

BYLAWS

FIRST BAPTIST CHURCH OF CONWAY, SOUTH CAROLINA A South Carolina Nonprofit Corporation

Preamble

The church declares and establishes these bylaws for the preservation and security of the principles of its faith, to preserve the liberties inherent in each individual member of the church and the church's freedom of action in its relation to other churches, and to govern the church in an orderly manner.

Article I Church Membership

First Baptist Church of Conway, South Carolina (the "church") is a religious nonprofit corporation organized pursuant to the laws of the State of South Carolina. The membership of this church, being accountable only to God and itself, retains unto itself the exclusive right of self-government in all phases of the spiritual and temporal life of this church, and reserves the right to determine who shall be a member of this church and to prescribe the qualifications and conditions for such membership. Persons ceasing to be members of this church shall cease to be members of this corporation.

A. Qualifications and Election of Members

Any person professing to have surrendered his or her life to Jesus Christ as Lord and Savior may, after a meeting with one of the church pastors, present himself or herself as a candidate requesting church membership in a morning worship service or other meeting of the general congregation in one of the following ways:

1. By Profession of Faith - One who acknowledges that he or she is a sinner and turns in repentance from sin to the commitment of his or her life to Jesus Christ as Lord and Savior may be received into our fellowship as a member upon baptism by immersion. In the case of a candidate's disability then made known to the congregation, a candidate may be presented, and upon approval by the church, may be accepted into membership without baptism.
2. By Statement of Faith - One who has been a member of a Christian church that teaches the Holy Bible, composed of the scriptures contained in the Old and New Testaments, is the inspired Word of God and the only objective foundation for the understanding and practice of the Christian faith, may be received upon his or her statement of Christian faith, experience, and prior baptism by immersion if the candidate has been so baptized, but if not, then upon the candidate's baptism by immersion.

A candidate presented in one of the ways listed above shall become a member of the church upon the affirmative vote of at least 2/3 of the members present and voting at the meeting at which the candidate is presented, followed by baptism by immersion if required under items 1 or 2.

B. Member Responsibilities

Church members shall be expected to fulfill their obligations to attend church services regularly, support the church financially, and serve the church faithfully. New members of the church shall be expected to attend a “new members” class offered by the church within 2 months after joining; such attendance shall not be a requirement for membership, but may be a requirement for leadership positions for members joining after the date of the adoption of these bylaws.

C. Member Voting Privileges

All members age 16 years and older shall have an equal opportunity to express opinions and to vote on any matter(s) for which a church meeting was called. Any member unable to attend may vote by absentee ballot on certain matters pursuant to Article IX(E). Except as may be otherwise provided in these bylaws, the members shall have the right to vote on the following matters, and a simple majority of the votes cast in person and by absentee ballot shall be required unless otherwise indicated:

1. Election of pastor search teams - see Articles VI(C)(2) and (D)(2) for special voting requirements;
2. Call any pastor or remove the Lead Pastor - 2/3 majority required to call any pastor under Articles VI(C)(2) and VI(D)(2); 2/3 majority required to remove the Lead Pastor under Article VI(C)(4); removal of any pastor shall mean termination of the pastor’s employment;
3. Approval of the annual budget under Article IX(B) and XI(B);
4. Election of a new member to the church - 2/3 majority required under Article I(A);
5. Any borrowing in aggregate in excess of 10% of the then current church budget (excluding the amount of the Lovell Child Care budget) as required under XI(H), unless an emergency has been declared pursuant to Article IX(I);
6. Election of Board members - see Article III(D) for special voting requirements;
7. Election of deacons – see Article V(D) for special voting requirements;
8. Amendments to the Constitution or Bylaws – 2/3 majority required under Article XIV, and in the church constitution as to that document;
9. Sale or conveyance of any real property owned by the church - 60% majority required under Article XI(H);
10. Disposition of assets in event of dissolution of the church, pursuant to the church’s Articles of Incorporation;
11. Sale of all or substantially all of the church's assets – 2/3 majority required by this sentence;
12. Any other major event or substantive decision submitted by the Board for a church vote;
13. Termination of a declared emergency if needed under bylaws Article IX(I); and/or
14. Expulsion of a member pursuant to Section D of this Article.

D. Termination of Membership

Termination of membership shall occur upon:

1. death of a member;
2. a member’s request or consent that his or her name be removed from the church roll;

3. notification received by the church that a member has united with another church, as may be determined by the Board upon evidence presented; or
4. expulsion by majority vote of the members at a Business Meeting called pursuant to the procedure specified in S.C. Code §33-31-621(b), as amended.

Any member whose name has been removed from the membership roll pursuant to Sections 2 or 3 above may be reinstated to the membership roll upon a determination by the Administrators that the member's name was removed in error, or that the member has requested to re-unite with the church in membership.

E. Conflict Resolution

Church members shall conduct themselves on the basis of love as described in 1 Corinthians 13. Conflicts and disputes between members should be settled by the guidelines listed in Matthew 18:15–17. If a member sins against the church, either in sinful moral failure or heresy, the pastors, deacons, and/or mature members shall be available for counsel and guidance. The goal of discipline should be to maintain unity and to seek reconciliation. The church shall look to the Lead Pastor and other pastors for effective leadership and example in maintaining unity and seeking reconciliation.

F. Inspection of Records

Members shall have the right to make reasonable requests for information concerning the business of the church. However, members shall not be entitled to request any information or inspect any records of the church regarding: any individual financial contributions of other members, unless made through a bequest that was not specified to be kept confidential; the addresses of other members; counseling sessions; any information determined for good cause to be kept confidential by both the Lead Pastor and the Administrators; and, any information required by Article XII to be kept confidential.

Article II Governing Structure

The church is organized around the following 5 servant leadership groups to carry out its mission:

1. Board of Administrators
2. Pastors
3. Deacons
4. Support Staff
5. Ministry Teams

Article III Board of Administrators

Administrators are the servant business leaders of the church.

