

# **Grace Reformed Baptist Church Bylaws**

## ARTICLE I

### OFFICES

The Church's principal address is:

Grace Reformed Baptist Church

PO Box 2828

Mechanicsville, Va., 23116.

The Board of Elders, by unanimous vote, may change the location of the Church's principal office and/or meeting place. The Board of Elders may establish other Church offices at any time by unanimous vote.

## ARTICLE II

### MEMBERSHIP

2.1 Qualifications for Membership: Church membership is open to all persons who (1) profess faith in Jesus Christ as their Lord and only means of salvation, (2) have followed or will follow Him in baptism, (3) are not destroying their profession of faith through unrepentant sin, and (4) follow the membership process as stated in this Article. Children of church members automatically become members upon a credible profession of faith and having been baptized by immersion.

2.2 Process for Membership: The following process is used for persons wishing to become Church members:

1. The prospective member should inform an elder that they are interested in becoming a member of the Church.
2. At least one elder must meet with the prospective member to ensure they (and any members of the family who also want to join) meet the qualifications for membership in paragraph 2.1.
3. If the prospective member is under eighteen, then such person must obtain the consent of the head of their household.

4. The Board of Elders will review membership requests and approve qualified members at the next Board of Elders meeting by unanimous vote.
5. Elder-approved members will be presented to the Church.

In this process, as in all things related to this Constitution and Bylaws, the decision of the Board of Elders is final and not appealable to any court. (Acts 15, 1 Tim. 3:4-5, 5:17, Hebrews 13:17, 1 Peter 5:2).

2.3 Responsibilities and Participation of Members: Members should participate in and contribute to the ministry and life of the Church, consistent with God's leading and with the gifts, time, and material resources each has received from God. Members shall follow the loving example and shepherding of the Elders. Only church members are qualified for certain volunteer positions and employment in the Church as determined by the Elders. Members should not sue each other in a court of law without first attempting to resolve their dispute under the guidance of the elders, who may encourage members to submit to Christian arbitration. (1 Corinthians 12, Romans 12:3-13, Ephesians 4:11-16, 1 Corinthians 6).

2.4 Church Discipline: Church discipline seeks repentance and restoration of Christians, protects the purity of the church, and guards the name of Christ. Further, it is an essential function of the church and must be practiced to fulfil the ministry of reconciliation. (Matthew 18:15, Romans 2:24, Galatians 6:1, Ephesians 5:27, 1 Cor. 5:5-7, 1 Tim. 5:20, 1 Peter 2:12).

Members or regular attenders of this Church who are in unrepentant sin shall be lovingly subject to the steps of church discipline as taught in Matthew 18:15-18. Any member or attender having knowledge of another member's or attender's unrepentant sin shall proceed as follows:

(1) First, warn and correct the unrepentant person in private, seeking his or her repentance and restoration.

(2) If the warning is not heeded, go again to the unrepentant person accompanied by one or two witnesses to again warn and correct.

(3) If the unrepentant person still refuses to heed this warning, it shall be brought to the attention of the Elders (if not previously involved). If the facts of the person's unrepentant sin are confirmed, then the Board of Elders shall issue a warning and appeal for the member to change.

(4) If the unrepentant person still refuses to heed this warning, the Elders shall tell the matter to the Church. If the unrepentant person refuses to heed the warning of the Elders and the Church, he or she shall be publicly dismissed from the fellowship of the Church.

The Board of Elders in its sole discretion may decide to amend or abbreviate the above process, consistent with Titus 3 and Galatians 2, if the sin is especially notorious or public, or if the Church member proves to be factious, disruptive, or leading others into sin and/or error.

If the unrepentant person, after dismissal from the fellowship of the Church, heeds the warning, demonstrates repentance, and requests reinstatement, he or she shall, upon the approval of the Elders, be publicly restored to fellowship. If the restored believer was also a Church member, membership shall also be publicly restored.

Scripture requires the Board of Elders to apply the above process not just to members of the Church, but also regular attenders who, by their life and conduct, have practically joined the life and ministry of the Church. This principle is taught to the Church, and the Bible teaches that a person submits to the church discipline process by joining the life and ministry of the Church regardless of whether he becomes an official member. (Hebrews 13:17, 1 Cor. 5:12, 1 Peter 5:2, 5, 1 Thess. 5:12).

