church at any regular worship service for membership in any of the following ways:

1. by profession of faith and baptism.
2. by promise of a letter from a church of like belief; or
3. by restoration upon a statement of prior conversion experience and baptism by immersion.

All present members of the unincorporated entity known as the Jeffersonton Baptist Church shall, upon incorporation and agreeing to the Articles, Constitution and Bylaws of the new Church corporation, become active members of this Church. No member of this Church, nor any officer, nor 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. Members of the incorporated entity known as the Jeffersonton Baptist Church Inc. shall include all members listed on the Church roll as of November 1, 2006 and all future members who are received and voted on by the membership and thus added to the Church roll. In order to hold any leadership/teaching position at the Church, individuals must be active members of the entity.

Section 3. CATEGORY OF MEMBERSHIP

The permanent Church roll shall be divided as follows:

- A. Active
- B. Inactive
- C. Former

The membership list will be reviewed by the Pastor, Clerk, and a Deacon at a minimum of every five years.

A. Active Member: All persons received into membership of the Church and remain active in accordance to our Constitution and Bylaws will have full rights and privileges except as specified below. Any active member unable to attend due to work assignment (including military deployments), medical condition, or educational pursuits shall be considered an active member while the above-mentioned exceptions exist.

B. Inactive Member: Members who evidence no interest in the Church by attendance, communication, or contribution for one (1) year or longer may be classified as inactive members by the recommendation of the Board of Deacons to be voted on at any business meeting. Inactive members have neither voice nor vote in Church affairs and may not hold office. At least one Deacon and the Pastor shall contact each inactive member, counsel them, and seek to restore them to active fellowship. People whose names are on the inactive list are not to be counted as members on any official report of our membership, Determination of a Quorum, and accordingly they are not entitled to vote in any business meeting of the Church. An inactive member may be restored to active membership by recommendation of the Board of Deacons.

C. Former Members: Are Members who have Died or Moved their Membership to another church by official letter of membership transfer. They have no voice in Church business.

Section 4. VOTING RIGHTS OF ACTIVE MEMBERS

Active members, 18 years of age and above, who are not under Church discipline have equal rights of voting in the decisions of this Church. Voting by proxy is prohibited.

These members shall have the right to vote on the following matters:

- A. Annual budget of the Church and any changes in the budget that may come up during the year.
- B. Election of the Board of Directors, Deacons, Officers, and other Leaders as designated below.
- C. Disposition of all or substantially all of the Church's assets.
- D. Merger or dissolution of the Church.
- E. Acquisition or sale of real property and related indebtedness.
- F. Call or removal of the Senior Pastor or other Pastoral staff.
- G. Amendments to the Articles of Incorporation, Constitution or Bylaws of the Church; and any other major event or decision as designated by the Board of Directors.

Section 5. TERMINATION OF MEMBERSHIP

Membership shall be terminated in the following ways:

- (1) death.
- (2) upon request for a transfer of letter to another church; or
- (3) exclusion by action of the Board of Deacons at a meeting following Biblical guidelines (Matthew 18:15-17; 1 Corinthians 5 and 6; Proverbs 25:8-10).

Should a member become an offense to the Church and its good name by reason of immoral or un-Christian conduct, or by persistent breach of its covenant vows, the Board of Deacons may discipline the member or terminate membership, but only after due notice and hearing, and after faithful efforts have been made to bring such a member to repentance.

Section 6. CHURCH DISCIPLINE AND RESTORATION

It shall 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 shall 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. The Pastor(s), Deacons and Members are available for counsel and guidance to the aggrieved members. The Church will look to the Pastor(s)/Deacons for the effective functioning and discipline of its members according to the Biblical mandates noted. All Church discipline shall follow the due process, informed consent and procedures set forth in the Biblical mandates noted. Any discipline will require three-fourths (3/4) majority vote by the Board of Deacons after the hearing/meeting with the accused member.

Members dismissed by the Church shall be restored to full membership privileges by the Church according to the spirit of 2 Corinthians 2:7-8 when their conduct is judged by the Church to be in accordance with the Statement of Faith and Biblical repentance as referenced in scripture.