A. Powers and Duties

The business matters of the church [including legal, financial, personnel, budgetary (e.g., making budget adjustments based upon actual income and expenses), property and administrative matters] shall be conducted under the direction of the Board of Administrators (the “Administrators” or “Board”), and the Administrators shall be deemed the board of directors of the church for the purposes of the SC Nonprofit Corporations Act, as amended, subject to the limitations of the church’s Articles of Incorporation and bylaws. Without prejudice to the general powers outlined above, and subject to the same limitations, the Board shall have the following duties and powers:

1. To establish governing business principles, policies, and procedures for the church, including the creation and/or approval and maintenance of policies and procedures manuals as and if deemed necessary or appropriate by the Board, which may contain all controlling policies and procedures governing any and all aspects of the church’s business affairs, including but not limited to advisory teams’ task descriptions, and policies regarding the handling of funds, use of facilities, and employment policies and procedures; and
2. To borrow money on behalf of the church in a total sum outstanding at any time (in aggregate) of up to 10% of the current annual church budget, excluding the Lovell Child Care budget, [or more than 10% in the event of (a) emergency pursuant to Article IX(I), or (b) in case of approval by the members at a special business meeting called for the purpose of seeking such approval, in which case the debt so approved shall not count against the 10% limit] and cause to be executed and delivered for the church’s purposes and in the church’s name promissory notes and other evidence of debt and security therefor.
3. To appoint the church secretary and church treasurer pursuant to Article IV(A) and (B).

B. Biblical Qualifications for Administrators

Biblical qualifications for Administrators are as outlined in 1 Timothy 3:1–7, 1 Peter 5:1–4, and Titus 1:5-9

C. Specific Qualifications

1. Administrators must have served as a deacon for at least one year.
2. Administrators must be at least 21 years of age.
3. Church staff members are ineligible to serve as Administrators.
4. Spouses, children, siblings and parents of currently serving Administrators and of church staff are ineligible to serve as Administrators.
5. An Administrator serving a term in excess of 18 months shall not be eligible for re-election until at least 1 year has intervened between the end of the Administrator’s term and the commencement of the term for which the Administrator may be re-elected.

D. Number, Terms and Election

The Board of Administrators shall consist of 7 qualified lay members, and each shall serve for a term of 3 calendar years, except those filling unexpired terms. There shall be 3 annual classes of Administrators, the first of 2 Administrators, the second of 2, and the third of 3, repeated thereafter in the same order. The Board acting as a nominating team, in consultation with the Lead Pastor, shall nominate 1 qualified candidate for each Administrator position then being filled, after first determining each nominee’s desire and ability to serve. No candidate shall be nominated without his or her

consent. The deacons' nominating team shall also nominate 1 qualified candidate for each Administrator position then being filled, pursuant to Article V(D), third paragraph. Any candidate nominated by the Administrators may also be nominated by the deacons, and *vice versa*. Each church member may also nominate one qualified candidate to serve as an Administrator, in the manner provided in the next paragraph.

The names of the candidates nominated by the Board and by the deacons shall be reported to the members through the church newsletter, via email, and by written notice handed out at a Sunday morning worship service at least 3 weeks prior to the annual meeting [see Article IX(B)] of the members at which a vote on the candidates will be taken. Each church member may also nominate a qualified candidate not already nominated by first determining if the nominee would be willing to serve if elected, and if so, by then notifying the Lead Pastor or his designee (or the chair of Administrators or chair of deacons if the Lead Pastor or his designee is not available) in writing of the name of the qualified candidate the member is nominating, at least 2 weeks prior to the annual meeting at which a vote on the candidates will be taken. The names of all qualified candidates nominated by the Board, by the deacons, and by any member(s) shall be published in the church newsletter and handed out at a Sunday morning worship service at least 7 days prior to the annual meeting at which the vote will be taken. Ballots containing the names in alphabetical order of all qualified candidates so nominated shall be prepared at least 5 days before the annual meeting at which the votes will be cast, and each member shall be entitled to vote for up to the total number of Administrators then being elected. For example, if 2 Administrators were being elected, and there were a total of 5 persons nominated and listed on the ballot, each member could vote for up to 2 of the nominees. Absentee voting shall be allowed pursuant to Article IX(E). Those receiving the highest numbers of votes shall be declared elected to the open seats on the Board then being filled. In the event of a tie vote for an open seat on the Board, the moderator shall announce the results including the names of those tied and shall request that each member present write the name of only one of the tied candidates as his or her choice on a piece of paper; those paper ballots shall be promptly collected and tabulated; and, the tied candidate with the most votes cast in that runoff shall be declared elected, or both shall be declared elected in the event of a tie in the runoff vote, notwithstanding the statement above that the Board would have 7 members.

Election of first Board: Notwithstanding any other provision contained herein:

The deacons of the church serving on the date of the adoption of these bylaws shall serve as both the Administrators and deacons hereunder, under the leadership of the deacon chair, until a new board of Administrators is elected. Within 90 days following the adoption of these bylaws, 7 Administrators shall be elected, 2 for a term to expire on December 31 of the calendar year following the year of election (who shall be eligible for re-election without a year's intervention), 2 for a term to expire on December 31 of the second calendar year following the year of election, and 3 for a term to expire on December 31 of the third calendar year following the year of election. Elections of Administrators shall be held annually thereafter, and each member elected thereafter shall be elected for a term of 3 years as provided in the first paragraph of this section D.

E. Leadership of the Board

The Board shall elect its own officers, including a chair, chair-elect, and secretary. The first officers shall be elected at the first meeting held after the election of the first Board. They shall serve until their replacements have been elected. At the first January meeting held after the first officers

have served at least one year, and each January thereafter (or when otherwise needed), the Board shall elect its officers.

The chair shall be responsible for setting meeting times/dates, presiding at the meetings of the Board, organizing Administrator training, and providing general leadership and oversight of the Board. The chair-elect shall assist the chair during his or her term and shall serve as the chair of the Board the following year. In the absence of the chair at a meeting of the Board, the chair-elect shall act as chair for that meeting. The Board secretary shall be responsible for keeping the minutes of all Board meetings and shall promptly deliver to the church secretary, to be maintained permanently in the church's non-financial records, an accurate copy of each set of minutes of Board meetings as soon as those minutes have been approved by the Board.