2.5 Termination of Church Membership: Church members may have their membership terminated by:

- (A) Joining another church;
- (B) Removal upon request of the member with biblical reason
- (C) Willful failure of the member to attend Church services, without plausible reason or excuse, at the discretion of the Board of Elders;
- (D) Dismissal by the Board of Elders, following the process in Section 2.4; or

### (E) Death

Following Matthew 18:15, cases A-D will prompt at least one member of the Board of Elders to contact the respective member(s) for clarity.

2.6 Meetings of Members: The primary meeting of members will be for Sunday corporate worship, fellowship, and other gatherings that will build up the Church. Formal notice is not required for a meeting. (Matt 28:1, John 20:19, Acts 20:7, 1 Cor. 16:2, Rev. 1:10).

## ARTICLE III LEADERSHIP

### 3.1 Board of Elders

(A) General: The Church is elder ruled, meaning all governance and decision making rests with the Board of Elders. To that end, the Board of Elders composes the Board of Directors. If there are only two elders, they may, by unanimous agreement, select a third man who is a member of the Church to also serve on the Board of Directors. This non-elder director shall not have authority in the teaching or doctrine of the church, nor vote as an elder, but will serve to ensure the financial and legal business of the church is able to be conducted. (Colossians 1:18, 1 Peter 5:2, Acts 14:23, 15:6-21, 20:28, 1 Timothy 5:17, Titus 1:5, Hebrews 13:17).

(B) Qualifications: The Elders must be men who are members of the Church and who meet the biblical qualifications provided in 1 Timothy 3:1-7 and Titus 1:6-9. All elders must subscribe to the Church's Statement of Beliefs, provided above.

(C) Duties, Responsibilities and Powers: Christ is the Head of the Church and rules through His under-shepherds, the elders, who provide oversight in the spiritual and temporal affairs of the Church. Elders must study the word of God, pray, teach, and shepherd the church. The Board of Elders is the final earthly authority in matters of Church governance and interpretation of the Constitution and Bylaws. The elders establish the vision and mission of the church, which can be changed only with their

unanimous consent. (Acts 6:4, 20:28, Col. 1:18, Eph. 1:22, 1 Tim. 3:2, 5:17, 1 Pet. 5:2-4, Titus 1:9, Hebrews 13:17)

(D) Selection: The existing Elders must select any new Elders by unanimous consent. The Elders must publish any proposed Elders to the Church congregation, inviting response. After a reasonable period, if the elders remain unanimous in their approval of a new elder, they must ordain the new elder at a Sunday meeting. Newly ordained Elders begin to serve upon ordination.

(E) Number and Term: The Board of Elders shall consist of a minimum of two Elders—a plurality. However, the ideal number for a healthy plurality within the Board of Elders is three or more. Therefore, a plurality of two elders is to be viewed as only temporary while the Board of Elders seeks out and raises up future elders. The term of office for an Elder shall be at the discretion of the Board of Elders.

(F) Resignation and Removal: Any Elder may resign in writing to the Board of Elders. Any Elder may be removed from office if he becomes physically incapacitated, biblically unqualified, or is no longer able to serve as determined solely by unanimous consent of the remaining elders after following the process below. Notwithstanding the above, if an elder's church membership terminates for any reason, he is automatically removed as an elder of the church.

If there are only two elders, removal of one elder requires the agreement of Mark Smith, who is known to all initial elders. Only if Mark Smith is not available, another man who both elders agree to may fulfill his function. Only if Mark Smith is unavailable, and only if the two elders cannot agree to a third man after a good faith attempt, the elder bringing the accusation for removal may select an elder of another reformed baptist church to consider the matter. Mark Smith or any other man selected under the above conditions must agree that removal is appropriate for an elder to be removed.

Before an elder can be removed, he must be afforded an opportunity to address the charges against him at a meeting with the entire elder board and any man responsible for adjudicating the matter. Notice of that meeting must be provided to every man who will attend at least seven days in advance. The notice must include the date,

time, and place of the meeting; the name of every man who will attend; and the charge against the elder. The charge must include the grounds for the accusation, including biblical standards and qualifications allegedly violated, and all evidence supporting the accusation.

