

CONSTITUTION AND BYLAWS

OF

SOUTH NORFOLK CHRISTIAN CHURCH



Established May 29, 1904

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PART I – CONSTITUTION

Preamble

Since it pleased Almighty God, by His Holy Spirit, to call certain of His servants to unite here in 1904 under the name South Norfolk Christian Church (hereafter, the “Church”), for the worship of God and the work of the Great Commission, given by Jesus Christ to His church (Matthew 28:18-20), and He has sustained and prospered this work to the present day; and whereas we, the members of that church, known on October 26, 2022 as South Norfolk Congregational Christian Church, under the guidance of His Spirit, have searched the Scriptures and recognized the need to reconstitute ourselves to more closely conform to His will for the Church, to better align ourselves to the instructions laid out in His Word, and prepare ourselves for more effective ministry in His name. Now therefore we, the members of South Norfolk Christian Church do ordain and establish the following bylaws to which we voluntarily submit. While we believe these bylaws are in harmony with the Scriptures, as our church matures, grows, and changes, we expect that the Constitution & Bylaws will be revisited and modified in order to meet our growing understanding of the Scriptures and the changing needs of ministry. The Constitution & Bylaws (herein, “these Bylaws”) serve as our only governing document.

Article I – NAME AND ORGANIZATION

1. The name of the Church shall be *South Norfolk Christian Church*.
2. The Church is organized and shall be operated exclusively for religious, charitable, and educational purposes. No part of the Church’s net earnings shall go to the benefit of any person except as reasonable compensation for services rendered; and no substantial part of the Church’s activities shall be utilized for any other purpose except those exempt purposes stated above.
3. The Church is independent and free so far as it relates to its internal organization and the regulation of its own affairs. It is in subjection to no ecclesiastical body, except by its own consent. It controls the admission, discipline, and removal of its members according to its own understanding of the Word of God and these Bylaws.

Article II - PURPOSE

The Church exists by the grace of God, for the glory of God, which shall be the ultimate purpose in all its activities. We exist to proclaim the excellencies of Jesus Christ in word and deed, by the power of the Holy Spirit for the glory of God the Father.

As we are faithful to our purpose and mission, we believe that our desire to see unbelieving people become committed followers of Christ through the proclamation of God’s Word will be realized. The fulfillment of our purpose to glorify God by making disciples will necessarily involve loving Him and obeying His commands through: the public worship of God, the preaching of the Scriptures, the administration of the ordinances of Baptism and Communion, consistent

Christian living, evangelism, Christian education, fellowship, encouragement, and missionary endeavor (Ephesians 2:10, 4:11-16; Colossians 1:9-10; Matthew 5:16; 1 Peter 2:9-12).

Article III – STATEMENT OF FAITH

The Word of God

We believe that the Bible is the Word of God, composed of the Old Testament & the New Testament, 66 books in total, fully inspired and without error in the original manuscripts, written under the inspiration of the Holy Spirit, and that it has supreme authority in all matters of faith and conduct (Psalm 19:7-11; 2 Timothy 3:16-17; 2 Peter 1:20-21; Mark 13:31; John 8:31-32; 20:31; Acts 20:32).

The Trinity

We believe that there is one living and true God, eternally existing in three persons; that these are equal in every divine perfection, and that they execute distinct but harmonious offices in the work of creation, providence, and redemption (Genesis 1:1, 26; Matthew 28:19; John 1:1, 3; Romans 1:19-20; Ephesians 4:4-6; Mark 1:10-11; Ephesians 1:3-14).

God the Father

We believe in God the Father, an infinite, personal spirit, perfect in holiness, wisdom, power, and love. We believe that He infallibly foreknows all that shall come to pass, that He concerns Himself mercifully in the affairs of men, that He hears and answers prayer, and that He saves from sin and death all who come to Him through Jesus Christ (Matthew 23:9; Luke 10:21-22; John 3:16; 6:27; Romans 1:7; 1 Timothy 1:1-2; 2:5-6; 1 Peter 1:3; Revelation 1:6).