Article II. CHURCH COUNCIL

Section 1. Composition of the Council.

The Church Council shall be composed of the Senior Pastor, the Sunday School Director, Chairman of the Deacons, Director of the WMU, Coordinators of the Youth and Music Ministries, the Treasurer, Clerk, and three (3) members-at-large to be elected from the Church body during the July business meeting. Standing Council members shall have no limited term. The three members at large shall serve for a three-year term. Every third year one of the members-at-large will be selected; this will maintain continuity and make for smooth transitions within the Council. No member-at-large shall serve for more than three (3) years; once he/she takes a year off, he/she can be reelected. If one member should hold two (2) positions, then a representative from that particular group should attend the Council meeting. The Chairpersons or Heads of Church committees/teams, ministries and organizations shall be invited to the Council meetings whenever projects or programs in which they may be involved are to be considered, for example, preparation of annual Church calendar. Other than the general powers listed below, the primary functions of the Council shall be:

- A. To recommend to the congregation objectives and Church goals.
- B. To review and coordinate program plans recommended by Church officers, organizations, teams, and committees.
- C. To recommend to the congregation the use of leadership, calendar time, and other resources according to priorities to avoid conflicts in the use of Church facilities.
- D. To evaluate program achievements, terms of Church goals and objectives.
- E. To nominate candidates for all Church and Sunday School offices and committees unless otherwise indicated at the July business meeting to be voted to take effect on September 1 (beginning of the Sunday School year).
- F. The Council shall engage an outside agent for the purpose of reviewing/auditing the Church books on a yearly basis in sufficient time to make an audit report to the Church at the April Business Meeting.

Section 2. Vacancies on the Council.

A vacancy on the Council because of death, resignation, removal, disqualification, or any other cause shall be filled by election by a majority of the Council for the remainder of the term and approved by the Church membership. Any Council member may at any time deliver a written notice of intent to resign to the Senior Pastor, which shall be effective upon acceptance by the Council. Other than the Senior 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 Council, it is so recommended by 3/4 of the Council and then determined by a majority vote of the Members at a duly called meeting that such Council Member should no longer serve on the Council. In the event any Director is so removed, a new Director may be elected by majority vote to fill the vacancy at that same meeting or a meeting called for that purpose.

Section 3. Conflicts of Interest Policy.

The Council shall adopt a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by Council Members, Deacons, Officers, Directors, or employees. This Policy shall permit the Council to determine whether the contemplated transaction may be authorized as just, fair and reasonable to the Church.

Section 4. Meetings/Quorum of Council.

The Council shall meet quarterly, or as often as necessary. One simple majority of voting Council Members present at a meeting shall constitute a quorum (half plus one) for purposes of transacting business at a meeting. Every action taken or decision made by a majority of the Council shall be deemed to be the act of the Council Members.

Section 5. Council Committees/Teams.

The Council, by majority vote of all members in office, may appoint two (2) or more persons from among its number to serve as special Council committees, such as the Council may determine is necessary, which shall have such powers and duties as shall from time to time be prescribed by the

Council, except as otherwise provided by the Articles of Incorporation, these Bylaws, or by a resolution of the Council. No Council Committee may exercise the authority of the Council except as otherwise provided by the Articles of Incorporation, these Bylaws, or by a resolution of the Council.

Article III. BOARD OF DIRECTORS OF JEFFERSONTON BAPTIST CHURCH, INCORPORATED

Section 1. Composition of Board of Directors.

The Board of Directors shall be composed of the Senior Pastor, a Deacon as elected by the Board of Deacons, Church Treasurer and Church Clerk and another Board Member-at-Large elected by the Church. The primary functions of the Board of Directors shall be:

- A. To oversee legal, business, financial and administrative affairs of the Church.
- B. The Board shall have no power to buy, sell, mortgage, lease or transfer any property over \$10,000, without a majority vote of the Church members present at any business meeting.
- C. It shall be the function of four of the five Board designees (Senior Pastor, Church Treasurer, Church Clerk, the appointed Deacon, and one Board Member-at-Large elected by the Church) to affix their signatures to legal documents where signatures of an Officer and/or Director are required.
- D. Other powers and duties assigned by the Church membership and needed for the orderly administration of the Church.