After notice is provided, the accused elder is not permitted to perform any public duties or functions of his office, including preaching, until the matter is resolved; however, his duties may not be limited before notice is provided. In all circumstances, the proceedings should remain confidential, the health and wellbeing of the church being a paramount concern.

The removal meeting will be presided over by any non-accusing or non-defending elder or man. During the removal meeting, the charges and evidence shall be presented, and the responding elder must have the opportunity to respond to the charges and present evidence on his behalf. Following the meeting, the men adjudicating the matter may take any action they deem biblical and right. Regardless, the responding elder may be removed only by the unanimous consent of the elders and men adjudicating the matter. (1 Timothy 5:19-20).

(G) Selection and Oversight of Church Staff: The Board of Elders shall hire and oversee all Church staff members. The approval of any staff person requires unanimous agreement by the Board of Elders. The Board of Elders, by unanimous agreement, has the authority to remove or suspend any Church staff member at any time for any reason. All decisions of the Board of Elders shall be final and there shall be no appeal to any court from any such decision.

Indeed, every position of employment with the Church is critical to the functioning of the Church and implicates church beliefs and doctrine. Thus, who to hire, how they perform their jobs, and when they must be fired are fundamentally religious questions, guided by scriptural precepts. (Rom. 12:4-5, 1 Cor. 12:12-22, Eph. 4:15-16).

(H) Regular Meetings; Notice: Regular meetings of the Board of Elders shall ordinarily be held at least monthly. Regular, annual, and special meetings of the Board of Elders may be held without formal notice except as otherwise provided.

(I) Quorum: At any Board of Elders meeting, the presence of a majority of the Board of Elders shall constitute a quorum unless otherwise stated in these Bylaws.

(J) Decisions of the Board of Elders: Unless noted otherwise in these Bylaws, decisions of the Board of Elders shall be reached after prayerful consideration by unanimous vote in a spirit of humility with each Elder regarding one another as more important than himself. In any matter in which an Elder has a significant personal interest, he may discuss the matter with the Board of Elders, but he cannot vote on the matter if the remaining members of the Board of Elders unanimously agree that he should not vote, provided however, that if there are only two elders, the remaining elder may not unilaterally bar the other elder from voting on a matter. (Psalm 133:1, Acts 15:25, 1 Cor. 1:10, Phil. 2:2, Eph. 4:3).

(K) Observation of Meetings: Board of Elder meetings are open for observation to Church members, though the Elder Board may excuse a church member from any discussion deemed confidential, such as, but not limited to, personnel matters or disciplinary matters.

(L) Rights of Inspection: Each Elder may at any reasonable time inspect all books, records, and documents of every kind and inspect the physical properties of the Church, for a purpose reasonably related to such person's role as an Elder. (Hebrews 13:17).

### 3.2 Officers of the Board of Elders:

(A) Selection: The Officers of the Board of Elders shall function as the officers of the Church and shall be chosen by unanimous vote of the Board of Elders. If there are only two elders, they may, by unanimous consent, choose a third man, who is also a member of the Church, to serve as an officer of the church.

(B) Chairman: The Chairman of the Board of Elders shall call, preside at, and provide administrative leadership for all meetings of the Board of Elders. The Chairman may delegate such duties to another Elder in the Chairman's absence or as otherwise needed. Generally, the primary teaching elder will serve as the Chairman unless the elders unanimously agree otherwise.

(C) Secretary: The Secretary shall keep a book of minutes of all meetings and actions of the Board of Elders and all Church membership records.

(D) Treasurer: The Treasurer shall keep and maintain adequate and accurate records of Church accounts. Such records shall be open for inspection at all reasonable times by Elders. The Treasurer shall make financial reports at each regular Board of Elders meeting. He shall oversee the receipt and disbursement of Church funds with the assistance of the entire elder board.

