



"The House of Hope"

*Official By-Laws
Of
The Greater Travelers Rest Baptist Church*



E. Dewey Smith, Jr. Pastor/Teacher

4650 Flat Shoals Parkway

Decatur, GA 30034

Phone (404) 243-9336

Fax (404) 212-1265

Web site- <http://www.greatertravelersrest.org>

CONTENTS

PREAMBLE	1
ARTICLE I.....THE CORPORATION.....	7
Name	
Offices	
Fiscal Year	
Seal	
ARTICLE II.....DENOMINATION.....	8
Independence	
Purpose	
Church Policy	
ARTICLE III.....MEMBERSHIP.....	9
Initial Members	
Requirements of Membership	
Admission of Members	
Rules of Membership	
Transfer and Termination of Membership	
Meetings of Members	
ARTICLE IV.....BOARD OF DIRECTORS.....	16
Number	
Classes of Directors	
Qualifications	
Power and Duties	
Vacancies	
Removal by Directors by Church Membership	
Removal of Directors by Board Directors	
Regular Board Meetings	
Special Board Meetings	
Waiver of Notice	
Quorum of Board of Directors	
Action Taken without a Meeting	
Dissent to Action Taken	
Compensation of Directors	
Liability of the Board of Directors	

ARTICLE V.....	OFFICERS AND THEIR DUTIES.....	20
	Qualifications	
	Designation	
	Election of Officers	
	Pastor	
	Clerk	
	Treasurer	
	Deacons	
	Auxiliary Heads	
	Committees and Their Chairmen	
	Nominating Committee	
	Resignation of Officers	
	Signatories to Documents	
	Banking Authority	
	Liability of Officers	
ARTICLE VI.....	AMENDMENT.....	28
	Funerals	
	Weddings	
INDEX		31

ARTICLES OF INCORPORATION
OF
TILSON ROAD BAPTIST CHURCH, INC.

I.

The name of the Corporation is:
TILSON ROAD BAPTIST CHURCH, INC.

II.

The Corporation shall have perpetual duration.

III.

The purposes for which the Corporation is organized are:

To teach, preach and study the gospel of Christ; to advance its membership in faith, hope and charity; to promote the advancement and glory of Christ's Kingdom by missionary, benevolent and Sunday School work;

To appoint, engage and employ evangelists, pastors, preachers, teachers, ministers and other qualified persons to actively pursue and accomplish the purposes of the Corporation;

To conduct and carry on general religious purposes;

To promote, own, operate and maintain, use and to sell, transfer, license the use of, or otherwise operate and dispose of radio and television broadcasting stations, studios and networks of television and radio stations in furtherance of the purposes of the Corporation;

To promote, operate and produce radio and television programs on individual stations or a network of stations for the broadcasting and/or telecasting of religious programs to carry out the purposes of the Corporation;

To own, operate, maintain, use, sell, transfer and license or lease the use of, or otherwise operate and dispose of establishments for printing, engraving, lithographing and publishing Testaments, Bibles, Scriptures, tracts, magazines, newspapers, books, pamphlets, song books, hymnals and other publications of religious literature;

To organize, establish, operate and maintain schools of religious education and instruction;

To promote, organize, conduct and maintain Bible conferences, revivals and evangelical campaigns in the metropolitan and surrounding areas of Atlanta, Georgia and throughout the State of Georgia;

To employ, provide for, foster and otherwise support missionaries, evangelists and divinity students to carry out the purposes of the Corporation in the United States and throughout the world;

To promote, organize, conduct, maintain and otherwise support orphanages, youth camps and other charitable and religious institutions;

To carry on and operate general religious services, prayer meetings, Sunday Schools and general Church activities and programs;

To acquire and administer funds and property which, after the payment of necessary expenses, shall be devoted exclusively to the purposed set forth above, and as set forth in the By-Laws for the Corporation.

IV.

Directors of the Corporation shall be elected in the manner provided by the By-Laws of the Corporation.

V.

The Corporation shall have all the powers granted corporations under the laws of the State of Georgia; however, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c) of the Internal Revenue Code of 1954, as amended, under which the Corporation chooses to qualify for exemption.

VI.

The address of the initial registered office of the Corporation in 2589 Tilson Road, Decatur, Georgia; and the initial registered agent at such address is the Reverend Hubert F. Shepherd.

VII.

The number of Directors constituting the initial Board of Directors is six (6), and the name of address of each member is as follows:

Hubert F. Shepherd
2589 Tilson Road
Decatur, Georgia 30032

John T. Smith
165 Griffin Circle
Decatur, Georgia 30030

John R. Reynolds
234 Mayson Avenue, N.E.
Atlanta, Georgia 30307

William F. Butts
4430 Bakers Ferry Road, S.W.
Atlanta, Georgia 30331

Henry Stiggers
140 Glenwood Avenue, S.E.
Atlanta, Georgia 30312

Annie P. Freeman
225 Lowry Street
Atlanta, Georgia 30307

VIII.

The name and address of the incorporator is:

Ron L. Quigley
1415 Lenox Towers II
3400 Peachtree Road, N.E.
Atlanta, Georgia 30326

IX.