Section 2. General Powers.

The corporate powers of the Church shall be exercised by or under the authority of the Board. The powers, business and property of the Church shall 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 members cannot unanimously agree, then the decisions will be made by majority vote of at least seven Council members present and voting at that meeting, the Senior Pastor, who shall be recognized as the final authority to oversee the spiritual affairs of the Church, will be the tie breaking vote if that case ever arises. The Board of Directors shall carry out the duties as directed by the Council subject to approval by the Church.

Section 3. Vacancies on the Board.

A vacancy on the Board because of death, resignation, removal, disqualification, or any other cause shall be filled by election by majority of the Board for the remainder of the term and approved by the Church membership. Any Board member may at any time deliver a written notice of intent to resign to the Senior Pastor, which shall be effective upon acceptance by the Church Council. Other than the Senior Pastor whose removal is provided for in Article IV, Section 1, any Officer or

Director may be removed at any time with or without cause when, in the sole judgment and discretion of the Board, it is so recommended by three quarters (3/4 of the Church Council and then determined by a majority vote of the Church members at a duly called meeting that such Board Member should no longer serve on the Board. In the event any Director is so removed; a new Director may be elected by majority vote to fill the vacancy at that same meeting or a meeting called for that purpose. When the Church is without a Senior Pastor, the chairman of the Board of Deacons should act in his place according to Article IV, Section 2.

Section 4. Transactions with Interested Parties.

A contract or other transaction between the Church and one or more of its Board Members, 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, Deacons, are also Interested Parties, or in which entity is an Interested Party has a financial interest - shall be voidable at the sole election of the Church unless all the following provisions are satisfied:

- A. The Church entered the transaction for its own benefit.
- B. The transaction was fair and reasonable 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(s), 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. No loan shall be made by the Church to any of its Board Members, Deacons or Members.

Section 5. Conflicts of Interest Policy.

The Board shall adopt a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by Board Members. This Policy shall permit the Board to determine whether the contemplated transaction may be authorized as just, fair, and reasonable to the Church.

Section 6. No Compensation for Directors.

No salary or compensation shall be paid to any member of the Board in his capacity as Member of the Board, but nothing herein shall be construed to preclude any Board Member from serving

the Church in any other capacity and receiving reasonable compensation. Moreover, the Board member may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.

Section 7. Meetings/Quorum of Board.

The Board shall meet quarterly, as often as necessary, or as required by the laws of the Commonwealth of Virginia. One simple majority of voting Board Members present at a meeting shall constitute a quorum (half plus one) for purposes of transacting business at a meeting. Every action taken or decision made by a majority of the Board shall be deemed to be the act of the Board Members.

Section 8. Manner of Acting.

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

Section 9. Participation by Conference Telephone, or other real time visual communication platform.

Upon request, members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, or other real time visual communication platform.

a written record shall be made of the action taken at such meeting, noting participation of those who were present by means of such communications equipment.

Section 10. Contracts.

The Board may approve in writing any officer or officers, agent or agents of the Church, in addition to the 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. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Church to any contract or any engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 11. Partnerships, Joint Ventures, LLCs, and Auxiliary Corporations.

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

Article IV. CHURCH OFFICERS

Section 1. SENIOR PASTOR

A. Duties.

The Pastor is responsible for leading the Church according to the teachings of the Holy Scriptures and the Articles of Faith of this Church's constitution. He will serve as an ex-officio member of all committees. The Pastor will lead the congregation, the organizations, and the Church officers in performing their tasks. The Pastor is the leader of worship, proclamation, education, and pastoral ministry.

B. Selection.

A Pastor shall be chosen and called by the Church whenever a vacancy occurs. A pulpit committee nominated and approved by the Church at a called business meeting will seek out a suitable pastor. Said committee shall consist of no less than five (5) members, two (2) of whom must be deacons of the Church. The committee shall bring to the consideration of the Church only one man at a time. The candidate shall preach two (2) Sundays within a month's time, if feasible. Election shall be by secret ballot, by an affirmative vote of 3/4 of the quorum of ~~60~~15 active members, composed of all Board of Directors, all deacons and any member 18 years of age present & voting in accordance with our Bylaws and Constitution, during a specially called business meeting following the second Sunday worship service when the candidate has preached .