(E) Other Officers and Alternate Officers: Other officers of the Board of Elders may be appointed from time to time as deemed necessary by unanimous vote of the Board of Elders. All officers of the Board of Elders shall have such powers to perform duties as may be prescribed for such office by the Board of Elders. The Board of Elders may appoint by unanimous vote an alternate officer from the Board of Elders to act as a substitute in times of absence by the officer. Any such appointment of and actions by any alternate officer shall be noted in the book of minutes of all meetings and actions of the Board of Elders.

### 3.3 Office of Deacons

(A) Qualifications: Deacons shall be men who are Church members and meet the qualifications listed in 1 Timothy 3:8-13.

(B) Responsibilities: The Deacons shall assist the Church Elders in the shepherding of the saints and shall be examples of service to the Church. They shall function under the leadership of the Board of Elders.

(C) Selection: The Board of Elders shall select the Deacons by unanimous consent, with significant input from the congregation. (Acts 6:3). The Board of Elders must publish proposed Deacon(s) to the Church body, inviting response. If, after a reasonable period, the elders remain unanimous that the Deacon(s) should be ordained, they shall ordain him during a Sunday meeting.

(D) Term of Office: The term of office for a Deacon shall be as long as that Deacon and the Elders believe that Deacon to be qualified and capable of fulfilling the obligations of a Deacon.

(E) Number: The number of Deacons shall be as many as are qualified and necessary to serve the Church body in the unanimous discretion of the Board of Elders.

(F) Resignation and Removal: Any Deacon may resign at any time by delivering a written resignation to the Board of Elders. Such resignation shall be effective upon delivery or as of the effective date as set forth in the resignation. Any Deacon may be removed from office if they become physically incapacitated, spiritually unqualified, or their inability to serve is established by unanimous vote of the Board of Elders, who must prayerfully consider the matter but need not follow the process for removing an elder.

(G) Compensation: Deacons shall not receive compensation for their services unless the Board of Elders determines otherwise.

(H) Transactions with the Church: Any Deacon may serve the Church in any other capacity and receive compensation although they shall be limited by Article VI with regard to transactions with the Church.

### 3.4 "Pastors" and Staff

(A) Teaching Elder/Pastor: As noted above, all elders are "pastors" and entitled to perform the functions of that office. Further, no elder has any more authority than another elder in matters of church governance. Some elders may labor more in teaching, and there should be a "primary teaching elder/pastor," though all elders are expected to teach the congregation. (1 Timothy 5:17).

(1) Duties: The primary teaching pastor shall generally arrange for and/or conduct all Church services, though he need not always do so. He is generally expected to "fill the pulpit" on Sundays.

(2) Appointment: The primary teaching elder should be chosen by the unanimous consent of the entire elder board. Selection to that position automatically includes the duties and compensation provided herein.

(3) Term, Resignation and Removal: The primary teaching elder will remain in that position until the elder board unanimously determines otherwise. Removal of the primary teaching elder for any reason must comport with section 3.1(F).

(4) Church Staff: Any paid church staff, except another compensated teaching elder noted below, will report directly to the primary teaching elder, who will act as a liaison between the Church staff members and the Board of Elders.

(5) Compensation: The primary teaching elder *must be* financially compensated as determined by the unanimous agreement of the elder board.

(B) Other Teaching Elders:

(1) Position: The elder board may, by unanimous agreement, financially compensate another elder for services performed for the church, up to and including full-time employment.

(2) Duties: The duties of such an employed elder are defined by the entire elder board and must be communicated, in writing, to the elder before he accepts any position of employment. Removal of an elder from this position for failure to comply with his written duties must comport with section 3.1(F).

(3) Term, Resignation and Removal: The term of office, resignation, and removal of a compensated elder is the same as that for an Elder.

## ARTICLE IV

### ORDINATION OF ELDERS

4.1 Ordination of Elders: Ordination refers to the unanimous recognition by the Board of Elders of a man's call to ministry, preparation as a shepherd, and qualifications to serve. Ordination is conferred for life, as long as the man continues to manifest the qualifications for the office.

