



**THE REVISED BYLAWS
OF THE
UNION BAPTIST CHURCH OF
SWISSVALE**

Proposed for adoption by the membership of Union Baptist Church of Swissvale by the Council of Ministries at a called Church meeting on _____, 20__, to become effective _____, 20__.

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**UNION BAPTIST CHURCH OF SWISSVALE
BYLAWS**

ARTICLE I. CHURCH MEMBERSHIP

Section 1. Reception of Members

- A. Membership in the Union Baptist Church of Swissvale shall occur by Baptism, Transfer, or Christian Experience:
1. **Membership By Baptism:** Any person who professes faith in the LORD JESUS CHRIST and accepts the views of faith and practices of Union Baptist Church of Swissvale (hereinafter, also referred to as the “Church”) may, upon having completed the new members’ class and acknowledged the receipt and review of the Constitution and Bylaws of the Church, be received into its membership by the Right Hand of Fellowship. Believer’s baptism and acceptance of the Right Hand of Fellowship are required for membership unless otherwise approved by the Pastor in consultation with the Deacons.
 2. **Membership By Transfer:** Individuals who provide a letter of transfer from another Christian church, who professes faith in the LORD JESUS CHRIST and evidences prior believer’s baptism may be received into membership in this Church upon completion of the new members’ class, acknowledging the receipt and review of the Constitution and Bylaws of the Church, and acceptance of the Right Hand of Fellowship unless otherwise approved by the Pastor in consultation with the Deacons.
 3. **Membership By Christian Experience:** Individuals who profess faith in the LORD JESUS CHRIST and evidences prior believer’s baptism may be received into membership in this Church upon attendance and completion of the new members’ class, acknowledging the receipt of the Constitution and Bylaws of the Church, and acceptance of the Right Hand of Fellowship unless otherwise approved by the Pastor in consultation with the Deacons.
- B. The Deacons, in consultation with the Pastor, may recommend additional requirements of Membership for approval by majority vote of the Church Members at a duly called business meeting.
- C. **Reinstatement of Membership:** All previous members of Union Baptist Church of Swissvale may be reinstated as Church Members upon request of the Pastor and Deacons and acknowledging the receipt and review of the Constitution and Bylaws of the Church. The Pastor and Deacons shall reserve the right to determine additional requirements for reinstatement.

Section 2. Classes of Membership

There shall be three classes of membership recognized by the Church and the Deacons shall have the authority to review and update the membership rolls at least annually:

- A. **Active Members:** All individuals who meet the above requirements for membership and who regularly attend, contribute, and participate in the Church shall be considered Active Members (also referred to in these Bylaws as “Church Members”). Church Members in good standing shall have full voting privileges and may be eligible for leadership positions within the Church. Church

Members unable to regularly participate due to work assignments (including military service), medical conditions, or educational pursuits shall be considered Church Members while one of the above exceptions exists. Church members “in good standing” are those members who are not under church discipline, or who have not been designated as an Inactive Member, as defined below.

- B. Inactive Members: Church Members who demonstrate a lack of interest in the Church by not attending, participating, or contributing for the previous twelve (12) months shall be designated as an Inactive Member. Inactive Members shall have no voting privileges and are ineligible for any leadership positions within the Church. In accordance with the Membership Policy, the Pastor, his/her designee, and/or the Deacons shall attempt to contact each Inactive Member and seek to restore them to active membership. After an additional 90 days, if no interest in restoration is shown, the individual may be removed from the membership rolls by the Deacons. An Inactive Member may be restored to Active Membership by approval of the Deacons in accordance with the Membership Policy.
- C. Watchcare: An individual who desires fellowship with the Church but does not want to relinquish his/her membership in his/her former church may be received under Watchcare. Watchcare members shall enjoy the same privileges and responsibilities as Church Members except that they shall not be able to vote on matters brought before the Church Members or hold a lay leadership position within the Church. Upon relinquishing membership in their former church and meeting the qualifications for membership, Watch-care members may become active Church Members with full privileges.

Section 3. Privileges of Active Membership

Membership privileges include attending Church meetings, voting on matters presented to the Church Members at these meetings, and eligibility to hold office. All Church Members, without respect to age, shall have an equal opportunity to express opinions on business matters. Every Church Member, age 16 or older and not under church discipline, may act and vote in the business of this Church (voting by proxy is prohibited). Voting privileges and percentages of Church Members present and voting at a duly called business meeting are as follows:

- A. Calling or removing of the Pastor – 3/4 vote;
- B. Ordination and Licensing of Ministers – majority vote;
- C. Election of Standing Committee Chairpersons, – majority vote;
- D. Election of At-Large Council Members – majority vote;
- E. Election of Deacons – majority vote;
- F. Creation and Dissolution of Standing Committees – majority vote;
- G. Election of Church Historian – majority vote;
- H. Election of Trustees– majority vote;
- I. Approval of a partnership or joint venture or creation of a church LLC or Integrated Auxiliary as outlined in Article XII, Section 10 – majority vote;
- J. Acquisition, sale, and transfer of real property, and any related indebtedness – 2/3 vote;
- K. Merger or Dissolution of the Church – 3/4 vote;

- L. Dissolving of all, or substantially all, of the church assets – 3/4 vote;
- M. Amendment to the Constitution of the Church – 3/4 vote;
- N. Amendment to the Bylaws of the Church – 3/4 vote; and
- O. Any other major event or decision as designated by the Church Council – majority vote unless otherwise provided.