Jesus Christ

We believe in Jesus Christ, God's only begotten Son, conceived by the Holy Spirit. We believe in His virgin birth, sinless life, miracles, and teachings. We believe in His substitutionary atoning death, bodily resurrection, ascension into heaven, perpetual intercession for His people, and personal visible return to earth (Matthew 1:18-25; 20:28; Luke 1:26-38; John 1:1; 20:28, 30-31; Acts 1:11; Romans 5:6-8; 6:9-10; 8:38-39, 9:5; 2 Corinthians 5:21; Ephesians 1:4; 1 Timothy 3:16; 1 Peter 2:21-23; Hebrews 7:25; 9:28).

The Holy Spirit

We believe in the Holy Spirit who came forth from the Father and Son to convict the world of sin, righteousness, and judgment, and to regenerate, sanctify, and empower all who believe in Jesus Christ. We believe that the Holy Spirit indwells every believer in Christ, and that He is an abiding helper, teacher, and guide (John 14:16-17, 26; 15:26-27; 16:9-14; Romans 8:9; 1 Corinthians 3:16; 6:19; Galatians 5:22-26).

Regeneration

We believe that man was created by God in His own image. Nevertheless, he sinned and thereby incurred physical, spiritual, and eternal death, which is separation from God. As a consequence, all human beings are sinful by nature and by choice and therefore under condemnation. We believe that those, convicted by the Holy Spirit, who repent and forsake sin and trust Jesus Christ as Savior are regenerated by the Holy Spirit and become new creatures, delivered from condemnation and receive eternal life (Genesis 1:26; 2:17; 3; 3:19; 5:2; Psalm 51:7; Proverbs 28:13; Ecclesiastes 2:11; Jeremiah 17:9; John 1:13; 3:14-15, 16; 5:24, 29;; 8:12; 10:26; Romans 3:19; 5:19; 8:1; 9:22; 2 Corinthians 5:17; 2 Thessalonians 1:9; James 1:14; 1 John 1:9; Revelation 20:11-15).

The Church

We believe in the universal church, a living, spiritual body of which Christ is the head. All regenerated persons are members of this body. We believe in the local church, consisting of a company of believers in Jesus Christ, baptized on a credible profession of faith, and associated for worship, work, and fellowship. We believe that God has laid upon the members of the local church the task of giving the gospel of Jesus Christ to the lost world (Acts 1:8; 2:42; Ephesians 2:19; Ephesians 5:19-21; Hebrews 10:23-25).

Christian Conduct

We believe that a Christian should live for the glory of God and the well-being of his fellow men, that his conduct should be blameless before the world, that he should be a faithful steward of his possessions, and that he should seek to realize for himself and others the full stature of maturity in Christ (John 14:15; 14:23-24; Romans 12:1-3; 1 Corinthians 4:2; 10:31; 2 Corinthians 9:6-9; Colossians 1:9-10; Hebrews 12:1-2; 1 John 2:3-6)

Marriage

We believe that God gave marriage to mankind as part of His common grace, and that it has no meaning other than as He has provided (Gen. 2:18–24). We believe that marriage is subject to the curse of the Fall but that believers, living in obedience to the Scripture and under the control of the Holy Spirit, can begin to experience peaceful, productive, and fulfilled marriages as intended by God (Genesis 3:16; 1 Peter 3:1-7).

We believe that the marriages of believers are to illustrate the loving relationship of Christ and His church, with the husband loving his wife as Christ loves the church and the wife responding to her husband's loving leadership as the church responds to Christ (Ephesians 5:18–33).

We believe that as Christian marriages are to illustrate Christ's relationship with His church, believers should choose to marry those who share their faith and regenerate life (1 Corinthians 7:39; 2 Corinthians 6:14).

We believe that the term "marriage" has only one meaning. Marriage: the God-sanctioned joining of one born biologically man and one born biologically woman in a single, exclusive union, as delineated in scripture (Genesis 2:23–24).

We believe that marriage is always a public, formal, and officially recognized covenant between a man and a woman. We believe that a "common law marriage," in specific cases under pertinent law, can constitute a valid marriage covenant. However, we also believe that prolonged conjugal cohabitation does not establish, and thus is not equivalent to a marriage covenant (John 4:18). We believe that where a valid marriage has been established prior to coming to faith in Christ, the couple should remain married (1 Corinthians 7:24).