The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of any Director or any other private individual. The Corporation shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit, nor shall the Corporation be authorized to engage in any other activity which is not in furtherance of the purposes stated herein. The Corporation shall never engage in propaganda, neither shall it attempt to influence legislation or participate in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income therefrom be devoted to such purposes.

In the event of the dissolution of the Corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and all of the assets of the Corporation shall be used or distributed to, or its assets shall be sold and the proceeds therefrom used or distributed exclusively to another organization organized and operating for the purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1954, as amended, and such other organization shall be selected and approved by the Board of Directors of the Corporation. In the event shall for any reason upon the dissolution of the Corporation, the Board of Director of the Corporation shall fail to act in the manner herein provided within a reasonable time of dissolution of the Corporation, then the senior Judge of the Superior Court of DeKalb County, Georgia shall make such distribution as herein provided upon the application of one or more persons having a real interest in the corporation or its assets.

IN WITNESS HEREOF, the undersigned hereby executes the Articles of Incorporation.

/s/ Ron L. Quigley
INCORPORATOR

ARTICLES OF AMENDMENT
OF
TILSON ROAD BAPTIST CHURCH, INC.

1.

The name of the Corporation is:
TILSON ROAD BAPTIST CHURCH, INC.

2.

The following Amendment to the Articles of Incorporation of Tilson Road Baptist Church, Inc. deletes Article I of said Articles of Incorporation in its entirety and substitutes therefore the following Article I:

“I.

The name of the Corporation is:
“THE GREATER TRAVELERS REST BAPTIST CHURCH, INC.”

3.

There are no members of the Corporation, and the foregoing amendment to the Articles of Incorporation was unanimously adopted at a meeting of the initial Board of Directors of the Corporation named in the Articles of Incorporation, duly and legally called and held on February 10, 1974 for the purpose of adopting such Amendment to the Articles of Incorporation; the number of Directors then in office was six (6); and six (6) members of the Board of Directors voted in favor of the adoption of the Amendment, and no member of the Board of Directors voted against the adoption of the Amendment.

IN WITNESS WHEREOF, there being no elected officers of the Corporation, each and every member of the initial Board of Directors named in the Articles of Incorporation of Tilson Road Baptist Church, Inc. has executed these Articles of Amendment.

/s/ Hubert F. Shepherd
Director

/s/ Henry Stiggers
Director

/s/ John R. Reynolds
Director

/s/ William F. Butts
Director

/s/ Annie P. Freeman
Director

/s/ John T. Smith
Director

Being all members of the Initial Board of Directors named in the Articles of Incorporation of The Greater Travelers Rest Baptist Church, Inc.

VI I.

The name and address of the incorporator is:

Ron L. Quigley
1415 Lenox Towers II
3400 Peachtree Road, N.E.
Atlanta, Georgia 30326

IX.

The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of any Director or any other private individual. The Corporation shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit, nor shall the Corporation be authorized to engage in any other activity which is not in furtherance of the purposes stated herein. The Corporation shall never engage in propaganda, neither shall it attempt to influence legislation or participate in any political campaign on behalf of any candidate for public office, nor shall any part of the income therefrom be devoted to such purposes.

In event of the dissolution of the Corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and all of the assets of the Corporation shall be used or distributed to, or its assets shall be sold and the proceeds therefrom used or distributed exclusively to another organization organized and operating for the purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1954, as amended, and such other organization shall be selected and approved by the Board of Directors of the Corporation. In the event shall for any reason upon the dissolution of the Corporation, the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time of dissolution of the Corporation, then the senior Judge of the Superior Court of DeKalb County, Georgia shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Incorporation.

/s/ Ron L. Quigley
INCORPORATOR

BY-LAWS OF

**THE GREATER TRAVELERS REST BAPTIST CHURCH, INC.
A corporation formed under the Georgia Nonprofit Corporation Code.**

ARTICLE I

Section 1.01 Name. The name of the Corporation is The Greater Travelers Rest Baptist Church, Inc. (hereinafter referred to as this "church").

Section 1.02 Offices. The address of the registered office of this Church is 2589 Tilson Road, Decatur, Georgia 30032; and the registered agent at such address is the Reverend Hubert F. Shepherd.

Section 1.03 Fiscal Year. The fiscal year of this Church shall be as determined by the Board of Directors.

Section 1.04 Seal. The seal of this Church shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, the signature of this Church followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of this church.

ARTICLE II

Section 2.01 Independence. This church is an Independent Baptist Church, and it shall not be affiliated with any other ecclesiastical group, body, organization, association, convention or fellowship. This Church shall be free to govern itself without outside interference from or control by other church groups, national, state or local government, or agencies of such governmental bodies, or any other human authority. Further, it believes The New Testament is the constitution of Christianity, the charter of the Christian Church, the only authoritative code of ecclesiastical law, and the warrant and justification of all Christian institutions.

It is the intention of this Church to pattern itself upon the teachings and examples contained in the Holy Bible which it believes to be a Divine Revelation given of God to men and the sole authority for Christian faith and practice. This Church is a company of disciples, baptized on a profession of faith in Christ and united in covenant to maintain the ordinances of the Gospel and the public worship of God, to live godly lives and to spread abroad the knowledge of Christ as the Saviour of Man.