At any time(s) when the church does not have a Lead Pastor, the chair of the Board may, but shall not be required to, assume any or all non-ministerial (e.g., excluding preaching, bible study, counseling, etc.) responsibilities of the Lead Pastor; and/or, the Board may designate some other person(s) including church staff to assume any or all responsibilities of the Lead Pastor until the church has a Lead Pastor again.

F. Vacancies

A vacancy on the Board because of death, resignation, removal or any other cause shall be filled by nomination by the Board and any nomination(s) from members, and election by majority vote of the members at a duly called business meeting to fill the unexpired term, which meeting shall be held within 90 days following the vacancy; provided however, if the unexpired term would expire within 9 months following the date of vacancy, the Administrators may appoint a temporary replacement to serve as Administrator during the remainder of the unexpired term.

G. Resignation and Removal

Any Administrator may at any time deliver a written notice of resignation or intent to resign to the Lead Pastor or the chair of the Board, which shall become effective upon acceptance by the Administrators. Any Administrator may be removed at any time with or without cause when, in the sole judgment and discretion of the Administrators, it is determined by a 2/3 majority of the Board that such Administrator should no longer serve on the Board—the Administrator being voted upon for removal shall not be entitled to vote on that question and shall not be counted in determining whether a 2/3 majority vote has been cast; for example, if all 7 Administrators were present when any such vote were taken, a 2/3 majority vote to remove an Administrator would be 4 affirmative votes of the 6 Administrators present and entitled to vote.

H. No Compensation for Administrators

No salary or compensation shall be paid to any Administrator for his service as an Administrator.

I. Meetings

The Board shall meet at least monthly, at the call of the Lead Pastor, the chair of the Board, or a majority of the Administrators, at such times and places as shall be designated in a notice provided to each Administrator and the Lead Pastor at a reasonable time prior to the appointed time of the

meeting. The notice may be by mail, telephone (provided all Administrators and the Lead Pastor receive the telephone notice) or electronic mail. Each notice shall include the time, date, and place the meeting being called. The Board secretary or such other person(s) as the Board may designate from time to time shall keep a record of all proceedings (i.e. minutes) at each meeting of the Board. Unless the minutes are taken for an executive session, minutes approved by the Administrators shall thereafter be made available upon request to any member(s) of the church. The Lead Pastor shall be entitled and expected to attend and speak at all meetings of the Administrators, except during any executive sessions in which the Lead Pastor is not invited by the Administrators to attend. Chairs of ministry teams and church organizations, church staff members, any other member(s) of the church, and any other persons may be invited from time to time by the Lead Pastor, the Administrator chair, or by vote of the Administrators to attend one or more Board meetings as observers, and to speak at a meeting if and when specifically requested to do so at the time of the meeting by the Administrator chair, or by the person presiding at the meeting if the Administrator chair is not present, or by majority vote of the Administrators present at any meeting.

J. Quorum and Manner of Action

A simple majority of the Board present at a duly called meeting shall constitute a quorum for the transaction of business. Except as may be otherwise provided in these bylaws, the acts approved by a majority of the Administrators present at a meeting at which a quorum is present shall be the acts of the Board.

K. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all of the Administrators consent in writing (to include electronic mail) to the action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent(s) shall be filed with the minutes of the proceedings of the Board.

L. Participation by Conference Telephone or Similar Electronic Device

Members of the Board or of any advisory team thereof, together with the Lead Pastor and any other person(s) invited to attend a meeting pursuant to section I of this Article, may participate in a meeting of the Board or team by means of videoconference, telephone conference call, or similar communication mechanism whereby all persons participating in the meeting can hear each other and speak. Participation by such means shall constitute presence in person at any such meeting. When a meeting is conducted by means of videoconference, telephone conference, or similar communication mechanism, a written record shall be made of the action taken at such meeting, noting the participation of those who were present by means of such electronic communication mechanisms.

M. Advisory Teams, General Standards, and Reliance Upon Others

The Board may appoint 1 or more Administrators, together with any other church member(s) the Board may choose to appoint who are willing to serve, to act from time to time as an advisory team, which shall have such powers and duties as shall be prescribed by the Board to help the Board carry out its duties. Except as may otherwise be specifically delegated by a resolution adopted by the Board, no such advisory team shall have the authority to exercise any power of the Board. Any

number of such advisory teams may be appointed. Advisory teams appointed by the Board shall assist the Board in fulfilling its duties, shall report directly to the Board, and shall not be deemed ministry teams within the meaning of Article VIII.

Pursuant to the SC Nonprofit Corporations Act, Sections 33-31-830(3)(a) through (c):

(a) An Administrator shall discharge his duties as a director, including his duties as a member of a committee:

(1) in good faith;

(2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

(3) in a manner the Administrator reasonably believes to be in the best interests of the church.

(b) In discharging his or her duties, an Administrator is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(1) one or more officers or employees of the church who the Administrator reasonably believes is reliable and competent in the matters presented;

(2) legal counsel, public accountants, or other persons as to matters the Administrator reasonably believes are within the person's professional or expert competence;

(3) a committee of the Board of which the Administrator is not a member, as to matters within its jurisdiction, if the Administrator reasonably believes the committee merits confidence; or

(4) in the case of religious corporations, religious authorities and ministers, priests, rabbis, or other persons whose position or duties in the religious organization the Administrator believes justify reliance and confidence and who the Administrator believes is reliable and competent in the matters presented.

(c) An Administrator is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) unwarranted.

N. Registered Agent

The Board shall designate a person to serve as the registered agent for this church corporation and ensure that the appropriate change of registered agent form is filed with the South Carolina Secretary of State when a registered agent resigns or a change of registered agent is made by the Board.

Article IV Corporate Officers/Execution of Legal Documents

A. Secretary

The secretary of the church shall be appointed by the Board for an indefinite term, to serve until replacement by the Board [with or without cause] or resignation, may or may not be an Administrator, and may be a different person than the secretary of the Board. The church secretary shall be responsible for keeping an accurate record of all proceedings at business meetings of the church (or designating someone to do so); giving notices required under the bylaws; attending to any and all filings required by state law; maintaining the church's nonfinancial records; keeping a register of the names and addresses of church members with dates of admission and termination; keeping an

accurate history of the church; preparing written reports of the church if and when requested by the Lead Pastor or Board; and writing letters of transfer of membership. However, the Board may choose to delegate any or all responsibilities of the church secretary from time to time to another church member(s) and/or to church non-ministerial staff.