Section 4. Termination of Membership

Termination of membership may be as follows:

- A. By letter of transfer to another Baptist church by a member in good standing;
- B. By written request to terminate membership;
- C. By prolonged inactive membership classification as outlined above;
- D. By death/end of life ; or
- E. By Church Discipline as outlined below.

Section 5. Church Discipline

- A. It is the practice of this Church to pursue peace and reconciliation in all matters. Should one member transgress against another member or the Church, the aggrieved member(s) shall follow in a gentle spirit the instructions illustrated in the Bible/the Word of God (for example: *Matthew 18:15-17*; *1 Corinthians 5:9-13*; and *1 Thessalonians 5:12-14*).
- B. If a member cannot and will not be governed by the Constitution and Bylaws of this Church which is a form of ecclesiastical law specific to Union Baptist Church of Swissvale as an autonomous Church Body, they transgress against the Body either in sinful, moral failure or biblical heresy, the Pastor, the Deacons, the Church Council, and mature members shall be mobilized for spiritual counsel, guidance, correction, and restoration.
- C. The Church shall look to the Pastor and Deacons for the effective functioning and discipline of its members. Only after good faith efforts by the Pastor and Deacons to bring about peace and reconciliation have proven futile, shall the Pastor and Deacons give notice of the unrepentant transgression, and the time and place to address the charges. Members agree that the Church may deny a member's request to terminate one's membership once discipline procedures have commenced.

Section 6. Restoration of Membership

In accordance with the Membership Policy, members dismissed by the Pastor and Deacons shall be restored to full membership privileges by the Pastor and Deacons according to the spirit of 2 *Corinthians 2:7,8* when their conduct is judged by the Pastor and Deacons to be in accordance with the Statement of Faith and Biblical repentance.

ARTICLE II. CHURCH MEETINGS

Section 1. Worship Services

- A. Worship services shall be held on Sunday and on any other day as determined by the Pastor and Deacons.
- B. The Lord's Supper (Holy Communion) shall be observed at least one Sunday each month and at other times as determined by the Pastor and Deacons.
- C. The Baptism of New Believers shall be observed as necessary during the worship services and at other times as determined by the Pastor and Deacons.

Section 2. Annual Business Meetings

- A. Regular business meetings of the Church shall be held at least annually.
- B. The dates of regular business meetings should be stated in the church calendar.
- C. Notice of the time and place of the meeting, as determined by the Church Council, shall be given from the pulpit at least two (2) weeks prior to the meeting, and shall be posted using all other appropriate forms of communication in the Church at least four (4) consecutive weeks before the meeting, either of which shall be deemed to be a reasonable method of calling the business meeting.
- D. The Church Council and all ministries, committees, and organizations of the Church should provide reports as needed during this time.

Section 3. Special Meetings of the Membership

- A. Special Meetings are any meetings not regularly scheduled and called for special purposes.
- B. Special meetings may be called by one or more of the following:
 - 1. The Pastor;
 - 2. The Church Council;
 - 3. The Board of Deacons ;
 - 4. The Board of Trustees;
 - 5. Written signed request of one-half (1/2) of a quorum (10%) of the Church Members.
- C. Notice of the time, place, and purpose of the special meeting shall be given at a) a regular worship service at least one (1) week prior to the meeting, and b) be posted using all other appropriate forms of communication in the Church for at least one (1) week before the meeting, either of which shall be deemed to be a reasonable method for calling the business meeting.

Section 4. Quorum

The presence of ten percent (10%) of the Church Members at the start of a duly called meeting shall constitute a quorum for the transaction of business. If quorum is not met then another meeting shall be called, with proper notice given.

Section 5. Moderator

- A. The Pastor shall be the Moderator and ordinarily preside over all meetings of the Church.
- B. If the Pastor is unable or unwilling to moderate the meeting, the Pastor may delegate the responsibility.
- C. In the absence of a Pastor, the Chair of the Diaconate or designee shall serve as Moderator to facilitate church meetings.

Section 6. Church Clerk

The Church Administrator shall be the Church Clerk and shall record and preserve the minutes of all Church business meetings. The Clerk shall oversee the maintenance of an up-to-date membership roll and prepare and forward membership letters. The Clerk shall be charged with the duty of giving proper notice to all Church Members of all respective business meetings.

Section 7. Church Historian

The Church Historian shall be recommended and elected by the Church Members at the Annual Business Meeting. They shall be charged with the duty of maintaining a chronology of the Church's history. Their election shall be for a term of three (3) years, or until their successor is elected. A member may be reelected for an indefinite number of three (3) year terms.

Section 8. Minutes

Minutes of the regular and special business meetings of the Church shall be taken by the Church Clerk and kept in the Church records under the custody of designated Church staff.