Section 2.02 Purpose. This Church declares its purpose to be those which are set forth more fully in its Articles of Incorporation, as amended from time to time, and which may be summarized as follows:

To teach, preach and study the gospel of Christ; to advance its membership in faith, hope and charity, to promote the advancement of glory of Christ's Kingdom by missionary, benevolent and Sunday School work; to appoint, engage and employ evangelists, pastors, preachers, teachers, ministers and other qualified persons to actively pursue and accomplish the Christian purposes of this Church.

Section 2.03 Church Policy. This church adopts The New Directory for Baptist Churches by Edward T. Hicox, D.D. as a basis for orderly internal construction, and as a sound and scriptural exposition of New Testament Church policy, as represented by our faith and practice.

ARTICLE III
MEMBERSHIP

Section 3.01 Initial Members. Those persons who are active members in good standing of the Church known as The Greater Travelers Rest Baptist Church, formerly located at 119 Mayson Avenue, N.E., Atlanta, Georgia, are and shall be the initial active members of this Church.

Section 3.02 Requirements of Membership.

A. Regeneration. Before any person is accepted into the full fellowship of this Church as a member, whether through Baptism, letter or personal statement, that person shall be required to relate a definite Christian experience wherein he experienced the grace of God and felt the transforming power of the Holy Spirit and accepted Jesus Christ as his personal Saviour. He must give good evidence that his is a regenerate heart and make a personal verbal confession of faith in Christ.

B. Consecration. Before any person is accepted into the full fellowship of this Church as a member, that person's Christian life must be, as far as can be known by this Church, consistent with his profession of faith and according to godliness.

C. New Member Orientation. Before any person is accepted into the full fellowship of this Church as a member, that person must complete a new members orientation.

Section 3.03 Admission of Members.

A. Baptism. Any person who has given sufficient testimony and evidence of regeneration, and has been accepted by majority vote of the active members of the Church present at a meeting at which a quorum is present, may be baptized by immersion in the Name of the Father, the Son, and the Holy Spirit, thereby becoming a member of this Church in full fellowship.

B. Letter. Any person who qualifies for membership in this Church according to Section 3.02 of these By-Laws, and has been Scripturally baptized by a church of like faith and practice, and be received by letter of commendation from such a church by the majority vote of the active members present at a meeting at which a quorum is present, thereby becoming a member of this Church in fellowship.

C. Statement of Experience. Any person who has been Scripturally baptized by another church of like faith and practice, though he cannot for some reason present a letter of commendation, may give a statement of his salvation experience and baptism. If, according to such a person's statement, he is qualified for membership in this Church according to the standards of these By-Laws, he may be received by majority vote of the active members present at a meeting at which a quorum is present, thereby becoming a member of this Church in full fellowship.

Section 3.04 Rules of Membership.

A. Active Members. Active members are those persons who attend Church services regularly, participate in various activities of this Church and otherwise support this Church with their prayers, presence and their gifts.

B. Inactive Members. Inactive members are those persons who are absent from worship services of this Church for a period of three (3) months. The names of such persons shall be placed on a list of inactive members, and each such person shall be denied voice and voting privileges until such time as he regains active status. However, if good cause may be shown to the Board of Deacons for such prolonged absence, such as physical ailments prohibiting regular attendance or temporary duty away from the area, then such person shall not be deemed an inactive member.

C. Restoration of Active Membership. Active membership may be restored by regular attendance to worship services and other Church meetings for one (1) month. At the end of such one-month period, the Board of Deacons will attest that the individual has satisfactorily met the requirements for restoration of active membership. Then the name of such member shall be removed from the list of inactive members and placed on the list of active members. Voice and voting privileges will be restored on the date of the worship service or other meeting regularly scheduled following the completion of such one-month period. No church letter of commendation shall be granted to inactive members.

D. Duties of Members. Members are expected to be faithful in their duties essential to living a Christian life; to faithfully attend regular worship services of this Church and to actively support and attend other services and activities of this Church, including revivals and other evangelical meetings; to give cheerfully a portion of their monetary resources and other talents to help meet the financial needs of this Church; to share in the ministry of this Church; and to unite with another Church of like faith and practice upon leaving the geographical area of ministry this Church.

Section 3.05 Transfer and Termination of Membership.

A. By Letter of Commendation. Any active member of this Church who is in good standing may request in writing to the Board of Deacons and Pastor that a letter of commendation be forwarded to another church of like faith and practice with which such member desires to become affiliated. The Board of Deacons and Pastor shall approve or disapprove such letter of commendation and if approved shall deliver it to the church designated in the written request of such members, but not to the member himself. If within six (6) months such member has not transferred his membership to the other church, then the letter of commendation shall no longer be valid and must be renewed by written request to the Board of Deacons and Pastor. Such request for renewal must contain satisfactory reason as to the non-use of the letter of commendation.