B. Treasurer

The treasurer of the church shall be appointed by the Board for an indefinite term, to serve until replacement by the Board [with or without cause] or resignation, and may or may not be an Administrator. The treasurer shall be responsible for seeing that offerings are properly received, counted, and deposited in the church's bank account(s); disbursing moneys by checks as authorized by the church; properly crediting each contributor for their offerings and preparing for mailing an annual record of contributions to each contributor; keeping an itemized accounting of all receipts and disbursements; rendering written reports monthly and annually of the church's account(s); reviewing the church's monthly bank statements [see XI(F)]; and, ensuring that the annual CPA review [see XI(D)] is completed. However, the Board may choose to delegate any or all responsibilities of the treasurer from time to time to another church member(s), to church non-ministerial staff, and/or to outside financial experts, subject to oversight by the treasurer.

C. No Other Officers; Authority to Execute Legal Documents

The church shall have no other corporate officers. The Lead Pastor and chair of Administrators both signing on behalf of the church, or any other set of two church members if specifically authorized by vote of the Board both signing on behalf of the church, shall have the authority to bind the church upon their execution on behalf of the church of any legal document(s) necessary or reasonably required to carry out any purpose or transaction authorized or approved by the Administrators, and authorized or approved by the members if it is a purpose or transaction that requires approval of the members by vote at a church business meeting pursuant to Article I(C) [see also Article XI(F) for specific authorization for signing church checks].

Article V Deacons

Deacons are the servant ministry leaders of the church.

A. General Responsibilities for Deacons

1. Provide leadership and service in the ministries of the church, in support of the pastors.
2. Establish and update at least annually, in consultation with the Lead Pastor, a Ministries Teams List [see Article VIII], which shall include the names of the persons serving and/or being nominated to serve on each team and a description of the organization and purpose(s) of each team.
3. Assist the pastors in creating, explaining to and seeking the support of the members for, and implementing strategic ministry plans.
4. Meet monthly to pray, to discuss ministry events and issues, to receive any input the pastors may wish to provide, to help assure and encourage the proper functioning of the ministry teams, to consider the need for deacon training, to determine if any specific actions may be needed to assist or improve the ministries of the church including care for the members of the congregation, and to consider whether and when reports of the activities of

the deacons or ministry teams should be made to the church.

5. Assist in the service of communion, upon request by the person(s) then serving communion.
6. Provide to the Administrators no later than November 1 of each year any recommendations they may wish to propose to assist the Administrators in preparing the annual church budget for the following year.

B. Biblical Qualifications for Deacons

Biblical qualifications for deacons are outlined in 1 Timothy 3:8–13, but both men and woman shall be eligible.

C. Specific Qualifications

1. Deacons must be lay members of the church;
2. Deacons must be at least 21 years of age;
3. Deacons must regularly attend worship services, participate in Sunday School/small groups, and support the church financially; and
4. Deacons must complete discipleship, growth track or similar classes offered by the church, if available.

D. Number, Terms, and Election: Deacons' Nominating Team and its Duties

There shall be an indeterminate number of deacons at any given time, depending upon the needs of the church and the qualifications and willingness to serve of potential candidates. Church members already serving as deacons at the time of the adoption of these bylaws shall remain deacons for the remainder of their respective terms. Each deacon elected after the adoption of these bylaws shall serve for a term of 3 calendar years, and any deacon whose term has ended shall be eligible for re-election without delay.

Those deacons whose terms are ending in the then current year (plus the deacon chair if his term is not then ending), acting as a deacons' nominating team, in consultation with the Lead Pastor, shall nominate qualified candidates for election as deacons by the church members at each annual business meeting. This deacons' nominating team shall elect its own chair and contact the candidates it nominates to determine a desire and ability to serve. No candidate shall be nominated without his or her consent. The names of the candidates thus nominated shall be published in the church newsletter and inserted in the church bulletin no later than 2 weeks prior to the annual meeting [see Article IX(B)] at which the vote will be taken. Ballots containing the names in alphabetical order of all qualified candidates so nominated shall be prepared at least 5 days before the annual meeting at which the votes will be cast, and each member shall be entitled to vote for any or all of the nominees. Absentee voting shall be allowed pursuant to Article IX(E). All nominees receiving the votes of a majority of the members voting in person and by absentee ballot shall be declared elected.

The deacons' nominating team shall also be responsible for annually nominating 1 qualified candidate to serve as Administrator for each Administrator position then being filled, after first determining each nominee's desire and ability to serve [see Article III(B),(C),&(D)]. No candidate shall be nominated without his or her consent. Any candidate so nominated by the deacons may also be nominated by the Administrators, and *vice versa*.

The deacons' nominating team shall also be responsible for annually nominating qualified persons to serve on the various ministry teams (see Article VIII), to serve as Sunday school teachers, and to serve as lay women's, men's and youth leaders. The comments of the Lead Pastor and other ministerial staff shall be sought during this process, and no candidate shall be nominated without his or her consent. The names of the candidates thus nominated shall be published in the church newsletter and inserted in the church bulletin no later than 2 weeks prior to the meeting at which the vote will be taken. The deacons' nominating team's nominees under this paragraph shall be presented to the church for election as follows: (a) at the annual business meeting [usually in December] for ministry team members and other calendar year-based positions, and (b) each August for church program year-based (Sept. 1 to Aug. 31) positions. The nominations made in August may be voted upon at or immediately following a Sunday worship service as opposed to a business meeting. Any other language in these bylaws to the contrary notwithstanding, all nominations made as provided in this paragraph may be voted upon by a show of hands at the meeting in which the vote is taken, and the nominees shall be declared elected upon the affirmative vote of a majority of the church members present and voting at that meeting. Additional qualified persons may be added to replace or supplement persons elected to ministry teams, as Sunday school teachers, and/or as lay women's, men's and youth leaders, as and if they may be required between elections, to serve until the next election, if and as approved by the deacons' nominating team.