ARTICLE III. CHURCH COUNCIL (SERVING AS BOARD OF DIRECTORS)

Section 1. General Authorities

- A. The corporate powers of the Church shall be exercised by or under the authority of the Board of Directors, herein referred to in these Bylaws as the "Church Council" or the "Council," and referred to, in the articles of corporation as "the Directors."
- B. Except for those matters specifically reserved to the Members of the Church, the authority, business and property of the Church shall be exercised, conducted, and controlled by the Council for the purposes of overseeing the legal, business, financial, and administrative affairs of the Church with consensus agreement.
- C. If, in the course of the decision-making processes, the Council cannot unanimously agree, then the decisions shall be made by majority vote of the Council members present and voting at that meeting.
- D. The Pastor, who shall be recognized as the authority to oversee the spiritual affairs of the Church, shall be the tie breaking vote if that case ever arises.

Section 2. Qualification, Number, Election, and Term

The voting members of the Council shall consist of the Pastor, the Church Administrator, the Chairpersons of the Standing Committees (see Subsection A below), and not more than eight (8) At-Large members elected by majority vote of the Church Members at the annual business meeting.

- A. **Standing Committees:** The Church may establish and dissolve Standing Committees as necessary as recommended by the Council and approved by the Church Members. The election and terms of Committee Chairpersons are outlined in Article VIII of these Bylaws.
- B. **At-Large Council Members:** Candidates for At-Large seats shall be recommended to the Church Council for an interview and to determine a desire to serve. The Church Council shall then present the qualified candidates for any vacant positions to the Church Members at the Annual Business Meeting for election by majority vote of the Church Members present and voting. No candidate shall be nominated without their consent. Upon election, At-Large Council members shall serve for a term of three (3) years. There shall be three annual classes of At-Large Council members so that approximately one-third (1/3) are up for election every year to maintain continuity and make for smooth transitions within the Council. After serving two consecutive three-year terms (a total of 6 years), At-Large Council members must take at least one year off before being eligible for reelection.

Section 3. Specific Duties and Functions of the Church Council

- A. The Pastor shall serve as Chairperson of the Council. The Council shall appoint a Secretary who, as outlined in this Article, shall take the minutes of the Council meetings and provide notice of such meetings to all Council members. Without prejudice to the general authorities outlined above, and subject to the same limitations, the Council shall have the following duties and authorities:
 - 1. Establishing policies and practices for the Church including the creation and maintenance of policies and procedure manuals, which shall contain all policies and procedures relating to the Church's affairs, including, but not limited to, committee task descriptions and policies regarding the handling of funds, use of facilities, and employment policies and practices;
 - 2. Recommending church goals, objectives, and strategic plans;
 - 3. Evaluating program achievements in terms of church goals, objectives, and strategic plans;
 - 4. Reviewing and coordinating program plans recommended by church officers, committees, organizations, and staff;
 - 5. Recommending the use of leadership, calendar time, and other resources to Church Members according to priorities to avoid conflicts in the use of church facilities;
 - 6. Recommending the borrowing of money and incurring indebtedness on behalf of the Church and cause to be executed and delivered for the Church's purpose and in the Church's name, promissory notes, and other evidence of debt and securities;
 - 7. Executing such other authorities and duties needed for the orderly administration of the Church.

- B. The Council may delegate some of its authorities and duties to the Pastor, other ministers, Deacons, Trustees, staff members, committees, and others as long as the delegation does not breach its fiduciary duties to the Commonwealth of Pennsylvania and the Church. The Council may also invite staff and chairpersons of other committees and organizations of the Church to be non-voting invitees to Council meetings whenever projects or programs in which their committee or organization may be involved are to be considered.

Section 4. Vacancies

- A. A vacancy on the Council because of death, resignation, removal, disqualification or any other cause shall be filled by another Church Member appointed by the Pastor for the remainder of the calendar year.
- B. The Church Members may nominate a candidate to be elected by a majority of the Church Members at the Annual Business Meeting for the remainder of that unexpired term.

Section 5. Resignation and Removal

- A. A Council member may resign by delivering a written notice to the Pastor, which shall be presented to the Council and accepted at a duly called meeting.
- B. Other than the Pastor whose removal is provided for below, an Officer or Council member may be removed when, upon the affirmative vote of the Pastor and a three-fourths (3/4) majority of the Church Council, not including the Council member(s) at issue, at a duly called meeting, the Council recommends that such individual should no longer serve as a Council member.
- C. The Council's recommendation shall be submitted to the Church for affirmation by majority vote of the Church Members present and voting at the earliest possible duly called meeting.
- D. In the event any Council member is so removed, a new Council member may be appointed by the Pastor for the remainder of the calendar year.
- E. Any church member may nominate a candidate to be elected by a majority vote of the Church Members at the Annual Business Meeting for the remainder of that unexpired term.