C. Tenure/Termination.

The Pastor, thus elected, shall serve until the relationship is ended by his request or at the request of the Church. If a Pastor tenders his resignation, a month's notice will be given by the Pastor before ending the relationship.

If the Church asks for the Pastor's resignation, he shall be placed on immediate administrative leave with pay. Depending upon the circumstances, a severance pay of at least 30 days may be given.

The decision to dismiss the Pastor is determined by the Church. The process for this decision is as follows:

1. A special meeting is called by the Deacons and with a 3/4 majority vote for dismissal, the Deacons will give the congregation a 2-week notice where a special congregational meeting will be called.
2. This congregational meeting shall be held on a Sunday. Dismissal requires a minimum affirmative vote of 3/4 of the quorum of 15 active members, composed of all Board of Directors, all deacons and any member 18 years of age present & voting in accordance with our Bylaws and Constitution, is required with a 3/4 majority vote by secret ballot.

Section 2. BODY OF DEACONS

A. Qualifications:

No one should be elected to this place of service unless he is willing to commit himself to the high standard of consecration and service as set forth in Scripture. (1 Timothy 3:1-13)

Each Deacon is expected to cooperate with the Church and the Pastor, being loyal and faithful to the entire Church program, attending worship services, prayer services, and being a good steward of his time, abilities, and money. The Deacons, in general, shall be moral elders and examples to others of Christ-like conduct.

B. Duties:

The duties of the Body of Deacons shall be in accordance with the meaning of work and the practice of the New Testament. (1 Timothy 3) The Deacons are to be servants of the Church. They serve with the Pastor in performance of his pastoral ministries as follows: proclaiming the gospel to believers and unbelievers; caring for the Church members, other persons in the community, and especially the sick, bereaved, needy and aged; and encouraging the Church to engage in regular worship, witness, Christian training, ministry, and fellowship. They shall serve as a general pulpit supply committee to assist the Pastor, act upon his recommendations, and assist in the Ordinances of the Lord's Supper and Baptism. They shall participate in and encourage a systematic program of evangelistic visitation by the Church.

The Deacons shall assist the Pastor in encouraging all members of the Church to be active in the work of the Church, the denomination, and in striving to build up the membership of the Church. The Deacons shall by majority vote elect a Chairman for a three (3) year term. In the absence of the Pastor, or when the Church is without a Pastor, the Chairman of the Body of Deacons shall be considered as the Leader of the Church. The Deacons shall meet whenever the Chairman, or the Pastor, deems it advisable (but at least once a quarter).

C. Organization:

The Deacon Body shall consist of ordained men, who will serve on a rotating basis of 3 years active and 1 year inactive (when applicable). Nominations from the Body for consideration of election of a Deacon shall come before any Church business meeting. The Body of Deacons shall elect its own officers. New Deacons are elected as openings occur in the Body for the following reasons:

1. Death
2. Incapacity
3. Resignation from membership of the Church
4. When placed on a non-resident roll
5. At his own request (due to personal circumstances)

6. When a Deacon so conducts himself that he brings reproach upon the cause of Christ and the Church, the Deacons will handle the situation with Christian love, and as a last resort, will recommend to the Church that he be dismissed from the membership. The Church will take action as it considers wise as stated in Matthew 18:15-17.

Inactive Deacons are eligible for reelection to the Body as openings occur.

Section 3. EDUCATIONAL LEADERS

There shall be a Sunday School, divided into departments and/or classes for all ages and conducted by a Director, for the study of God's Word. Sunday School is to be conducted each Sunday morning. The Sunday School shall be the basic organization for the Bible teaching programs of the Church.

The Sunday School Director will be nominated by the Church Council and elected by the Church at the July meeting and shall coordinate, supervise, and promote development of Sunday School. The Sunday School Director shall serve for a term of three (3) years.

The Assistant Sunday School Director will be nominated by the Church Council and elected by the Church at the July meeting and shall assist with all duties and carry out all duties in the absence of the Director. The term of office will be three (3) years.