E. Leadership of Deacons

A deacon chair shall be elected annually by the deacons to provide general leadership and preside at meetings of the deacons. The deacon chair shall be responsible for setting meeting times/dates, determining deacon training, and providing general leadership and oversight of the deacons.

F. Resignation and Removal

Any deacon may resign by delivering written notice of resignation to the deacon chair or to the Lead Pastor, which resignation shall become effective upon such delivery or at a later date specified in the notice that is not more than 30 days following the delivery of the notice; a copy of the notice shall be promptly delivered by the deacon chair or Lead Pastor who received the notice to all deacons. Any deacon may be removed by majority vote of the deacons then serving at a deacons' meeting duly called for that purpose, but only after a proper investigation and an effort to lovingly restore the individual to fellowship with Christ and the church. Reasons for removal may include, but are not limited to, spiritual or moral shortcomings; or, failure to fulfill the responsibilities of the office.

Article VI Pastors

The term "pastors" as used in these bylaws shall include all church ministerial staff, whether called a pastor or minister. The church shall have one Lead Pastor and one or more associate pastors as determined necessary or advisable by the Board and approved by the church. Pastors are the stewards of spiritual growth and general leadership for the church. They shall lead in guiding the purposes of the church, unity of the church, theology of the church, and spiritual direction of the church. The pastors have general oversight of day-to-day operations in order to carry out the purposes of the church. The Pastors are expected to work in a collaborative manner, which is the most effective way to carry out ministry.

A. General Responsibilities for Pastors

1. Serve as the spiritual leaders of the church;
2. Lead and teach the church biblically;
3. Lead the church to function as a New Testament church;
4. Equip members of the church to carry out ministry;
5. Oversee ministry programs to include worship services, Sunday school, or any other program established by the church;
6. Establish ministry teams;
7. Develop annual strategic plans to present to the church members, to include suggested objectives and church goals;
8. Review and coordinate program plans recommended by church members, organizations, and ministry teams; and
9. Evaluate program and ministry achievements in terms of church goals and objectives

B. Qualifications for Pastors

Biblical qualifications for pastors are as outlined in 1 Timothy 3:1–7, 1 Peter 5:1–4, and Titus 1:5-9.

C. Lead Pastor

1. Responsibilities for Lead Pastor

The Lead Pastor shall be responsible for leading the church as a New Testament church. The Lead Pastor shall be expected to attend and provide leadership by speaking at all meetings of the Board, give general leadership to the congregation, the organizations, the teams and the church staff in carrying out their respective tasks of assisting the church to achieve its mission and vision. The Lead Pastor shall give personal attention to the preaching of the Gospel, to the leadership of worship, and to administering the ordinances of the church. The Lead Pastor shall supervise all other church staff members.

2. Selection of Lead Pastor

When a vacancy in the office of Lead Pastor occurs, a Lead Pastor Search team shall be elected. The team shall consist of 7 lay church members; provided, however, when a member is nominated to serve on this team, his or her spouse, children and parents shall be ineligible to serve thereon. The Board acting as a nominating team shall nominate 7 qualified candidates to serve on the Lead Pastor Search team, at least 2 of whom shall be Administrators, after first determining each nominee's desire and ability to serve. The deacons' nominating team shall also be responsible for nominating 7 additional, qualified candidates to serve on the Lead Pastor Search team, at least 2 of whom shall be deacons, after first determining each nominee's desire and ability to serve. No candidate shall be nominated without his or her consent. The names of all candidates thus nominated shall be published in the church newsletter and inserted in the church bulletin at least 2 weeks prior to the church business meeting [see Article IX] at which the vote will be taken. Ballots containing the names in alphabetical order of all qualified candidates so nominated shall be prepared at least 5 days before the meeting at which the votes will be cast, and each member shall be entitled to vote for up to 7 of the nominees. Absentee voting shall be allowed pursuant to Article IX(E). The 7 nominees (or

more in the case of a tie for last place, notwithstanding the statement above that the team would have 7 members) receiving the highest number of votes shall be declared elected.

The Lead Pastor Search team shall elect its own chair and shall seek a suitable candidate to present to the church, at a salary to be approved by the Board, subject to budget limitations, in advance of any recommendation of a candidate by the team. The team shall present only one candidate at a time for consideration. The vote to approve the pastoral candidate shall occur at a business meeting called specifically for that purpose. The vote shall be by secret ballot and a 2/3 majority of all votes cast in person and by absentee ballot shall be required to constitute a call. The team shall inform the candidate of the voting results as soon as possible. A Lead Pastor, upon acceptance of the church's call, shall serve for an indefinite term until the sooner of his death, resignation, incapacitation, or removal. Upon a candidate's acceptance the church's call, the Lead Pastor Search team that recommended that candidate shall be deemed dissolved.

3. Compensation for Lead Pastor

The church shall provide an adequate salary and those benefits requested and approved as part of an annual budget. These benefits may include, but are not limited to, minister housing allowance, health insurance, continued education, pension, vacation time, and other special funds as needed for the Lead Pastor's ministry. The church may also defray the costs of sending the Lead Pastor to out-of-town conferences, conventions, or mission trips attended for the church as approved by the Board in conformity with the annual budget.

4. Resignation and Removal of Lead Pastor

The Lead Pastor may resign at any time by giving a written notice of intent to resign to the chair of the Board, which shall be effective 30 days after acceptance by the Board, unless a different time is mutually agreed upon by the parties.

If it becomes apparent that the Lead Pastor is not or cannot fulfill his general responsibilities, or if there are other problems associated with the Lead Pastor, the Board shall meet with the Lead Pastor to attempt to resolve the problem(s). If the conflict cannot be resolved, the Board may recommend to the church that the Lead Pastor be removed. Upon a vote by the Board to recommend removal, or upon petition for removal of the Lead Pastor signed by at least 45 members of the church and delivered at any time to the Board chair, the Board shall give notice of a special business meeting called specifically for this purpose. The vote shall be by secret ballot and a 2/3 majority of all votes cast in person and by absentee ballot shall be required to remove the Lead Pastor. If the Board determines it is in the best interest of the church, the Board may consider and approve a severance package upon termination.

D. Associate Pastors

The Lead Pastor, in consultation with the Board, shall determine the number needed of any associate pastors as well as the responsibilities of such pastors. Associate pastors shall be under the direct supervision of the Lead Pastor.