Section 6. Transactions with Interested Parties

- A. A contract or other transaction between the Church and one or more of its Council members, Pastors, Officers, Deacons, or family members thereof (hereinafter "Interested Party"), or between the Church and any other entity, of which one or more of the Church or its Council members, Pastors, Officers, or Deacons are also Interested Parties ("Common Party"), or in which entity is an Interested Party has a financial interest – shall be voidable at the sole election of the Church unless all of the following provisions are satisfied:
 - 1. The Church entered into the transaction for its own benefit;
 - 2. The transaction was fair and reasonable as to the Church, or was in furtherance of its exempt purposes at the time the Church entered into the transaction;

3. Prior to consummating the transaction, or any part thereof, the Council authorized or approved the transaction, in good faith, by a vote of a majority of the Council members then in office, without counting the vote of the interested Council member(s), and with knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and
 4. Prior to authorizing or approving the transaction, the Council, in good faith, determined after reasonable investigation and consideration with at least two (2) additional bids from other qualified entities, that either the Church could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Church's tax-exempt purposes.
- B. Common or Interested Council members may not be counted in determining the presence of a quorum at a meeting of the Council (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction and must recuse themselves from any discussion and vote on the issue.
- C. The Council shall adopt additional Conflicts of Interest Policy that shall provide for full disclosure of material conflicting interests by Council members, Officers, Deacons, or employees. These policies shall permit the Council to determine whether the contemplated transaction may be authorized as just, fair, and reasonable to the Church. Notwithstanding the above, no loan should be made by the Church to any of its Council members, Officers, Pastors, Deacons, or Church Members.

Section 7. Board Member Compensation

No salary or compensation shall be paid to any member of the Council in his/her capacity as a Council member other than the Pastor and Church Administrator. However, the Council member may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.

Section 8. Place and Time of Regular Meetings

Regular meetings of the Council may be held monthly but no less than quarterly at any place and time designated by the Council.

Section 9. Special Meetings of the Council

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

Section 10. Chairperson and Vice Chairperson

The Pastor shall serve as the Chairperson of the Church Council and shall facilitate the meetings. The Vice President, as defined below, shall serve as the Vice Chairperson of the Church Council who, in the absence of the Chairperson, shall facilitate the Council meetings and such other duties as delegated to him/her thereto by the Council.

Section 11. Notices

Notice of the time and place, and in the case of a special meeting, the purpose of every meeting of the Council shall be in writing and shall be duly sent, mailed, or otherwise delivered by the Secretary to each Council member not less than four (4) days before the meeting; providing that no notice of any regularly scheduled or adjourned meeting need be given. Public notice of Council meetings should be provided to the Church Members.

Section 12. Quorum

A majority of voting Council members present at the beginning of a meeting shall constitute a quorum for purposes of transacting business at a Council meeting.

Section 13. Action without Meeting

Any action required or permitted to be taken by the Council members may be taken without a meeting, if all of the Council members, individually, or collectively, consent in writing, including electronic messaging, to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Council members. Such written consent or consents shall be filed with the minutes of the proceedings of the Council.

Section 14. Manner of Acting

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

Section 15. Participation by Conference Telephone

- A. Members of the Church Council or of any committee thereof may participate in a meeting of the Council or such committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other.
- B. Participation by such means shall constitute presence in person at such meeting.
- C. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting, noting participation of those who were present by means and the medium of such communications equipment.

Section 16. Meeting Minutes

Minutes of the Council meetings shall be recorded and retained by the Secretary, who shall have custody thereof and be responsible for circulating copies to the Council members in a timely manner.

ARTICLE IV. CHURCH CORPORATE OFFICERS

Section 1. General

The Corporate Officers of the church corporation shall be the Pastor/President, Vice President, Secretary, Treasurer, and such officers that the Church Council may from time to time deem necessary who shall be responsible for conducting the duties of the Church through its designees.

Section 2. Appointment and Term

Except as otherwise stated in these Bylaws, candidates for Officer shall be appointed by a majority vote of the Council members for a three (3) year term. Except for the Pastor/President, the Officers may be re-elected without limitation or until their successor is appointed and qualified.

Section 3. Pastor/President

The Pastor/President shall be the chief executive officer of the church corporation and shall oversee the day-to-day operations of the Church. The Pastor shall at all times simultaneously occupy the position of President of the church corporation with all the rights and responsibilities attributed thereto and which the Council sets unless he/she delegates some of these duties to other ministers, deacons, staff, or others. The President and/or the Council shall execute any necessary documents and instruments on behalf of the Church, except where the signing and execution thereof shall be expressly delegated by the Council to some other officer or agent of the Church.

Section 4. Vice President

The Council shall appoint a Vice President of the church corporation. The Vice President, in the absence of the President, shall carry out the administrative duties and responsibilities of the President, along with any other administrative duties and responsibilities as designated by the Council.

Section 5. Secretary

The Council shall appoint a Secretary from among its members. The Secretary shall record and preserve the minutes of all business meetings of the Council. The Secretary shall be charged with the duty of giving proper notice to the Council members of all respective business meetings and proper oversight to the clerks, assistants, and staff in carrying out its related duties.

Section 6. Treasurer

The Council shall appoint a Treasurer. The Treasurer shall provide oversight responsibility for all monies collected and distributed by the Church and shall make financial reports to the Council. The Treasurer, in collaboration with the President or his/her designee, shall ensure that a financial report is made available for Church Members at the annual business meeting and such other meetings wherein a financial report is deemed necessary. A copy of the financial records shall likewise be available to the Church Members on a quarterly basis. Proper records and books concerning incoming and outgoing funds shall be kept and such records and books shall be made available for auditing or inspection.

ARTICLE V: THE PASTOR AND MINISTERIAL STAFF

Section 1. Qualification and Number

- A. The Church shall have a Senior Pastor (referred to in these Bylaws as the "Pastor") and one or more Assistant or Associate Ministers as determined necessary by the Pastor in consultation with the Deacons.
- B. All pastoral staff shall meet the Scriptural requirements as outlined in *I Tim. 3:1-7* and *Titus 1:5-9* and be an ordained or licensed Baptist minister.