B. By Exclusion. If any member should indulge in immoral or unchristian conduct and thereby disgrace this Church or otherwise damage the good name and reputation of this Church, or if any member persistently disregards and violates his covenant vows with this Church or otherwise does not conduct himself in accordance with Christian principles, then such member shall be subject to charges against him requesting the termination of his membership. It shall be the duty of all members of this Church to make faithful and loving efforts in accordance with the Gospel according to Matthew to bring such member to repentance, but if such efforts fail, then the charges requesting termination of membership shall be submitted in writing to the Pastor and signed by the person or persons making the charges. The Pastor shall then present the charges to the Board of Deacons of this Church. The Chairman of the Board of Deacons shall give written notice to such member that charges have been brought against him and shall give such member ample opportunity to appear before the Board of Deacons on his own behalf. After due consideration of the circumstances, the Board of Deacons shall make a recommendation to the active Church membership as to disposition of the charges against such member. This Church may terminate membership by majority vote of all active members present at a meeting at which a quorum is present.

Any member whose membership has been terminated in the manner stated herein may, upon evidence of his repentance and reformation, be restored to active membership upon two-thirds (2/3) vote of the active members of this Church present at a meeting at which a quorum is present. A motion for restoration of membership may be made by any active member and shall be submitted in writing to the Pastor, and the Pastor shall deliver such request to the Board of Deacons with a request for their recommendation. The Pastor shall state the recommendations of the Board of Deacons to the congregation at the next regular worship service of this Church following delivery of the recommendation to the Pastor, and the active members present shall vote on the recommendation as stated hereinabove.

C. By Death. The death of a member dissolves the relationship between this Church on earth and the member.

Section 3.06 Meetings of Members.

A. Voting Privileges. Only active members as defined in Section 3.04 of these By-Laws shall be allowed to speak or vote on Church business or otherwise have a voice in establishing the direction of the ministry of this Church. Each active member shall be allowed one (1) vote.

B. Proxies. Each member entitled to vote at any meeting of members may vote in person or may vote by proxy executed in writing by the member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it.

C. Voting Requirement. A majority of the total votes cast in person and by proxy at a meeting at which a quorum is present shall be binding upon all members for all purposes except when a higher percentage is required by these By-Laws.

D. Annual Meetings. The annual meeting of the active membership of this Church shall be the last business meeting of the church year. At such meetings, members qualified to vote shall elect Directors in accordance with Section 4.02 of these By-Laws and shall transact such other business as may be properly brought before the meeting.

E. Regular Meetings. Regular business meetings of the active members of this Church shall be held Wednesday before fifth Sunday. Such meetings shall begin promptly at 7:30 p.m. and shall not last beyond 9:00 p.m. unless assented to by a vote of two-thirds (2/3) of those present and entitled to vote. No notice of regular business meetings other than this Section 3.06E shall be required; provided, however, that oral or written notice of such meeting may be given at the regular Sunday worship service which immediately precedes the date of such meeting.

F. Special Meetings. It shall be the duty of the Pastor to call a special meeting of members when so directed by resolution of the Board of Directors, by resolution of the Board of Deacons, or upon petition signed by twenty-five (25%) percent of the active members. Notice of any special meeting shall state the time, place and purpose of such meeting. No business shall be transacted at a special meeting except that which is stated in the notice.

G. Place of Meetings. Meetings of members shall be held at this Church or at such other place which is suitable and convenient to members.

H. Notice of Meetings.

- (1) Annual. Oral and/or written notice of the annual meeting of members shall be given at the regularly scheduled Sunday worship service on the three (3) Sundays immediately preceding the date of the annual meeting.
- (2) Special. Oral and/or written notice of any special meeting shall be given at the regularly scheduled Sunday worship service on the two (2) Sundays immediately preceding the date of the special meeting. Additionally, written notice stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be deemed sufficient notice if delivered personally or by mail by the Clerk to each active member at his last known address not less than three (3) nor more than thirty (30) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with first class postage thereon prepaid.

I. Waiver of Notice. Any member may at any time waive notice of any meeting of members in writing delivered to the Clerk, and such waiver shall be deemed equivalent to the giving of such notice.

J. Attendance at a Meeting. Attendance of a member at a meeting, either in person or by proxy, shall of itself constitute a waiver of notice and waiver of any and all objections to the place the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of business.

K. Quorum.

1. Regular Business Meeting

The presence in person or in proxy of one-third (1/3) of the active members qualified to vote shall constitute a quorum at any meeting.

2. Special Meeting

With proper notification of a meeting according to the By-Laws, Section 3.06, the presence of those active members in attendance in person or by proxy qualified to vote shall constitute a quorum.

L. Adjourned Meetings. If any meeting of members cannot be held because a quorum has not attended, a majority of the members present either in person or by proxy may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

M. Order of Business. The order of business at all meetings of the members shall be as follows, to the extent required:

- (1) Prayer.
- (2) Roll Call.
- (3) Proof of notice of meeting or waiver of notice.
- (4) Reading of minutes of preceding meeting.
- (5) Reports of officers.
- (6) Report of Board of Directors.
- (7) Report of committees.
- (8) Election of members of the Board of Directors.
- (9) Unfinished Business.
- (10) New Business.
- (11) Adjournment.
- (12) Prayer.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.01 Number. The number of Directors shall not be less than three (3) nor more than nine (9). The exact number within such maximum and minimum shall be fixed by resolution of the Directors from time to time. The initial Board of Directors shall be the six (6) persons designated as such in the Articles of Incorporation of this Church and shall serve until the first annual meeting of members and election of Directors is held.