The Vacation Bible School Director and two (2) assistants shall be elected no later than the January business meeting and shall coordinate the Vacation Bible School program for the Church for the following summer. The term will be for two (2) years.

The Sunday School teachers will be nominated by the Church Council and elected by the Church at the July meeting and assume their duties on the first Sunday in September. They will serve a term of two (2) years. All Sunday School officers and teachers must be active members of the Jeffersonton Baptist Church, Inc.

Section 4. CLERK

The Clerk shall be elected at the July meeting and shall take office in September. The Clerk shall serve for a term of three (3) years.

The duties of the Clerk shall be to keep a correct roll of Church membership and the addresses of the members; to keep accurate minutes of all Church business and Board/Council meetings, and to present these at the succeeding Church meeting for approval; to prepare the Annual Associational Letter of the Church; to conduct the correspondence of the Church; to keep on file all written reports of the Church officers and standing committees; to compile a report concerning activities of all committees at the Annual Church Meeting; and to perform such other duties as may be assigned by the Church.

Section 5. TREASURER

The Treasurer shall be nominated by the Church Council and elected at the July meeting and shall take office in January. The Treasurer shall serve for a term of three (3) years.

The Treasurer shall pay all bills authorized by the Church, keep an accurate account of receipts and expenditures, and make an itemized report on the financial condition of the Church at each quarterly meeting. At the October meeting, the annual budget for the coming year will be presented by the Treasurer, as proposed by the Finance Committee, to be voted on at the January meeting.

The Treasurer shall at the directions of the Church Body have authority and is the responsible agent to assume any duties related to the financial operations of the Church including, but not limited to, open and closing of any financial accounts associated with the Jeffersonton Baptist Church. At special services, monies will be collected and secured by the Pastor, Treasurer, or any member of the Counting committee to be added to the following Sunday's deposit.

Section 6. ASSISTANT TREASURER

The Assistant Treasurer shall be nominated by the Church Council, elected at the July meeting, and take office in January serving a 3-year term. The Assistant Treasurer shall have authority to act for and assist the Treasurer including paying bills and shall be listed as a signer on all Church deposit accounts. She/He shall also serve on the Finance Committee.

The Assistant Treasurer shall receive from the Counting Committee all donor envelopes, copies of all checks, or itemized spread sheet and a copy of the deposit receipt/s in the same week the Collection is counted.

The Assistant Treasurer shall record individual donor contributions and provide individual annual records of contributions not later than January 31. Assistant Treasurer shall also e-mail amount/s to the Church Secretary for bulletin information and totals to Treasurer (amount/s) donated to Budget Income, Building fund, or other Designated income each week, not later than Thursday.

*Other duties include sending letters to non-church member donors thanking them for their gift: In memory of, etc., and to the family member/s so they may send a thank you to the donor if so desired.

Section 7. CHURCH STAFF

Additional staff as may be needed shall be recommended by the Senior Pastor, in counsel with and approved by the Council. The position shall be approved by the Church as a budgeted item at a business meeting. Such persons shall work under the supervision of the Senior Pastor.

Section 8. ASSOCIATE PASTOR

The Senior Pastor, from time to time, shall determine the number, identity as well as various responsibilities of associate pastors. The Senior Pastor shall recommend the position to the Council who shall approve by 3/4 majority vote and if approved submit to the members for approval which

will also require a 3/4 majority vote of the members present and voting at a duly called Church meeting.

The Senior Pastor shall retain the primary authority and discretion to recommend the removal of any Associate Pastor for any reasonable cause to the Body of Deacons. The Body of Deacons shall by majority vote have the authority to hire and terminate associate pastors. The associate pastor(s) shall be supervised by the Senior Pastor. The pastors may be ex-officio members of standing committees/teams within their respective areas of responsibility and/or as designated by the Senior Pastor.