1. General Responsibilities for Associate Pastors

Associate pastors shall serve under the direction of the Lead Pastor who shall oversee their

work. Job descriptions shall be provided by the Lead Pastor, subject to approval by the Board.

2. Selection of Associate Pastors

When the need for an associate pastor arises, an Associate Pastor Search team shall be elected in the same manner as a Lead Pastor Search team as provided in Article VI(C)(2), except the nominations to an Associate Pastor Search team by the Administrators and the deacons shall be made in consultation with the Lead Pastor.

The Associate Pastor Search team shall elect its own chair, and with the advice and assistance of the Lead Pastor shall seek out a suitable candidate to present to the church at a salary subject to budget limitations. The team shall present only one candidate at time for consideration. The vote to approve the pastoral candidate shall occur at a special business meeting called for that purpose. The vote shall be by secret ballot and a 2/3 majority of all votes cast in person and by absentee ballot shall be required to constitute a call. The team shall inform the candidate of the voting results as soon as possible. An associate pastor, upon acceptance of the church's call, shall serve for an indefinite term until the sooner of his death, resignation, incapacitation, or removal.

3. Compensation for Associate Pastors

The church shall provide an adequate salary and those benefits requested and approved as part of an annual budget. These benefits may include, but are not limited to, minister housing allowance, health insurance, continued education, pension, conference funds, vacation time, and other special funds as needed for the associate pastor's ministry. The church may also defray the costs of sending an associate pastor to out-of-town conferences, conventions, or mission trips attended for the church, as approved by the Board in accordance with the annual budget.

4. Resignation and Removal of Associate Pastors

An associate pastor may resign at any time by giving a written notice of intent to resign to the Lead Pastor or chair of the Board, which shall be effective 30 days after acceptance by the Board, unless a different time is mutually agreed upon by the parties.

If it becomes apparent that an associate pastor is not or cannot fulfill his general responsibilities, or if there are other problems associated with an associate pastor, the Board and Lead Pastor shall meet with the associate pastor to attempt to resolve the conflict, taking into account then current church personnel policies and procedures. If the conflict cannot be resolved, the Board may remove an associate pastor by a majority vote if the Lead Pastor concurs, or by a 2/3 vote if the Lead Pastor does not concur. Such termination of an associate pastor shall be promptly reported to the members, but shall not require membership approval. If the Board determines it is in the best interest of the church, the Board may consider and approve a severance package upon termination.

Article VII Non-Pastoral Staff

Church non-pastoral staff shall support the day-to-day operations to carry out the purpose of the church.

A. Duties and Responsibilities

All staff members shall be given a written job description supplied by the Lead Pastor and reviewed by the Board and, unless otherwise stated, shall report to the Lead Pastor. Job descriptions may change from time to time as the Lead Pastor and Board may deem appropriate, and any such change(s) shall be promptly communicated by the Lead Pastor to the staff involved.

B. Selection of Non-Pastoral Staff

Staffing is recommended by the Lead Pastor according to need and approved by the Board. The Lead Pastor shall have the authority to hire a staff member to fill a specific staff position approved by the Board.

C. Resignation and Termination

Any staff member may at any time resign by submitting written notice to the Lead Pastor or the Board. Any non-pastoral staff member may be terminated for any legal reason upon recommendation by the Lead Pastor and approval of the Board. Such terminations of staff may be reported to the members but shall not require membership approval. If the Board determines it is in the best interest of the church, the Board may consider and approve a severance package upon termination.

Article VIII Ministry Teams

A. Establishment of Ministry Teams and Selection of Team Members

Ministry teams are a vital component of carrying out the purpose of the church. Working in a collaborative manner is an effective way to carry out ministries. The deacons may establish such ministry teams to help meet existing ministry needs and to carry out the church's strategic ministry plans. These ministry teams shall function under the oversight of the deacons and shall pursue their responsibilities specifically assigned to them in writing by the deacons. Members of ministry teams shall be selected as specified in the last paragraph of Article V(D).

B. Organization and Responsibilities

The organization and responsibilities of each ministry team shall be described more fully in the Ministry Teams List prepared and maintained by the deacons [see Article V(A)(2)].

C. Ministry Team Members and Chairs

The deacon chair, in consultation with the Lead Pastor, or any other Pastor(s) he designates, shall appoint a deacon to chair each ministry team, or the deacon chair may allow any ministry team(s) to elect its own chair annually. The Lead Pastor shall serve as a non-voting, ex-officio member of all ministry teams, unless he delegates such responsibility as to any one or more of the ministry teams to other ministerial staff member(s).

Article IX Church Meetings

A. Worship

The congregation shall meet regularly on Sundays, and at such other times as may be scheduled, for worship, prayer, preaching, instruction, evangelism, and fellowship at the principal church location and at such other location(s) in the community as may be suggested by the Lead Pastor. All such worship meetings shall be under the direction of the Lead Pastor and be open to the entire membership and to all others who may choose to attend.

B. Annual Business Meetings

The church members shall meet together to conduct business at least once per year in the month of November or the first 2 weeks of December, and the first business meeting held in those months shall be designated as the church's annual meeting. The purpose of the annual meeting shall be to approve the annual budget, to elect Administrators, deacons, ministry team members, Sunday school teachers, and women's, men's and youth leaders [except however, any Sunday school teachers and/or lay men's, women's, and youth leaders serving on a church program year-basis (Sept. 1 to Aug. 31) shall be elected each August--see also last paragraph of Article V(D)]; and, to conduct such other business as the Board may deem appropriate and state in the notice of the meeting. Every effort shall be made to conduct at the annual meeting the business herein required thus to be conducted, but in the event that any such business is not conducted at an annual meeting, it shall be conducted at a special business meeting held as soon thereafter as reasonably possible.

C. Special Business Meetings

Special business meetings shall be called upon request of the Lead Pastor, the chair of the Board, or the written request of at least 15 members, but any business decided by a vote at any special meeting called by at least 15 members may not be brought back up within 1 year following such vote at another meeting called by at least 15 members. The purpose(s) of any special business meeting shall be stated in the notice. Matters not stated in the notice shall not be considered or voted upon.