Section 4.02 Classes of Directors. There shall be two (2) classes of Directors:

A. Permanent. The persons who are elected to the offices of Pastor, Clerk, Treasurer, and Chairman of the Deacons Ministry are thereby automatically elected to be members of the Board of Directors. Such persons shall service in their respective offices and as a Director for an indefinite term as set forth in these By-Laws.

B. Regular. The remaining members of the Board of Directors, whatever their number, shall be elected to serve for a period of two (2) years. Regular directors shall not succeed themselves in office and shall be eligible for nomination and reelection as a member of the Board of Directors only after the expiration of a two-year interim period, which interim period shall commence with the election of their respective successor.

All Directors shall serve until their resignation, death or removal in accordance with these By-Laws and until their successors shall have been elected and qualified.

Section 4.03 Qualifications. Any person whose name is placed in nomination by the Nominating Committee, as hereinafter set forth, to serve as a Director must be an active member in good standing of this Church. Other qualifications shall be as set forth in Section 5.01 of these By-Laws.

Section 4.04 Powers and Duties. Subject to these By-Laws and the duties conferred thereby to the Pastor, Deacons and other officers of this Church, the full and entire management of the affairs and business of this Church shall be vested in the Board of Directors. The Board of Directors shall have the authority and the power to delegate such authority, to act for and in the name of this Church in pursuance of the powers granted this Church as a nonprofit corporation organized under the laws of the State of Georgia.

Section 4.05 Vacancies.

A. Permanent. Vacancies of the Board of Directors with respect to the permanent members shall be filled as provided for in the election of said permanent members.

B. Regular. Any member in good standing at this Church can nominate a member in good standing who is at least 18 years of age for the Board of Directors. The Nominating Committee will interview that individual for the position of Board of Directors. Vacancies with respect to regular members on the Board of Directors caused by any reason other than the removal of a regular member thereof by a vote of the members as provided herein below, shall be filled by vote of a majority of the remaining Directors at a regular or special meeting of the Board of Directors held promptly after the occurrence of any such vacancy, even though the Directors present at such meeting shall constitute less than a quorum. Each person so elected shall be a member of the Board of Directors for the remainder of the term of the Director so replaced, and until his successor shall be duly elected.

Section 4.06 Removal of Directors by Members of Church. At any regular or special meeting of the members, any one or more of the regular Directors may be removed with cause by majority of the members following notice thereof in the call of the meeting, and a successor may then and there or thereafter be elected to fill the vacancy thus created.

Section 4.07 Removal of a Regular Director by Board of Directors. The Board of Directors may declare vacant the office of a regular Director if such Director shall be absent without good cause from three (3) consecutive regular meetings of the Board of Directors, and a successor may then or thereafter be elected in accordance with Section 4.05 of these By-Laws.

Section 4.08 Regular Board Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors, but at least four (4) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given by the Clerk to each Director personally or by mail or telephone at least three (3) days prior to the day named for the meeting.

Section 4.09 Special Board Meetings. Special meetings of the Board of Directors may be called by the Pastor of this Church on three (3) days' notice to each Director, given personally or by mail or telephone, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the Pastor or Clerk in like manner and on like notice on the written request of at least three (3) members of the Board of Directors.

Section 4.10 Waiver of Notice. Any member of the Board of Directors may, at any time, waive notice of any meeting of the Board of Directors in writing, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a member of the Board of Directors at any meeting of the Board shall constitute a waiver of notice by him of the time, place and purpose thereof. If all members of the Board are present at any meeting of the Board, no notice shall be required and any business may be transacted at such a meeting.

Section 4.11 Quorum of Board of Directors. At all meetings of the Board of Directors, a majority of the members then in office shall constitute a quorum for the transaction of business, and the votes of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall constitute the decision of the entire Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those

present may adjourn the meeting from time to time. At such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 4.12 Action Taken without a Meeting. The Board of Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 4.13 Dissent to Action Taken. A Director of the Church who is present at a meeting of the Board of Directors at which action on any Church matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Clerk of this Church immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 4.14 Compensation of Directors. No regular member of the Board of Directors shall receive any compensation from this Church for acting as a Director.

Section 4.15 Liability of the Board of Directors. The members of the Board of Directors shall not be liable to this Church or to the members of this Church for any mistake of judgment, negligence, or otherwise, except for their own individual, willful misconduct or bad faith. This Church shall indemnify and hold harmless, to the extent permitted by law, each of the members of the Board of Directors against all liability arising out of their conduct on behalf of this Church, unless such conduct shall have been in bad faith. It is intended that the members of the Board of Directors shall have no personal liability with respect to any contract made by them on behalf of this Church.

ARTICLE V
OFFICERS AND THEIR DUTIES

Section 5.01. General Requirements for Qualification. All officers, teachers and members of committees shall be chosen on the following basis: (1) Spirituality. They shall be members of this Church who have proven themselves to be consecrated persons, separated from the world and belonging to Christ. They should not engage in any form of conduct which is questionable as becoming followers of Christ or detrimental to their testimony as children of God. (2) Capability. They should be persons who are capable of carrying out the various duties required of the office which they are to fill. (3) Dependability. They must be persons who can be depended upon to faithfully execute the duties of their position.