Article V. STANDING COMMITTEES/AUTONOMOUS COMMITTEES AND MINISTRY TEAMS

Section 1. IN GENERAL

- A. The Church Council shall create such other teams and committees to carry out the work of the Church as they shall deem necessary. These teams or committees will function under the oversight of the Council or designated ministry staff and will undertake those tasks specifically delegated to them.
- B. The Standing Committees of the Church shall be as follows: Church Property and Parsonage Committee, Kitchen Committee, Music Committee, Youth Committee, Finance Committee, Altar Committee, Communications Committee, and Autonomous Cemetery Committee.
- C. These Committees and their Chairpersons shall be nominated by the Church Council and voted on at the July meeting, to take office at the beginning of the new Church year, September 1, for a two (2) year term. Each Committee shall make an oral report at each regular Church meeting and a written report at the January meeting. All Committees must keep written records of every meeting held.
- D. The Ministry Teams shall include but not be limited to WMU and Baptist Men, Children's Church and Little Angels.
- E. These teams and committees shall present anticipated annual budget needs to the Finance and Budget Committee by September 1.
- F. No relative of a staff member, by blood or marriage, shall cast a vote on any committee making decisions affecting the related staff member.
- G. A quorum of any committee or team shall be required for committee action or decision. A majority of the committee or team membership shall constitute a quorum.
- H. The Pastor and the Associate Pastor will be non-voting ex officio members of all committees.

Section 2. CHURCH PROPERTY AND PARSONAGE COMMITTEE

The Church Property and Parsonage Committee shall consist of at least five (5) members. This Committee shall oversee the Church buildings, parsonage buildings and grounds and shall report to the Church any repairs or alterations necessary or advisable in the buildings. The Committee shall have the authority to spend one half their annual budgeted amounts without going before the Council.

Section 3. KITCHEN COMMITTEE

The Kitchen Committee shall consist of at least three (3) members (when applicable). The Committee is responsible for ordering adequate supplies and shall maintain a written record of supplies. The Committee may spend the yearly budgeted amount to purchase needed supplies; the Finance Committee must approve any amount above this. Individual members or Church groups who wish to utilize the Fellowship Hall kitchen must notify the Kitchen Committee of supplies and equipment intended to be used.

Section 4. MUSIC COMMITTEE

The Music Committee shall consist of the coordinator, organists, pianists, and choir directors of the Church. This Committee shall have responsibility for upkeep of all musical instruments of the Church. The Committee shall work with the Pastor on regular and special music programs. The Committee may spend the yearly budgeted amount to purchase needed supplies; the Finance Committee must approve any amount above this.

Section 5. YOUTH COMMITTEE

The Youth Committee shall consist of a Coordinator, two (2) Directors (when applicable), and Volunteer Assistants, who will be responsible for the teen's and children's youth groups. This Committee is responsible for planning, scheduling, and carrying out activities related to youth.

Section 6. FINANCE COMMITTEE

The Finance Committee shall consist of five (5) members, three (3) of which shall be the Chairman of the Church Council, the Treasurer, and the Assistant Treasurer, and two (2) members-at-large to be nominated by the Church Council, to be elected at the July meeting.

The Finance Committee shall prepare a budget proposal to be presented to the membership by the Treasurer at the October business meeting.

Section 7. ALTAR COMMITTEE

The Altar Committee shall consist of at least two (2) members (when applicable). Their duties shall be, but not limited to, the preparation of communion and preparation for all baptisms.

Section 8. CEMETERY (AUTONOMOUS) COMMITTEE

The Cemetery Committee is a self-sufficient committee which is independently funded for perpetual upkeep to maintain the cemetery. The Chairman is appointed by the church body at a regular business meeting with no term limit and may appoint additional members as needed to oversee the operations of the Cemetery.

Section 9 WOMEN'S MISSIONARY UNION (WMU)

Women's Missionary Union shall be the mission education, mission action, and mission support organization of the Church for women, young women, girls and preschool children. Its tasks shall be to teach missions, engage in mission action, support world missions through praying and giving, and provide and interpret information regarding the work of the Church and denomination. Women's Missionary Union shall have such officers and organizations, as the program requires.

Section 10 BAPTIST MEN

Baptist Men shall be the mission education, mission action, and mission support organization of the Church for men, young men, and boys. Its tasks shall be to teach missions, engage in mission action, support world missions through praying and giving, and provide and interpret information regarding the work of the Church and denomination. Baptist Men shall have such officers and organizations as the program requires.