Section 2. Pastoral Duties

- A. The Pastor shall have charge of the spiritual welfare of the Church. The Pastor shall preach the gospel, counsel members, direct public worship, administer ordinances, promote the spiritual interests of the Church, and endeavor to organize and develop the strength of the Church for the greatest possible service to GOD. The Pastor shall also serve as an *ex-officio* member of the Council , and all other committees and ministries.. The Pastor shall recuse himself/herself from meetings wherein his/her duties, powers, and compensation are being voted on.

Section 3. Calling a Pastor

- A. If a vacancy in the position of Pastor occurs for whatever reason, a Pastor Search Committee shall be created by the Church Members. The Pastor Search Committee shall consist of at least five (5) members who reflect the diversity (i.e. age, race, gender, leadership status) of the Church Members. The candidates for the Pastor Search Committee shall be nominated and elected by the Church Members.
- B. The committee shall appoint a Chairperson and secretary from among their number and shall proceed with as little delay as possible. The committee shall seek out a suitable Pastor, and its recommendation shall constitute a nomination. The committee shall bring to the Council first and then to the Church only one person at a time for their consideration. Afterwards, a special called business meeting shall be held to vote on a particular candidate. His/her election shall take place at a duly called meeting for that purpose, of which at least two (2) weeks' public notice shall be given. Election shall be by secret ballot, an affirmative vote of three-fourths (3/4) of those Church Members present and voting shall constitute a call. The Pastor Search Committee shall inform the candidate of the voting results as soon as possible. A Pastor, upon election, shall serve for an indefinite term until the sooner of his/her death, resignation, or removal.
- C. The Pastor Search Committee, in consultation with the Church Council, shall recommend to the Church a Pastor's initial compensation at the time of his/her calling. The Church Council shall, with sufficient engagement with the Pastor, periodically review and recommend any changes to the Pastor's compensation package to the Church for approval. The Pastor, having been engaged in meaningful discussion about the matter, shall recuse himself from any discussions and vote regarding his/her compensation. The Church shall provide, to the extent possible, an adequate salary and such benefits as requested and recommended by the Council in accordance with the Church's annual budget. These benefits may include, but are not limited to, ministerial housing allowance, health insurance, pension, and vacation time.

Section 4. Pastoral Resignation, Discipline, and Termination

- A. The Pastor may resign by delivering a written notice to the Church Council, which shall be presented to the Council and accepted at a duly called meeting.
- B. If any two (2) unrelated Church Members have a grievance against the Pastor, those members must present their grievances to the Deacons. If the conduct of the Pastor is immoral or egregiously improper, the Deacons shall determine by two-thirds (2/3) vote to administer counseling and discipline of the Pastor, up to and including termination.

- C. If the Deacons recommend termination, the Church Council, by two-thirds (2/3) vote of the Council members, shall call a special business meeting of the Church Members for this matter. Membership vote shall be by secret ballot and a vote of three-fourths (3/4) of those Church Members present and voting is required for termination.

Section 5. Assistant and Associate Ministers

Ministers working under the general supervision of the Pastor are responsible for assisting in leading the Church to function as a New Testament church. They must meet the same scriptural requirements as the Pastor.

- A. Assistant Ministers are licensed or ordained Baptist ministers who are paid employees of the Church in a ministerial role. Assistant Ministers shall be appointed by the Pastor, with the advice and consent of the Ordination and Commissioning Council and the Deacons. As paid employees, the evaluation criteria, compensation, and related personnel functions of Assistant Ministers shall be controlled by the Council, or its designee, as with other church employees.
- B. Associate Ministers are licensed or ordained Baptist ministers who are non-employee (stipend or volunteer) Ministers who regularly attend the Church and who are regularly available to serve in a ministerial role and who by mutual consent agree to regularly perform these duties. Associate Minister candidates shall be recommended by the Pastor to the Ordination and Commissioning Council and the Deacons. Qualified candidates shall be appointed by two-thirds (2/3) of the Deacons present and voting at a duly called Deacon meeting. Duty assignment and periods of performance are at the discretion of the Pastor.

Section 6. Licensing and Ordination of Ministers

Licensing and Ordination at this Church may be pursued locally or through the American Baptist Churches of Pennsylvania and Delaware (ABCOPAD) and the American Baptist Churches of USA (ABCUSA). Members who express the desire to become a Licensed or Ordained Minister shall meet with the Pastor for further instruction and/or requirements.

- A. Licensed Ministers in this Church are those persons who are seasoned in the ministry but need further experience. Such persons are authorized to perform such religious functions as teaching, preaching, visitation, and counseling. At the discretion of the Pastor, these individuals may conduct funerals, weddings (subject to applicable State laws), baptisms, communion, and baby dedications.
- B. Ordained Ministers in this Church are those persons who have an "established" or "proven" ministry. Ordained ministers are authorized to perform all functions of the Christian ministry and religious functions and must be capable of doing so. Ordained ministers are authorized to perform all religious functions such as teaching, preaching, visitation, counseling, and conduct weddings, funerals, baptisms, communion, and baby dedications. These individuals possess the abilities necessary to lead a congregation.