We believe that God hates divorce, permitting it only where there has been unrepentant sexual sin (Malachi 2:14–16; Matthew 5:32, 19:9) or desertion by an unbeliever (1 Corinthians 7:12–15). We believe that remarriage is permitted to a believing partner, but only when the divorce was on biblical grounds.

We believe that God intends sexual intimacy to occur only between a born biological man and a born biological woman who are married to each other. We believe that God has commanded mankind not to engage in intimate sexual activity outside of a marriage (Hebrews 13:4).

Sexuality

We believe that any form of sexual immorality is contrary to God's clearly declared will. This includes, but is not limited to, adultery, fornication, homosexuality, bisexual conduct, bestiality, incest, pedophilia, pornography, any attempt to change one's gender, and identification with a gender other than one's born biological gender. We believe that the practice of any of these is subject to God's wrath and will result in His abandonment if there is no repentance. It is a matter of choice, representing man's ungrateful rebellion against God. (Leviticus 18:1–30; Matthew 5:8; Romans 1:18–32; Ephesians 5:3–5; 1 Corinthians 5:1, 6:9; 1 Thessalonians 4:1–8).

We believe that every person must be afforded compassion, love, kindness, respect, and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture or the doctrines of the church. We believe that the faithful proclamation of the Scripture, including the call to repentance, does not constitute hate speech or hateful and harassing behavior, but is instead a fundamental part of the church's loving mission to the world (Matthew 28:16–20; 2 Corinthians 5:11–20; 1 Timothy 1:5; 2 Timothy 4:1–2).

We believe that God offers redemption and forgiveness to all who confess and forsake their sin—including sexual sin—seeking His mercy and forgiveness through Jesus Christ. We believe that His forgiveness is total and complete (Psalm 103:11–12; 130:3–4; Isaiah 43:25; 44:22; John 5:24; Colossians 2:13–14) and that God imputes the full righteousness of Christ (2 Corinthians 5:21) to the believing sinner. We believe that the forgiven sinner has been cleansed from the guilt of sin, set apart unto God, or made holy, and justified before Him (1 Corinthians 6:9–11). We believe that any man or woman who has received that forgiveness is “in Christ” and is a “new creation” (2 Corinthians 5:17).

The Ordinances

We believe that the Lord Jesus Christ has committed two ordinances to the local church: Baptism and the Lord’s Supper. We believe that Christian baptism is the immersion of the believer in water into the name of the triune God. We believe that the Lord’s Supper was instituted by Christ for the commemoration of His death and recognition of our communion and fellowship together in Christ. We believe that these two ordinances should be observed and administered until the return of the Lord Jesus Christ (Matthew 28:18-20; Romans 6:3-5; 1 Corinthians 11:23-26).

Religious Liberty

We believe that every Christian has a direct relationship with God and will ultimately give an account to God in all matters of faith. Each church is independent and must be free from interference by any ecclesiastical or political authority. Therefore, church and state must be kept separate. They carry out different functions, each fulfilling its duties free from dictation or patronage of the other (Romans 14:7-9, 12; 1 Timothy 2:5).

The Last Things

We believe that Jesus Christ will personally and visibly return to the earth and establish His kingdom. We believe in the resurrection of the body, the final judgment, the eternal felicity of the righteous, and the endless suffering of the wicked (Matthew 16:27; Mark 14:62; John 14:3; Acts 1:11; 1 Corinthians 4:5; 15; Philippians 3:20; 1 Thessalonians 4:15; 2 Thessalonians 1:7-10; 2 Timothy 4:1; Titus 2:13; Revelation 20:4-6, 11-15)

In order to preserve the function and integrity of the Church as the local body of Christ, and to provide a biblical example to the Church members and the community, it is imperative that all persons employed by the Church in any capacity, or who serve as volunteers, agree to and abide by this Doctrinal Statement.

(Matthew 5:16; Philippians 2:14-16; 1 Thessalonians 5:22.)

PART II – BYLAWS

Article I - MEMBERSHIP

A. REASONS - Church membership is an effective shepherding tool. Although the phrase “church membership” cannot be found in the Bible, the principles of commitment (Acts 2:42, Romans 12:10) and accountability (Hebrews 13:17) which undergird church membership are clearly taught in the Scriptures.