Section 11. COUNTING COMMITTEE

All funds received for any and all purposes shall be given to the Counting Committee. The Counting Committee shall be composed of at least two (2) Counting Teams. Each team shall be composed of at least two (2) persons. The Counting Committee shall count all monies and checks, fill out deposit tickets, make timely deposits to bank/banks as approved by the Church, and provide the Treasurer appropriate information as provided in Article IV, Section 5, paragraph 2. The Counting Committee will count the collections on Sundays at the church on a rotating basis as directed by the Church.

Section 12. FELLOWSHIP HALL RENTAL

The rental of the Fellowship Hall and scheduling shall be under the oversight, of a Deacon elected by the Board of Deacons, and the Church Secretary will keep a calendar of all scheduled events, and activities, and record of all contracts, payments, and donations.

Section 13 COMMUNICATIONS COMMITTEE

The Communications Committee is composed of individuals with knowledge, experience, and/or aptitude in current communication technology relating to computers, electronics, audio/visual programs, software platforms and web / internet-based services.

The Communications Committee shall: Update the website; provide technical support for online

transmission of all public services and remote access support for business meeting and other services deemed appropriate by the Pastor and Deacons. Public Forums (such as Facebook, YouTube, or other similar electronic forums) shall be monitored and maintained by the Communications Committee.

The Communications Committee shall coordinate with the Pastor, Secretary, and the Music Chairman to advertise, as requested, for special events, and routine services. The Communications Committee will negotiate with outside vendors for hardware and software, system support, and maintenance relating to anything needed to provide AV services for in Church Services and remote events, including but not limited to Sound System, Internet Streaming equipment, internal network, all dependent infrastructure, and computing devices.

ARTICLE VI. CHURCH MEETINGS

Section 1. Regular Business Meetings

Regular business meetings shall be held on the third Monday of January, April, July, and October, unless otherwise notified. Notice of all business meetings shall be given the membership two (2) Sundays prior to the meeting.

At the July meeting, the Church Council shall present a slate of Sunday School teachers, Committee members and Chairpersons, members at large, and any officer whose term is expiring to be elected for a two-year term unless otherwise the term is denoted. A “member-at-large” shall serve for a three-year term with only one member being replaced per year. Nominations will be accepted from the floor.

At the October meeting, the budget for the coming Church year shall be presented by the Treasurer.

Section 2. Special Business Meetings

A special business meeting may be called by the Church Council, Pastor or Deacons to consider special matters at any time. They shall be announced two (2) weeks in advance by notice in the Church bulletin or other means of contact, unless otherwise deemed necessary by the Church Board or Church Council, in which case, a special meeting can be called as soon as feasible. The agenda shall be restricted to only such business as appears in the call of the meeting.

Section 3. Quorum and Alternate Real Time Meeting Participation.

An attendance of fifteen (15) members, aged 18 years old and over, shall constitute a quorum, However, if a quorum cannot be satisfied within 15 minutes from set start time of meeting, the business meeting will be rescheduled for a date and time certain at that time. Those active members in good standing present at the start of the duly rescheduled business meeting shall constitute quorum for the purpose of transacting business.

In consideration of a Quorum, participation by Conference telephone, or other real time visual communication platform supported by the church software is permitted, if requested by a Church Member no less than the Friday prior to the meeting.

Those members participating via alternate real time communications may participate in a meeting shall constitute presence in person at such a meeting.

When a meeting is conducted via alternate real time communications. A written record shall be made of the action taken at such a meeting, noting participation of those who were present by means of alternate real time communications. The minutes should identify when they logged into and out of the meeting. It is the responsibility of the member to maintain audio communication at all times during the meeting.

Section 4. Parliamentary Law

The latest edition of Roberts' Rules of Order (revised) is adopted as authority for the parliamentary rules of procedure for all business meetings of the Church, deacons, and committees. A call for voting may be requested on any issue.

Section 5. Moderator

The Moderator and/ or Vice Moderator shall preside at all business meetings. In the absence of either, the Pastor or Chairman of Deacons shall act as Moderator. The Moderator and Vice Moderator shall be elected at the July meeting and serve for a two (2) year term (when applicable).