Section 7. Pastor Emeriti

Upon recommendation of the Deacons and majority approval of the Church Members, an honorary position of "Pastor Emeriti" may be bestowed upon a Pastor who has faithfully served the Church but who may not be able to continue performing the duties of his or her office due to health, age, or some

other reason. The honorary position is for “life” and carries with it no voice or vote for the office which the member served; however, a Pastor Emeriti may be called upon for counsel and opinion on certain matters.

Section 8. Emeriti Status for Church Leadership

Upon approval of the Church Members, the Pastor may bestow an honorary position of “Emeriti,” and any other non-monetary awards and recognitions, upon any church leader who has faithfully served but who may not be still able to perform the duties of his or her office due to health, age, or some other reason. This honorary position is for “life” and carries with it no voice or vote for the office which the member served.

ARTICLE VI: BOARD OF DEACONS

Section 1. Qualifications

The Board of Deacons (also referred to in these Bylaws as the “Diaconate” or the “Deacons”) shall consist of spiritually mature Church Members who meet and continue to adhere to the scriptural qualifications of a Deacon as identified in *I Tim. 3:8-13* and *Acts 6:2-4*.

Section 2. Number, Election, and Term

- A. The authorized number of Deacons shall be such number as determined by the Diaconate, provided that such number shall not be less than eight (8).
- B. If the number of Deacons becomes less than eight (8), then the selection of additional candidates should take place as described herein.
- C. Candidates for deacon shall be recommended by the Diaconate and Pastor for the Ordination and Commissioning Council’s validation.
- D. The Diaconate shall then present qualified candidates to the Church Members at a duly called business meeting for election by majority vote of the Church Members present and voting.
- E. Upon election and the successful completion of a training program, a formal ordination shall be held for those deacons-elect.
- F. A deacon, upon election, may serve for an indefinite term until the sooner of his/her death, resignation, or removal .
- G. After serving for seven (7) consecutive years, a deacon may take up to a one year sabbatical. .
- H. A deacon who has previously served and resigned in good standing, may be re-elected to the Diaconate by a majority vote of the Church Members.
- I. The Diaconate shall elect a Chairperson, Vice Chairperson, and Secretary from among their members and determine their terms as officers of the Diaconate.
- J. Upon appointment, the Chairperson shall serve on the Church Council.

Section 3. Duties and Responsibilities

The Diaconate are the servant-leaders who are responsible for serving the Church by assisting the Pastor in matters of the spiritual welfare of the Church. Their duties include, but are not limited to:

- A. Providing advice and counsel to the Pastor;
- B. Assisting the Pastor with the preparation and administration of the Ordinances of the Church;
- C. Stewarding the care and wellbeing of the Church Members
- D. Maintaining unity within the Church;
- E. Assisting the Pastor in visiting the sick, shut-in, and hospitalized Church Members as needed;
- F. Administering the Benevolence Policy of the Church; and
- G. Other servant duties assigned by the Pastor.

Section 4. Resignation and Removal

- A. A deacon may resign by delivering a written notice to the Chairperson of the Diaconate which shall be presented to the Diaconate and accepted a duly called meeting.
- B. A deacon may be removed, upon the affirmative vote of the Pastor and three-fourths (3/4) vote of the Deacons, not including the deacon(s) at issue, at a duly called meeting where the Diaconate recommends that such individual should no longer serve as a deacon.
- C. The Diaconate's recommendation shall be submitted to the Church for affirmation by majority vote of the Church Members present and voting at the earliest possible duly called meeting.
- D. In the event any deacon is so removed, a new deacon may be elected in accordance with these Bylaws.

Section 5. Meetings

The Diaconate shall meet as often as necessary to carry out their duties and responsibilities. The Secretary shall take minutes of all meetings and submit copies of the approved minutes to the Church Administrator or his/her designee.

Section 6. Deacon Emeriti

Any deacon who has served for twenty (20) or more years may, upon recommendation of the Pastor and Deacons and majority vote of the Church Members at a duly called business meeting, be given the title of "Deacon Emeriti." A Deacon Emeriti is eligible to assist with the administration of the Ordinances.

ARTICLE VII: BOARD OF TRUSTEES

Section 1. Qualifications

The Board of Trustees (also referred to in these Bylaws as the "Trustees") shall consist of spiritually mature Church Members who meet and continue to adhere to the same scriptural qualifications of a Deacon as identified in *I Tim. 3:8-13* and *Acts 6:2-4*.

Section 2. Number, Election, and Term

- A. The authorized number of Trustees shall be such number as determined by the Trustees from time to time, provided that such number shall not be less than three (3).
- B. If the number of Trustees becomes less than three (3), then the selection of additional candidates should take place as described herein.
- C. Candidates for trustee may be recommended by any church member
- D. The Trustees shall then present qualified candidates to the Church Members at a duly called business meeting for election by majority vote of the Church Members present and voting.
- E. Upon election and the successful completion of a training program, a trustee shall serve for a three (3) year term.
- F. After serving three (3) consecutive terms (a total of 9 years), a trustee shall take at least a one-year sabbatical before being elected to serve for another term.
- G. A Trustee may be elected to serve for an indefinite number of terms.
- H. The Trustees shall elect a Chairperson, Vice Chairperson, and Secretary from among their members and determine their terms as officers of the Trustees.
- I. Upon appointment, the Chairperson shall serve on the Church Council.