The New Testament depicts the local church as a clearly defined community of individual believers who have committed themselves to one another and have submitted themselves to the church’s leadership. The New Testament presents the local church as a distinct group of individuals that could:

- Be counted (Acts 2:41-42; 4:4),
- Be added to (Acts 2:47; 5:13-14),
- Be called upon to choose leaders and representatives from among itself (Acts 6:1-6; 15:22; 2 Corinthians 8:19;),
- Be officially gathered together (Acts 14:27; 15:22; 1 Corinthians 14:23),
- Carry out church discipline (Matthew 18:17; 1 Corinthians 5:4, 13; 2 Corinthians 2:6),
- Observe the Lord’s Table as a corporate assembly (1 Corinthians 11:17-20, 33-34), and
- Be identified and shepherded by church leadership (Hebrews 13:17; Philippians 1:1, 1 Thessalonians 5:12-13).

In light of these facts, we have established a formal process of church membership as a tool whereby individuals can publicly profess their faith in Christ, solemnly commit themselves to the other members of the Church, actively share in the purpose of the Church, and voluntarily submit themselves to the loving oversight of the Church’s leadership.

B. REQUIREMENTS - The Church will receive as members all those who have repented of their sins, trusted Jesus Christ as their Lord and Savior by faith, and who manifest in their lives that they have been born again (John 3:3; Matthew 7:15-20, Romans 6:2; 8:10-11). Because the universal, invisible church is made up of all believers, and only believers (1 Corinthians 12:12-14), we believe that the local church is a regenerate congregation and comprised of true believers in the Lord Jesus Christ. Accordingly, any person possessing a credible profession of saving faith in the Lord Jesus Christ who affirms our *Statement of Faith* and has been baptized by immersion may become a member of the Church. They must also satisfy several other requirements:

- Completion of the membership course

- Submission of a membership application
- Signing of affirmation of the *Member Covenant*
- Meet with an elder (or designee) who will conduct an interview to:
 - determine their understanding of the Gospel
 - their personal testimony
 - their readiness to commit to the Church
- Approval by the Board of Elders
- Affirmation (as defined below) by the Voting Members (as defined below) of the person's acceptance into membership by a majority vote at a Bi-Annual Business Meeting or special called business meeting.

Heaven will be populated by people from every tribe and tongue and people and nation (Revelation 5:9; 7:9). Thus, no person will be excluded from membership because of gender, national origin, or ethnicity. Rather, the Board of Elders will examine all membership applicants to determine—as best as humanly possible—if they are members of the Body of Christ. Furthermore, the Board of Elders will seek to determine if the membership applicants sincerely support the purpose of the Church as stated in these Bylaws. If the Board of Elders determines that the applicant's profession of faith is lacking or that his or her moral and spiritual character would not support the stated purpose of the Church, then his or her application for membership will be declined. No person will be accepted for membership who is under biblical church discipline at another church unless the discipline is determined to be spurious by the Board of Elders. The decision made by the Elders shall be final and there shall be no appeal to any other authority, internal or external, from that decision.

When the applicant for membership has completed the necessary requirements and the Board of Elders is confident of the applicant's faith in Christ, the Board of Elders will then post the names of the candidates publicly for two weeks. Any member of the Church objecting—having already spoken with the individual privately in accord with Matthew 18:15—must give an elder a biblical reason, in writing, concerning why this candidate should not be accepted. The Board of Elders will take these objections into consideration, discuss them, and come to agreement over whether or not to move forward to present these candidates for acceptance into membership.

C. RESPONSIBILITIES - In accord with the duties enumerated in the *Member Covenant*, each Church member will faithfully participate in worship services (Hebrews 10:25), fellowship with the congregation, actively engage in discipleship (Matthew 28:19-20), and seek to exercise their spiritual gifts for the mutual benefit of the Church body (1 Corinthians 12:7-27). Unless providentially hindered, Church members will support the ministries of the Church by their active participation, intercessory prayer, and faithful giving. (see also Acts 2:42)

D. MEMBER COVENANT - God, by His grace alone, has led me to repent of my sin and believe upon Jesus Christ, trusting Him alone as my Savior and Lord. As one who has been

baptized as a believer in Christ, I desire to unite with this church family. Therefore, in humble reliance upon the Holy Spirit, I will endeavor to do the following:

- To faithfully attend the church's worship services (Acts 2:42; Hebrews 10:25).
- To diligently guard the truth, upholding the standard of sound words recorded in Scripture (1 Timothy 3:1; 6:3-4, 20; 2 Timothy 1:13-14; 2:14-15, 24-26; 4:3-4).
- To wholeheartedly support, love, and care for the church's ministries and members, offering:
 - My prayers (2 Corinthians 13:9; Ephesians 1:15-20; 3:14-21; 6:18; Philippians 1:3-6; 9-11; Colossians 1:3-12; 4:2-6; 1 Thessalonians 1:2-4; 5:17)
 - My financial gifts (Leviticus 27:30; Malachi 3:10; Matthew 23:23; 1 Corinthians 16:2; 2 Corinthians 9:6-7; 1 Timothy 5:17-18)
 - My service (1 Corinthians 1:30-31; 12:4-11, 25-26, Ephesians 4:11-16; Titus 2:11-14; Hebrews 10:24; 1 Peter 2:5, 9, 12; 4:10; Jude 17-21)
- To boldly witness for the Lord Jesus Christ, living a transformed life and sharing the gospel as God gives me the enabling grace and as often as possible (Matthew 4:19; 28:19; Acts 1:8; 5:42; 1 Peter 3:15).
- To actively pursue personal holiness before God, loving others as Christ has loved us (John 13:34-35, 2 Corinthians 7:1; 1 Thessalonians 4:7; 1 Peter 1:15-16; 1 John 3:3).
- To diligently promote the unity of the church, being a peacemaker with all in the body of Christ (Matthew 5:9; 23-26; Romans 12:18-21; 14:19; Ephesians 4:1-3; Philippians 2:1-4; Colossians 3:12-14; 2 Timothy 2:22; Hebrews 12:14).
- To respectfully follow the leaders of this church, trusting and supporting their leadership (1 Thessalonians 5:12-13; 1 Timothy 5:17-20; Hebrews 13:7, 17).
- To humbly submit to the church's discipline, graciously repenting when approached about personal sin, and lovingly restoring others who become entangled in sin (Matthew 18:15-20; 1 Corinthians 5:6-13; 2 Corinthians 6:14-18; Galatians 6:1; 1 Thessalonians 5:14-15; 2 Thessalonians 3:5-6; Ephesians 4:29; Philippians 2:14)

I have read and understand South Norfolk Christian Church's Member Affirmation and the relational commitments contained in the Member Covenant and Bylaws. I will endeavor, by the enabling grace of God and empowerment of the Holy Spirit, to live in accordance with them for the glory of God.

E. AFFIRMATION BY MEMBERS - Those admitted to Church membership do not constitute a legislative body, nor do they constitute members of a corporation. They cannot vote or pass resolutions binding upon a corporation, nor shall they have any equity in the property of a corporation or rights to vote on its disposal. However, Voting Members shall have the authority to affirm or reject those matters that, in accordance with these Bylaws, the Board of Elders present to the membership at any Bi-Annual Business Meeting or special called business meeting. That is to say, for those matters subject to the Voting Members for Affirmation, no matter shall be decided in the

affirmative without the prior affirmative vote of both the Board of Elders and Affirmation by the Voting Members. In these Bylaws, "Voting Members" means all members who are not under any disciplinary action and who are at least 18 years old. "Affirmation" means the affirmative vote of a majority of Voting Members present at a meeting at which a matter is presented by the Board of Elders for a vote by the Voting Members in accordance with these Bylaws.

Whenever a proposed action is presented to Voting Members for Affirmation, if that action is not affirmed by the majority of the Voting Members, the matter will be prayerfully reconsidered by the Board of Elders and amended, if needed (as determined by the Board of Elders in its sole discretion) and may be presented again by the Board of Elders at a future meeting.

F. MEMBER AFFILIATION - Membership is extended to those who reside in the local area and wish to enjoy the fellowship, privileges, and responsibilities of South Norfolk Christian Church throughout the year.