Upon installation, all officers, teachers and committee members shall dedicate and pledge themselves anew to carry out their obligations pursuant to their respective capacities and according to the teaching of Jesus Christ.

Section 5.02 Designation. The officers of this Church shall be Pastor, Clerk, Treasurer, and Deacons, and such other officers and assistant officers as may be deemed necessary by the Board of Directors. Any two or more offices may be held by the same person except the office of Pastor and Clerk.

Section 5.03 Election of Officers. Except for the offices of Pastor, Clerk, Treasurer and Deacon, the officers of this Church shall be elected annually by the Board of Directors and shall hold office at the pleasure of the Board. The Pastor shall be elected and removed only in accordance with the provisions of these By-Laws. The Clerk, Treasurer and all Deacons shall be elected or removed by majority vote of active members at a meeting of members called for such purpose of election or removal.

Section 5.04 Pastor. The Pastor is comparable to the office of President, and he shall be the chief executive officer of this Church. His pastorate shall be indefinite unless he shall resign, die or be removed in accordance with the provisions of these By-Laws.

A. Qualifications of Pastor. In addition to the requirements of Section 5.01 above, the Pastor of this Church shall be a man who has been called by God to teach and preach the Word of God as set forth in the Holy Bible. He is required to preach the whole Word of God without seeking to please men but always striving to please God. The Pastor of this Church must agree with and support the position of this Church as an Independent Baptist Church. He must be separated from worldly things and must not indulge in unchristian like habits which would hinder his testimony or influence for Christ or in any way damage the good name and reputation of this Church.

B. Duties of Pastor. The Pastor shall have general and active management of the operation of this Church, and shall be responsible for the administration of this Church, including general supervision of its policies, general and active management of its financial affairs, and execution of bonds, mortgages or other contracts under the seal of this Church. He shall only borrow money on behalf of this Church pursuant to specific authority from the Board of Directors. The Pastor shall have the authority to institute or defend legal proceedings when the Directors are deadlocked. In addition, he shall direct all worship services and shall be ex-officio member of all committees of this Church. The Pastor shall have the authority, and the power to delegate such authority, to plan special meetings, including without limitation, Bible conferences, revivals, missionary conferences, etc. The term "pastor" signifies a shepherd, and the Pastor shall be under-shepherd of this Church which is the flock committed to his care. The spiritual welfare of the Church members is his charge, and his endeavors should aim at the ultimate purpose of the Gospel, which is to win souls to Christ and edify the saints.

C. Election of Pastor. This Church shall at all secure its Pastor by election and the free choice of the members of this Church.

(1) Pulpit Committee. A Pulpit Committee shall be appointed by the Board of Directors from among the active members of this Church. If evidence is shown this Church that a man, either from within or without the membership of this Church, has been called by the Spirit to preach the Word of God and that he is properly fitted for the work of the ministry, it shall be the responsibility of the Pulpit Committee, in a spirit of brotherly love, to diligently inspect the financial, moral and spiritual background of such man to ensure that a wise and safe leader, an able and instructing teacher, a devout, spiritual and holy man is secured for the sacred office of Pastor. This Church must take deliberate care to know the past record of the candidate. Pulpit

Committee must determine what he has done elsewhere, and how he is esteemed and valued where he has previously lived and labored. The Pulpit Committee must make every effort to see that its choice is not influenced by carnal ambition, personal or selfish ends.

(2) Direction of Worship Service by Candidate. The candidate shall then be invited to preach and direct at least one regular Sunday worship service of this Church which shall be deemed special meeting of members as provided herein. Notice for such special meeting shall be given according to Section 3.06H(2) of these By-Laws. Such special meeting shall be deemed to be adjourned until the first regular worship service following such special meeting at which time a vote of active members shall be taken as provided in Section 5.04C(3) below.

(3) Vote Requirement. The Church membership shall pray for divine direction in the selection and election of its Pastor. After due deliberation, investigation and prayer, on the first regular worship service following the service at which the candidate presides, the Pulpit Committee shall make its recommendation to this church as to the fitness of the candidate to serve as Pastor. A vote shall be taken at such service, and if a quorum is present the candidate shall be elected to serve as Pastor by the affirmative vote of three-fourths (3/4) of all active members present. If the candidate is elected he shall take over his duties as Pastor immediately, and the Pulpit Committee shall be dissolved. In the case of a candidate who is not a member of this Church, he shall become a member before entering upon his official duties as Pastor. When the choice of Pastor is made as herein provided, and the Pastor secured, this Church shall receive, love, support, honor and obey him as one sent of God for this sacred work.

(4) Rejection of Pastor. If the candidate does not receive the affirmative vote of three-fourths (3/4) of all active members, then the Pulpit Committee shall not be dissolved and shall renew its efforts in accordance with Section 5.03C(1)-(3) of these By-Laws to secure a qualified man to serve as Pastor to this Church.

D. Removal of Pastor. The relationship between this Church and its Pastor shall be dissolved only by mutual consent of the parties themselves.