## ARTICLE V

### INDEMNIFICATION AND ELIMINATION OF LIABILITY

5.1 To the full extent allowed by the Virginia Nonstock Corporation Act in force on the date of these Bylaws, the Church shall indemnify against liability and advance reasonable expenses to any individual who was, is, or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit, or

proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, because he is or was an Elder, or while an Elder, is or was serving at the Church's request as an elder, director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. The Church may (but shall not be required to) indemnify, and advance reasonable expenses to an officer, employee, or agent of the Church who is not a trustee to the same extent as if he were a trustee. As authorized by the Virginia Nonstock Corporation Act, the provisions of this Article are in addition to and not in limitation of the specific powers of a church to indemnify agents set forth therein.

## ARTICLE VI

### TRANSACTIONS WITH THE CHURCH

- 6.1 General: This Article shall apply to all paid and volunteer staff of the Church, including but not limited to compensated elders and deacons.
- 6.2 Transactions with the Church: No person shall be disqualified, by reason of his or her office for function within the church, from dealing or contracting with the Church, either as vendor, purchaser, or otherwise. No lawful transaction or contract of the Church shall be void or voidable on the ground that any such person, or entity in which such person has any financial interest or membership, is in any way interested in the transaction or contract, provided that the person's interest in the transaction was disclosed or known to the Board of Elders, which approved or ratified the transaction or contract.
- 6.3 Liability: No such person shall be liable to account to the Church for any profits realized by him or her from or through any transaction or contract of the Church authorized, ratified or approved by the Board of Elders on the ground that he or she or any entity in which he or she has any financial interest or membership was interested in the transaction or contract.

## ARTICLE VII

## DISSOLUTION

7.1 Dissolution: The Board of Elders may decide by unanimous vote to dissolve the Church. Before any such decision is final, the Board of Elders shall provide notice to the Church body, inviting response concerning the decision. After a reasonable period and prayerful consideration, and after resolving any issues or questions that might arise, the Board of Elders may confirm by unanimous vote the decision to dissolve the Church.

7.2 Winding Down: In the event of dissolution of this organization, the proceeds shall be used for a non-profit organization with purposes similar to those stated in Article II of the Church's Constitution.

## ARTICLE VIII

### MISCELLANEOUS PROVISIONS

8.1 Amendment of Bylaws: These Bylaws may be amended in the same way as the constitution, provided above.

8.2 Endorsement of Documents and Contracts: Any elder may execute a contract or instrument on behalf of the Church. And the Board of Elders, except as otherwise provided in these Bylaws, may by unanimous vote authorize any other person to do the same. However, unless authorized by unanimous vote of the Board of Elders, no officer, agent or employee of the Church shall have any power or authority to bind the Church by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

8.3 Receipt, Investment, and Disbursement of Funds: The Church shall receive, hold, manage, and disburse all monies and/or other properties transferred to it for the purposes for which the Church was formed. However, nothing contained in these Bylaws shall require the Elders to accept or receive any money or property of any kind if they determine in their sole discretion that receipt of such money or property is contrary to the expressed purposes of the Church.

8.4 Corporate Records and Reports: The Church shall maintain adequate and correct accounts, books, and records of its business and properties.

8.5 Settlement of Disputes: It is the Church's policy and procedure to operate only by unanimous consent of the Board of Elders. However, it is recognized that there may be certain exceptional situations where unanimity cannot be reached. If after sufficient time for prayer and mutual submission unanimity cannot be reached, the Board of Elders may operate by a two-thirds (2/3) majority vote in order to resolve the dispute. Such exceptions are expressly limited to the following: In any dispute arising between Church members, pastors, or staff pertaining to any matters of spiritual teaching or practices, Church finances, and legal matters such as title to property purchased with Church contributions. There shall be no appeal to any court from the decision of the Board of Elders. If there are only two elders, they may seek the input of Mark Smith, who is known to all initial elders. Only if Mark Smith is not available, another man who both elders agree to may fulfill his function.

8.6 Church Sanctioned Events: All Church sanctioned events, regardless of location, shall remain consistent with the Church Vision and Mission. The Board of Elders in its sole discretion has the authority to approve or deny any Church sanctioned event and to impose conditions, restrictions or guidelines to any such Church sanctioned event.

8.7 Existing Constitution and Bylaws Void: Upon approval of this Constitution and Bylaws, all other existing Constitutions and Bylaws shall be null and void.