ARTICLE VII. FINANCIAL POLICIES

Section 1. Financial Plan

The Finance and Budget Committee shall prepare and submit to the Church for approval an inclusive budget, indicating by items the amount needed and sought for all expenses. Offering envelopes will be provided for the members' use. It is understood that membership in this Church involves financial obligation to support the Church and its causes with regular tithes and offerings.

Section 2. Accounting Procedures

All funds received for any and all purposes shall be given to the Counting Committee. The Treasurer shall oversee receipts, disbursements, and maintenance of Church records. The Treasurer or Assistant Treasurer shall be responsible for signing checks. The Treasurer shall make a report to the Church at each quarterly business meeting. A system of accounting that will adequately provide for the handling of all funds (except for the Cemetery Fund which is handled by that Autonomous Committee) shall be the responsibility of the Treasurer and Assistant Treasurer.

Section 3. Fiscal Year

The Church fiscal year shall begin on January 1st and end on December 31st unless changed by the Council.

Section 4. Checks/Credit Card

All checks or demands for money in notes of the Church shall be signed by the Treasurer or Assistant Treasurer. The Church credit card receipts will be given to the Treasurer. Use of the Church credit card is limited to the Pastor or specific designees for official Church business.

Section 5. Gifts and Contributions

The Council may accept on behalf of the Church any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Church. Any endowment for the general purpose or for any special purpose of the Church will be approved by the Council.

Section 6. Annual Review and Compensation

On a yearly basis, the Church will approve or disapprove the compensation package for the Pastor or other employees as presented by the Finance Committee at the Annual Business Meeting.

Section 7. Designated Contributions

The Church may accept any designated contribution, gift, and bequest or devise provided it is consistent with the Church's:

- A. Mission and spiritual priorities as determined from time to time by the Council,
- B. Budget process and fiscal restrictions,
- C. Full ownership and control of the funds or assets, and
- D. Tax exempt purposes as set forth in the constitution.

As so limited, donor designated contributions will be accepted for special funds, purposes or uses, and such designations will generally be honored, but do not have to be so honored at the full discretion of the Church. The Church shall reserve all rights, title, and interests in and to the control of such contributions as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. When the Church is unable to honor a designation, the Church may contact the donor to change his or her designation or return the contribution to the donor, all of which is in full discretion of the Church.

Section 8. Benevolence Fund

Consistent with Biblical teaching to share with those in need, the Church has an establish a benevolence fund to meet material and financial needs of its members and others. The Pastor or the Deacons will administer this fund in accordance with those in need.

Section 9. Budget and Strategic Plan

There shall be an annual members' meeting at which an annual budget and annual strategic plan are approved by a simple majority vote of the quorum present at that meeting, no more than three (3) months prior and no less than three (3) months after the start of the fiscal year as defined above.

ARTICLE VIII. SETTLEMENT OF DISPUTES

Section 1. Christian Conciliation Rules and Procedures

In any dispute arising between or among Church members, pastors, or staff, the dispute shall be resolved by the Deacons (or a duly appointed team from the Deacons) under the Rules of Procedure for Christian Conciliation. Any claim or dispute arising between Church members or employees and pastors, staff and the Church shall be settled in accordance with the Rules of Procedure for Christian Conciliation.

The Rules of Procedure for Christian Conciliation as published by the Institute for Christian Conciliation, and adopted January 2019 or amended by ICC Peace, LLC (complete text of the Rules is available at www.instituteforchristianconciliation.com)

Section 2. Judgment

Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. Jurisdiction and venue shall be the county and state where the Church is located, and Virginia law will apply to the dispute. Outside 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, we are 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 IX. 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, 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 Directors, Deacons, and officers.

ARTICLE X. CHANGES IN BYLAWS

These Bylaws may be amended or changed by a 2/3 vote of the members present at any regular or called business meeting, providing two (2) weeks' notice of the meeting has been given.

ADOPTION

I, the undersigned Clerk of Jeffersonton Baptist Church do hereby certify that the above Constitution and Bylaws were adopted on February 15, 2021 by the members at a duly called meeting and that this Constitution and Bylaws are current and in operation as of that time.

Lorene W. Payne, Clerk

February 15, 2021