(1) By Resignation of Pastor. Should the Pastor himself, after long and prayerful consideration, believe it his duty to leave this Church, he shall deliver either personally or by mail written notice of his desire for separation to the Chairman of the Board of Deacons not less than thirty (30) nor more than ninety (90) days prior to the desired date of separation. Such resignation must be accepted gracefully and in a spirit of brotherhood, for no man or human institution can compel a Pastor to remain in such service.

(2) By Recommendation of Church Members. Dismissal of a minister is of grave importance and the Church members must exercise great caution and pray for guidance before pursuing such dismissal. Good cause for dismissal should be shown; that is, only a Pastor who has lost public confidence and who by unchristian or unministerial conduct is believed to be unfit to discharge the functions of, or to remain in, the sacred office, and who otherwise proves himself an unworthy man, shall be considered for dismissal or separation as Pastor of this Church. If, at a meeting duly called for that purpose, two-thirds (2/3) of all the active members present vote in favor of the removal of the Pastor from office, then it shall be the duty of the Chairman of the Board of Deacons, or such other person as may be agreed upon by the active members, to deliver either personally or by mail written notice to the Pastor, not less than thirty (30) nor more than ninety (90) days prior to the desired date of separation, of this Church's desire for separation.

(3) By Death of Pastor. The death of a Pastor dissolves his relationship with this Church on earth.

(4) Securing a New Pastor. Upon the resignation, removal or death of the Pastor, the provisions of Section 5.03C(1)-(3) shall govern the efforts of this Church to secure a new Pastor.

Section 5.05 Clerk. The Clerk is comparable to the office of Secretary. The person who holds the office of Clerk shall serve for an indefinite term unless he should resign, die or be removed from office in accordance with these By-Laws.

The Clerk' shall keep minutes of all meetings of the members and Directors and have charge of the Minute Book and seal of this Church. The Clerk shall keep a correct register of the Church membership with the date and manner of their admission and dismissal. He shall secure letters or proper credentials for applicants presenting themselves for Church membership by letter.

The Clerk shall perform such other duties and have such other powers as may from time to time be delegated to him by the Pastor or the Board of Directors.

Section 5.06 Treasurer. The Treasurer shall have responsibility for Church funds and securities and shall keep the financial records and books of account in books belonging to this Church. He shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of this Church in such depositories as may from time to time be designated by the Board of Directors; and he shall, in general, perform all duties incident to the office of Treasurer. The Treasurer shall serve for an indefinite term unless he dies, resigns, or is removed according to the provisions in these By-Laws.

Section 5.07 Deacons. Deacons shall have charge of the sick and needy members of this Church. They shall act as counselors and assistants to the Pastor in advancing the general interest of this Church, both temporal and spiritual. Deacons shall be elected for real and needed service to be rendered by them, and the number of Deacons shall vary according to the need of this Church. The Deacons shall elect from among their number a Chairman who shall perform such duties as may be delegated to him by these By-Laws, The Board of Directors, the Board of Deacons, or the Pastor.

Section 5.08 Auxiliary Heads. The heads of auxiliaries are persons responsible for the conduct of the affairs of their respective auxiliary.

Section 5.09 Committees and Their Chairmen. The Board of Directors shall appoint members of the following committees:

- (1) Worship
- (2) Personnel
- (3) Stewardship and Budget
- (4) Building and Grounds
- (5) Education
- (6) Nursery

Committee members shall elect from among their number a Chairman who shall preside at all committee meetings, present committee reports to the Board of Directors and the church membership and delegate responsibilities to committee members. Committee meetings shall be held monthly or as determined by the members of the respective committees.

Section 5.10 Nominating Committee. The Nominating Committee shall be a permanent committee whose members are appointed by the Board of Directors. Except as otherwise provided in these By-Laws, at any time a vacancy occurs in any office due to resignation death or removal, it shall be the responsibility of the Nominating Committee to place in nomination before this Church the names of active members who have shown they possess the qualifications for offices set forth in Section 5.01 of these By-Laws.

Section 5.11 Resignation of Officers. Any officer of this church may resign if, after due deliberation and prayer, such officer believes his resignation to be in the best interest of this Church. Written notice of such resignation shall be delivered in person or by neither mail to the Board of Directors not less than thirty (30) nor more than ninety (90) days prior to the date of resignation.

Section 5.12 Signatories to Documents. All agreements, contracts, deeds, leases and other documents of this Church shall be executed by two officers of this Church (excluding the Clerk) and separately attested by the Clerk.

Section 5.13 Banking Authority. The Treasurer shall have authority to sign all checks drawn on the bank account of this Church, with the co-signature of the Clerk or Chairman of the Board of Directors. Any two (2) of the following must co-sign for deposits and withdrawals from all bank accounts of this Church: Treasurer, chairman of the Board of Directors, Clerk and Pastor.

Section 5.14 Liability of Officers. The officers shall not be liable to this Church or to the members for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. This Church shall indemnify and hold harmless, to the extent permitted by law, each of the officers against all liability arising out of their conduct on behalf of this Church, unless such conduct shall have been of bad faith. It is intended that the officers shall have no personal liability with respect to any contract made by them on behalf of this Church.