Section 3. Duties and Responsibilities

The Trustees are servant leaders who are responsible for serving the Church through the administration of properties, financial and legal matters. The important work that Trustees do is a critical extension of ministry and missions and not merely related to the management and maintenance of property. Their duties include, but are not limited to:

- A. Managing the short term and long-term maintenance needs of the church grounds and facilities
- B. Providing due diligence and support for property acquisitions and dispositions
- C. Managing the vehicles/fleet of the Church
- D. Providing stewardship of the collection of offerings and monies
- E. Mitigating liability issues and managing Insurance
- F. Managing the operating and investment accounts of the Church
- G. Facilitating any legal issues and contracts
- H. Other servant duties assigned by the Pastor.

Section 4. Resignation and Removal

- A. A trustee may resign by delivering a written notice to the Chairperson of the Trustee which shall be presented to the Trustees and accepted at a duly called meeting..

- B. A trustee may be removed, upon the affirmative vote of the Pastor and three-fourths (3/4) vote of the Trustees, not including the trustee(s) at issue, at a duly called meeting where the Trustees recommends that such individual should no longer serve as a trustee.
- C. The Trustee's recommendation shall be submitted to the Church for affirmation by majority vote of the Church Members present and voting at the earliest possible duly called meeting.
- D. In the event any trustee is so removed, a new trustee may be elected in accordance with these Bylaws.

Section 5. Meetings

The Trustees shall meet as often as necessary to carry out their duties and responsibilities. The Secretary shall take minutes of all meetings and submit copies of the approved minutes to the Church Administrator or his/her designee.

ARTICLE VIII: COMMITTEES AND MINISTRIES

Section 1. Committees and Ministries

The Church may establish other committees and ministries as needed to assist in the performance of its responsibilities at the Council's discretion. These committees or ministries shall function under the oversight of the Council but shall continue to pursue their delegated responsibilities as defined by the Church and those tasks specifically delegated to them. Standing committees shall be created or dissolved upon recommendation of the Council and approval by the Church Members.

Section 2. Organization and Responsibilities

The organization, authority, and specific duties and responsibilities of each Standing Committee along with any other committees or ministries shall be described more fully in the Church Policy and Procedures Manual.

Section 3. Standing Committee Chairpersons

- A. **Nomination and Election of Committee Chairpersons:** Unless otherwise provided, the Church Members shall nominate candidates for Standing Committee Chairperson positions and present them to the Council for vetting. The Council shall then present qualified candidates for approval by majority vote of the Church Members at the Annual Business Meeting. Upon election, the Chairperson(s) shall serve for a three (3) year term. After serving two consecutive three-year terms (a total of 6 years), the Chairperson(s) shall take at least one year off from the current position before seeking reelection. Terms of Chairpersons shall be staggered so that no more than three (3) positions change in any calendar year. The Chairperson(s) of a committee who has served two consecutive three-year terms is ineligible to be nominated for a Chairperson position on a different committee for at least one year.
- B. **Vacancies:** A vacancy of any committee chairperson as a result of death, resignation, removal or other cause may be filled by the Pastor for the remainder of the calendar year. Any church member may nominate candidates for any vacancies for election by majority of the Church Members at the Annual Business Meeting for the remainder of that unexpired term.

ARTICLE IX: NON-MINISTERIAL STAFF

Section 1. General

All non-ministerial staff, including administrative staff, are to function as servants by supporting the ministerial staff in ministry. It is the Pastor's responsibility to lead Church staff in the direction that helps the Church accomplish its goals.

Section 2. Duties and Responsibilities

The duties and responsibilities of all staff positions shall be formulated by the Council with consultation from the Pastor or his/her designee.

Section 3. Selection

Selection and approval of non-ministerial staff shall be the responsibility of the Pastor with consultation from the Council or its designee.

Section 4. Resignation and Termination

Any staff member may at any time resign by submitting written notice to the Pastor, or his designee, which shall be effective upon acceptance by the Pastor or designee. Any non-ministerial staff member may be terminated upon recommendation by a supervising staff member and approval by the Church Administrator or Pastor, as appropriate. Such terminations of staff may be reported to the Council and Church Members but does not need Council or Church Member approval.

ARTICLE X: CHURCH POLICY AND PROCEDURES MANUAL

Section 1. Development of the Church Policy and Procedures Manual

The development of a Church Policy and Procedures Manual shall be the primary responsibility of the Council or its designees with professional consultation and review. This manual shall include all Church policies, procedures, job descriptions, and organization charts depicting lines of responsibility in the administration of the Church. The manual shall be kept in the Church office and made available for review by any Church Member. The Church Secretary, or his/her designee, shall maintain the manual. The Council or its designees shall review the manual at least annually, with the authority to recommend changes for the Council to consider and vote on.

Section 2. Compilation and Maintenance of the Manual

The Council and any of its designees shall be responsible for compiling and maintaining individual policy and procedure manuals for the various day-to-day administrative functions of the Church not covered in these Constitution and Bylaws. These policies and procedures manuals shall be available at the Church office for members to review.