D. Notice

Unless otherwise specified in these bylaws, notice of any business meeting setting forth the date, time, place, and purpose(s) of such meeting, including a description of any matter(s) that will be voted upon by the members, and stating whether or not absentee voting shall be allowed at the meeting (and if so, setting forth in the notice the procedure for absentee voting specified in the following Section E), shall be given to the members at least 10 days but not more than 30 days prior to the meeting date through the church newsletter, via email, and by written notice given in the Sunday morning worship service(s). In addition, the Lead Pastor, the chair of Administrators, or whomever either may designate, shall announce the meeting from the pulpit in the morning worship service(s) on the Sunday preceding the meeting date.

E. Quorum, Voting and Absentee Ballots

A quorum to transact business shall be 70 members, and all members voting in person or by absentee ballot shall be counted as present for the purpose of determining a quorum at the time of each vote for which absentee ballot(s) are cast. Cumulative voting shall not be allowed. The normal method of voting shall be by show of hands, but voting shall be by written ballot on matters concerning personnel, finances, elections of Administrators and/or deacons, amendment of the

church bylaws or constitution, disposal of real property, and any other matter if requested by a simple majority of those present and voting. Written ballots shall be prepared and securely held at the church office at least 5 days prior to the meeting at which they will be used. Upon request by a simple majority vote of those present and voting at a business meeting, voting shall also be by written ballot on any other matter(s) requiring a vote, but absentee voting shall not be allowed on such matter(s), since the written ballots would not be required or prepared until after being so requested at the meeting. When voting at a business meeting is to be by written ballots prepared prior to the meeting, a member may vote by absentee ballot if the ballot is picked up by that member from the administrative assistant or other staff member designated by the Lead Pastor at the church office during normal office hours at least 1 day prior to the meeting, immediately and clearly marked to designate who or what the member is voting for, and then immediately delivered by the member in a sealed envelope to the person in the church office who provided the member with the ballot. The church office shall provide envelopes for such purpose. Absentee ballots thus marked to be cast by members shall be delivered to the moderator of the business meeting at or before the meeting in their sealed envelopes, with no indication on the envelopes as to who cast a particular ballot, but with a list of the names of all members who had marked the absentee ballots thus delivered to the moderator. All properly marked and delivered absentee ballots shall be counted, in addition to those cast at the meeting, but only if delivered to the moderator prior to the taking of the vote on that matter at the meeting. In case of written ballots, the moderator shall appoint a minimum of 3 tellers to count the votes, at least 2 of whom shall be Administrators or deacons.

F. Record Date

The record date for determining the members entitled to notice of a business meeting is the business day preceding the day on which notice is first given. The record date for determining the members entitled to vote at a business meeting is the date of the business meeting.

G. Moderator

The chair of the Board or another person chosen by the Board shall serve as moderator of the meeting.

H. Minutes

Minutes shall be kept of the annual and special business meetings of the church and shall be retained in the records of the church under the custody of the secretary of the church.

I. Declaration of Emergency by The Board

If due to an emergency that prohibits the church from safely conducting its business in the manner hereinabove prescribed, such as but not limited to FEMA-related weather events, security concerns, or health crises the Board may declare an emergency and immediately notify the members of such declaration and the specific reason(s) therefor. The Administrators shall declare an end to the emergency as soon as it becomes possible for the church to again safely conduct its business in the usual manner and shall promptly notify the members that the period of emergency has ended. If during any period of emergency declared by the Administrators, a majority of the members vote at a business meeting of the members that the period of the emergency has ended, that decision shall take priority over any declaration to the contrary by the Administrators and shall terminate the period of emergency for the purposes of this section of the bylaws. During any period of such declared

emergency, the Administrators shall have the authority to:

1. Postpone any business meeting until it is safe to reschedule;
2. Continue conducting the business and ministries of the church;
3. Extend terms of leadership (to include term limits);
4. Approve new operating budget; and
5. Borrow money on behalf of the church on the Board's own authority.

J. Rules of Order for Meetings

The latest edition of *Robert's Rules of Order* shall govern conduct and procedure at all business meetings of the church, Administrators, deacons and teams, except as otherwise provided in these bylaws.

Article X Policy and Procedures Manual

The development of a Church Policy and Procedures Manual shall be overseen and approved by the Board or its designee(s) in consultation with the Lead Pastor. This manual shall include all church policies, procedures, job descriptions, provisions for annual reviews of church staff, and organizational charts depicting lines of responsibility in the administration of the church. The Board or its designee(s) shall review the manual at least annually and may make such modification(s) thereto from time to time as the Board may deem appropriate. The manual shall be kept in the church office and made available for review by any member of the church. The church secretary, or a designated staff member under the oversight of the church secretary, shall maintain the manual.

Article XI Church Financial Policies

A. Contributions, Special Offerings, and Limitations on Restricted Giving

We believe the Biblical plan for support of our church is "tithes and offerings," and we adopt this as our financial plan. We further believe that the Bible teaches that all our tithes and offerings are to be brought into one treasury and that all disbursements are to be made out of this treasury. The financial needs of this church, its organizations, and causes fostered by it, shall be supported solely by voluntary gifts, unless otherwise approved by the Administrators.

Any special offerings except for the Annie Armstrong Easter Offering for North American Missions, the Janie Chapman Offering for State Missions, the Lottie Moon Christmas Offering for International Missions, and the offering for CBF Global Missions must be authorized by the Administrators, or must have been authorized by the deacons prior to the date of adoption of these bylaws. Such authorizations may be modified from time to time by the Administrators.

Any contribution tendered to the church with any restriction as to its use, other than a restriction to use it for a duly authorized special offering, shall not be deemed accepted unless and until the Administrators have approved such restriction. The Administrators shall be notified when any such contribution is tendered and shall vote to approve or reject the proposed restriction at the next Administrators' meeting following such notice. If the restriction is rejected, the tendered contribution shall be promptly returned.