ARTICLE VI
AMENDMENT

These By-Laws may be amended, altered or revised at a meeting of active members called for such purpose if such amendment, alteration or revision is approved by a vote of two-thirds (2/3) of the active members present at a meeting at which a quorum is present, and provided that such amendment or alteration is printed fully in the written notice of the meeting. No other amendment, alteration or revision may be acted upon except that which is printed in the notice of the meeting.

I. Funerals are personal and private.

1. When held at the undertaker's place, it is under his direction. The minister or pastor is only a friend there to help do whatever the family asks him to do.
2. A Church funeral is under the direction of the Church and should be conducted in this spirit and manner as follows:
 - a. A Christian funeral is not a one-day-revival. Nor is it an occasion to say a few pretty words or listen to sentimental music. The purpose is Christian worship. The goal is to focus attention on the greatness and everlasting nature of God. Congregation and mourners alike should be caught up in a worship experience that transcends circumstances that strengthen and undergirds.
 - b. A planned worship service is better than a seesaw affair of a song and a Scripture passage and a song and a mini-talk and another song. The pastor should use the great hymns of the church, as he would at a Sunday service, and involve the congregation and the family in worship through congregational singing, responsive readings, and the saying of the Lord's prayer. Often the family members are shielded in a side room at the funeral home. But why should they be? The family that shared in Christian worship receives much more support than the family that sits passively by, perhaps unable to see the minister or to hear what he says.

- c. Music should focus attention on God (A mighty Fortress rather than on the deceased) “Tell Mother I’ll Be There”. The use of excessively sentimental songs has, I feel, turned many people against funeral music; today, some families request that there be no singing at all. In the emotional support of the world’s universal language, music. And if there is ever a time for a Christian to sing it is in the face of death. To say we cannot stand music at a funeral is to say, we have nothing to sing about.
- d. Usually the service can be in the church, despite the frequently used excuse that a church funeral is too much “bother”. Bother for whom? The mortician? That’s what he is paid for and what he is equipped to do. There is not a need for a long processional or pallbearers. The mortician can move the casket and the flowers to the church the morning of the funeral. Then the family and friends simply gather at the church rather than at the funeral home. Most ministers feel out of place leading Christian worship in a funeral home, which at best creates an artificial situation. Acoustics are sometimes bad. Not everyone can see the minister. No hymnbooks are available for use in worship.
- e. The family should view the body before the services, perhaps the morning of the funeral, so that the benefits of worship will not be annulled by the emotional strain of the final viewing.
- f. The minister should encourage more people to attend the funeral of Christian worship, though no one should attend out of morbid interest in how the family is “taking” the death, or how many people sent flowers. Sometimes friends spend all their energy preparing food, making telephone calls, and arranging flowers, so that the funeral becomes an eighteen minute anti-climax. One does not help members of the family as much by driving an hour through the city traffic to and from the cemetery as by standing beside them in the worship service.

- g. This minister will share his ideas freely with local morticians. Most morticians are willing to cooperate with the ministers as well as the family. Often, they make unwise suggestions simply because no one has offered better ones. In turn, the mortician should consult the minister before the time and place is set.
- h. Instead of hiding the pulpit or alter with a bank of flowers, it might be better to arrange the flowers tastefully in the hallways or foyer of the church. A simple spray can go on the casket at the altar. More and more churches are following the custom of using a funeral pallbearer. And why not? Attention should focus on God and his everlasting arms, not on the number of floral pieces.

II. Weddings are personal and private affairs. However, there are two things to be remembered.

- 1. If the wedding or marriage is to take place at home or some private place, the minister or pastor is incidental as for importance. The wedding could be performed without him.
- 2. If the wedding or marriage is to be held at the church, nothing should be planned without prior consultation with the pastor. The church is under the directorship of the pastor, as the director of all religious service, he must be consulted as it will be under his direction.

INDEX

BOARD OF DIRECTORS.....

- Action Taken without a Meeting
- Classes of Directors
- Compensation of Directors
- Dissent to Action Taken
- Liability of the Board of Directors
- Number
- Power and Duties
- Qualifications
- Quorum of Board of Directors
- Regular Board Meetings
- Special Board Meetings
- Vacancies
- Removal by Church Membership
- Removal of Directors by Board Directors
- Waiver of Notice

CORPORATION.....

- Fiscal Year
- Name
- Offices
- Seal

DENOMINATION.....

- Church Policy
- Independence
- Purpose

FUNERALS.....

MEMBERSHIP.....

- Admission of Members
- Initial Members
- Meetings of Members
- Requirements of Membership
- Rules of Membership
- Transfer and Termination of Membership

OFFICERS AND THEIR DUTIES.....

- Auxiliary Heads
- Banking Authority
- Clerk
- Committees and Their Chairmen
- Deacons
- Designation
- Election of Officers
- Liability of Officers
- Nominating Committee
- Pastor
 - Duties
 - Qualifications
 - Removal of Pastor
 - Death of Pastor
 - Recommendation of Membership
 - Resignation of Pastor
 - Securing a New Pastor
 - Director of Worship Service
 - Pulpit Committee
 - Qualifications
 - Rejection of Pastor
 - Vote Requirement
- Resignation of Officers
- Signatories to Documents
- Treasurer

PREAMBLE

WEDDINGS