ARTICLE XI: SETTLEMENT OF DISPUTES WITHIN OR AGAINST THE CHURCH

- A. In any dispute arising between or among Church Members, the dispute may be resolved by the Church Council (or a duly appointed committee from the Council) under the *Rules of Procedure for Christian Conciliation*. A copy of the current *Rules of Procedure for Christian Conciliation* is available in the Church office for review by Church Members upon request. All employees of the Church shall sign policies or contracts with the Christian Dispute Resolution clause in it. All contractors and vendors of the Church may be asked to sign policies or contracts with the Christian Dispute Resolution clause in it.
- B. Any dispute between a member and the Church, or its agents in their representative capacities, shall be resolved through Christian Conciliation. Christian mediation should be attempted but if it does not resolve the dispute then legally binding Christian Arbitration shall be employed by the Council or individuals selected by the Council in accordance with the *Rules of Procedure for Christian Conciliation*. A decision shall be reached after prayerful consideration, in a spirit of humility, with each Arbitrator seeking that which most glorifies God and regarding one another before himself.
- C. Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. Jurisdiction and venue shall be Allegheny County, Pennsylvania, and Pennsylvania law shall apply to the dispute. Church Members, pastors, staff, or third-party vendors/contractors shall understand that these methods shall be the sole remedy for any controversy or claim arising against the Church and expressly waive their right to file a lawsuit in any civil court against one another or the Church for such disputes, except to enforce an arbitration decision. In that case, judgment upon an arbitration award may be entered by any court having competent jurisdiction, in conformity with the laws of the Commonwealth of Pennsylvania.
- D. Notwithstanding this above provision, to protect the Church and its Members and under its risk policy procedures, the Church is required to maintain liability insurance. Therefore, this conflict provision is conditioned upon agreement by the Church's insurers that, in light of the particular facts and circumstances surrounding the disputed matter, this provision, and the process it establishes shall not diminish any insurance coverage maintained by the Church.

ARTICLE XII: CHURCH FISCAL POLICIES

Section 1. Budget and Audit

The Budget Committee shall prepare and submit an Annual Budget to the Church Council for review and approval. The Council shall present the approved Annual Budget to the Church Members for ratification at the annual business meeting. The Treasurer shall conduct and arrange for an annual review or audit by an outside auditor, if deemed necessary by the Council.

Section 2. Accounting Procedures

All funds received shall pass through the hands of the Trustees and be properly recorded on the books of the Church. A system of accounting for handling of all funds shall be the responsibility of the Treasurer, in collaboration with the Trustees and Church staff.

Section 3. Deposits

The Trustees 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.

Section 4. Checks

All checks or demands for money and notes of the Church shall be signed by such officers or such other persons as the Council may from time to time designate. Every check shall require two authorized signatories from two disinterested authorized representatives or agents.

Section 5. Fiscal Year

The Council, in consultation with the necessary committees, shall have the power to fix, and from time to time to change, the fiscal year of the Church. Accurate records shall be kept by all organizations of the Church and reports made to the Council on the fiscal year basis. All funds handled by all organizations shall be reported to the Council, or its designee.

Section 6. Contracts

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

Section 7. Endowments

The Council or its designee may establish on behalf of the Church any endowments for the general purposes or for any special purposes of the Church.

Section 8. Designated Contributions

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

Section 9. Benevolence Fund

A. The Diaconate shall establish a Benevolence Policy as approved by the Council which outlines the procedures to receive and disburse by check or other controlled methods all funds allocated to them in the Benevolence Fund.

B. It shall be the duty of the Diaconate, or a designated Benevolence Committee, to determine needs

of the congregants or others in the community as they arise.

- C. The Diaconate, or the Benevolence Committee, shall examine the need of the recipients of these designated funds.
- D. The Pastor, with the advice and consent of the Deacons, may request donations from the congregations for purposes which are consistent with the Church's tax-exempt status and Benevolence Policy.

Section 10. Partnerships, Joint Ventures, LLC's, and Auxiliary Corporations

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

Section 11. Purchase or Sale of Property and Borrowing

- A. Neither officers nor agents of the Church may purchase or sell real and personal property on behalf of the Church unless authorized according to these Bylaws.
 - 1. The Trustees shall have the authority to approve the purchase or sell real and personal property on behalf of the Church in an amount not to exceed \$10,000.
 - 2. The Council shall have the authority to approve the purchase or sell real and personal property on behalf of the Church in an amount not to exceed \$20,000.
 - 3. Any purchase or sell of real and personal property greater than \$20,000 must be approved by the Church Members.
- B. Neither officers nor agents of the Church may borrow money on behalf of the Church unless authorized according to these Bylaws.
 - 1. The Trustees shall have the authority to approve the borrowing of money on behalf of the Church in an amount not to exceed \$10,000.
 - 2. The Council shall have the authority to approve the borrowing of money on behalf of the Church in an amount not to exceed \$20,000.
 - 3. Any borrowing of money greater than \$20,000 must be approved by the Church Members

ARTICLE XIII: INDEMNIFICATION

No member of this Church, nor any officer, nor any member of the Church Council shall by virtue of such membership, office, or position, incur or be subject to personal liability to any extent for any indebtedness, obligations, acts, or omissions of this incorporated Church.

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal by reason of the fact that he or his testator is or was a Council Member, Deacon, Officer,