B. Budget

The Board shall prepare and submit an annual church budget for the following calendar year to the church members for approval at the annual meeting [see Article IX(B)]. The inclusive budget shall indicate the amount needed and sought for all local and other expenses, including church salaries, ministries, and mission causes. Employment of all church staff members shall be subject to the limitations of authorized budget appropriations. A separate budget shall be prepared and submitted for approval annually at the same time for the Lovell Child Care ministry of the church, based upon anticipated fees and expenses.

C. Budget Usage

The Board may operate within the total budgeted amount approved by the church with these exceptions:

1. No debt(s) (in aggregate) in excess of 10% of the then current church budget (excluding the Lovell Child Care budget) shall be incurred without the prior approval of the members, unless during an emergency declared pursuant to Article IX(I);
2. It cannot decrease or increase compensation for ministerial staff members; and
3. It cannot decrease budgeted amounts under the section titled missions giving during the budget year.

The Board may recommend the items above, but any such recommendation must be taken before the church members for approval at a business meeting.

D. Accounting Procedures

All funds received for any and all purposes and all expenditures shall be properly recorded on the books of the church. A system of accounting for handling of all funds shall be the responsibility of the Board. The church financial records shall be reviewed at least annually by a certified public accountant.

E. Deposits

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

F. Checks, and Required Monthly Review of Bank Statements

All church checks shall be signed when issued by two of the members authorized from time to time by the Administrators to sign church checks. The church treasurer, at least one other person designated by the Administrators who is a church staff member not authorized to sign checks, and any other person(s) designated by the Administrators from time to time, shall each promptly and separately review every monthly statement received by the church on all church bank accounts (which monthly statements shall be set up with each bank so as to include with each statement copies of all checks, front and back, processed by the bank since the last statement) and each person reviewing the statements shall promptly notify the Lead Pastor and the chair of Administrators of any improper or questionable information disclosed by any such statement(s).

G. Fiscal Year

Unless hereafter changed by the Board, the fiscal year of the church shall be the calendar year. Accurate records shall be kept by all organizations of the church and reports made on a fiscal year basis. All funds handled by any and all organizations shall be reported to the Board.

H. Borrowing, Lending and Sale of Church Property

Any borrowing by the church shall require approval in advance by the Administrators, and no debt(s) (in aggregate) in excess of 10% of the then current church budget (excluding the Lovell Child Care budget) shall be incurred, except in case of emergency declared by the Administrators, without the approval of the church members at a business meeting called for that purpose. Any debt so approved by the members shall not count against the 10% limit.

The church shall not directly or indirectly lend money to or guarantee the obligation of any member or church staff.

No real property may be purchased or sold by the church unless authorized by the Board, and any sale or conveyance of real property by the church shall also require the approval of the members by at least a 60% majority of all votes cast in person and by absentee ballot at a duly called church business meeting.

Article XII Background Checks

Any or all persons who shall have access to the collection and/or expenditure of church funds may be required to submit to screening procedures, which may include (but are not limited to) credit checks, address verifications, and criminal background checks. Any information obtained during the screening process shall be considered highly confidential and shall be kept in a sealed file and stored in a locked cabinet indefinitely with access limited to the officers or staff authorized by the Lead Pastor and Administrator Board and indicated on the exterior of the file. Any negative information thus obtained may be considered and used in any reasonable manner that the Administrators may deem appropriate in protecting the assets of the church.

Any person, whether or not a church member, who, under the auspices of the church, will work with minors—defined as persons under the age of eighteen years as well as mentally challenged individuals whose mental capacities are those of a minor—shall be required to submit to screening procedures in accordance with the church's then current policies and procedures, which may include (but are not limited to) address verifications, criminal and academic background checks, and checks of the abuse and neglect registry maintained by SCDSS and/or SLED. Any information obtained during the screening process shall be considered highly confidential and shall be kept in a sealed file and stored in a locked cabinet indefinitely with access limited to the officers or staff authorized by the Lead Pastor and Administrator Board and indicated on the exterior of the file. Any negative information thus obtained may be considered and used in any reasonable manner that the Administrators may deem appropriate in protecting the interests of any minors or mentally challenged persons participating in any activities allowed or sponsored by the church.

Article XIII Nonprofit Status and Liquidation

If this church should ever be dissolved, all of its assets remaining after payment of all outstanding debts and obligations, costs, and expenses of such dissolution shall be distributed to such nonprofit organizations organized and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 or any regulations succeeding said Section. See also the church's Articles of Organization filed with the SC Secretary of State.

Members of the church, as defined in its bylaws, who are members in good standing at the time of the dissolution of the church, shall, in a called meeting, designate the religious organization(s) to receive said assets of the church after dissolution. None of the assets of the church shall be distributed to any member, officer, or staff of the church, or any individual.

Article XIV Adoption and Amendments

These bylaws shall become effective upon adoption in accordance with the requirements of the existing bylaws and shall supersede all prior bylaws of the church and any prior resolutions and policies of the church in conflict with these bylaws. In the event of any conflict between the provisions of the church constitution and the provisions of the bylaws, the provisions of the bylaws shall prevail. In the event of any conflict between the terms of the SC Nonprofit Corporations Act and the provisions of the bylaws, the provisions of the bylaws shall prevail, except to any extent the law requires otherwise.

The church bylaws may be replaced, amended, or repealed only by means of 2 church business meetings, through the following process:

1. Upon recommendation of the Administrators or petition signed by at least 15 church members, the exact wording of the proposed new bylaws, amendment, or repeal shall be presented to the church members as a part of the notice [see Article IX(D)] required for each of the 2 business meetings specified below.
2. The proposed bylaws, amendment, or repeal shall be discussed at a business meeting duly called for the sole purpose of such discussion.
3. The proposed bylaws, amendment, or repeal shall become effective upon the affirmative vote of at least 2/3 of those members voting in person or by absentee ballot at a business meeting duly called for that purpose, at which a quorum is present, to be held not less than 1 week nor more than 30 days after the business meeting at which the proposed bylaws, amendment or repeal were discussed.

Two identical, complete, and official copies of these bylaws together with any and all amendments hereto shall be kept, one with the official church minutes and the other in the church office.

These bylaws were approved and adopted by the affirmative vote of at least 2/3 of the church members present and voting at a business meeting duly called pursuant to the bylaws which these replace on the 12th day of December, 2021.

Bill Graham
Bill Graham, deacon chair