G. MEMBER ROLL MANAGEMENT & REMOVAL

1. **Membership Roll.** The Board of Elders shall oversee the membership roll. The Board of Elders or its designee shall review the membership roll not less than annually to determine if any member should be considered by the Board of Elders for removal from membership due to prolonged absence or other good cause.
2. **Removal of Membership.** If any member should be absent from the Church's services for a period of six months, the Board of Elders will endeavor to contact the member. Unless the member has a reason deemed acceptable by the Board of Elders, the Board of Elders shall have authority to remove the member from membership.
3. Upon the death of a member, the deceased person will automatically cease to be a member.
4. **Voluntary Resignation.** A member not currently under discipline may be removed from membership at his or her own request by informing the Board of Elders thereof in writing. The Board of Elders will discuss the request and, if there are no outstanding disciplinary issues, the Board of Elders will accept the request for withdrawal and document this fact, whereupon the person will cease to be a member.
5. **Restorative Church Discipline.** The threefold purpose of restorative church discipline is to glorify God by maintaining purity in the local church (1 Corinthians 5:6), to edify believers by deterring sin (1 Timothy 5:20), and to promote the spiritual restoration and welfare of the offending believer by calling him or her to return to a biblical standard of doctrine and conduct (Galatians 6:1).
 - i. Members of the Church who unrepentantly err in doctrine or engage in conduct that violates Scripture as determined by the Board of Elders, shall be subject to process of restorative church discipline—including dismissal—according to Matthew 18:15-18. The process of restorative church discipline is as follows:

- (a) It shall be the duty of any member of the Church who has knowledge of the erring individual's belief contrary to the *Statement of Faith* or misconduct (the "Warning Member") to warn and correct such erring individual(s) in private, seeking his or her repentance and restoration.
 - (b) If the erring individual does not heed this warning, then the Warning Member shall again go to the erring individual, seeking his or her repentance, accompanied by one or two individuals. Their purpose is to confirm that the sin has occurred or is continuing to occur, that the erring individual has been appropriately confronted, and that he or she has refused to repent. The first and second warnings may occur with no specified time interval.
 - (c) If the erring individual still refuses to heed this warning, then the matter shall be brought to the attention of the Board of Elders by the Warning Member. After thorough investigation in accord with the procedures prescribed by pertinent Scripture (Matthew 18:15-18; 1 Timothy 5:19), the Board of Elders will determine whether or not there is corroborating evidence of the sin/continuing sin of the erring individual, he or she has been appropriately confronted, and he or she has refused to repent. If there is, the Board of Elders shall inform the erring member in writing of the reasons for the discipline process. They will permit the member, if he or she wishes, to appear before the Board of Elders in order to state why the discipline process should not proceed.
 - (d) If the Board of Elders determines that the erring member is unrepentant, then the Board of Elders shall inform the Church at a scheduled gathering (e.g., a worship service or Bi-Annual Business Meeting or special called business meeting) in order that the Church may call the erring individual to repentance. If the erring individual demonstrates repentance, then notice may be given at a regularly scheduled gathering that the erring individual has repented.
 - (e) If, however, the erring individual does not repent in response to the Church's collective call to repentance, then he or she shall be publicly dismissed from the fellowship, membership, and the congregation thereof at a scheduled gathering. After such dismissal, if the erring individual heeds the warning, demonstrates repentance to the satisfaction of the Board of Elders, and requests reinstatement before the Board of Elders, then he or she shall be publicly restored to all the rights, duties, privileges, and responsibilities of fellowship and membership (i.e., he or she will again be a member).
- ii. Notwithstanding the foregoing, the Board of Elders in the exercise of its discretion may proceed directly to the third stage [5.i.(c.)]of church discipline or

to the fourth stage [5.i.(d.)] of church discipline when one or more of the following have occurred:

- (a) Where the transgression and the refusal to repent have been public (i.e., openly and to the offense of the whole Church) (1 Corinthians 5:1-5);
 - (b) Where the disciplined party has taught or otherwise disseminated doctrine deemed false or erroneous by the Board of Elders, then chosen to disregard the direction and reproof from the Board of Elders (Romans 16:17).
 - (c) Where the disciplined party has been warned twice to cease from factious and divisive conduct and has chosen to disregard that warning (Titus 3:10-11).
- iii. In accordance with the provisions of the Member Covenant, those under church discipline and those who have been under church discipline shall resolve any dispute they have with the Church or any civil claim that they may have against the Church or any of its leaders exclusively through the procedures defined in this section. By virtue of being members of the Church and in accordance with 1 Corinthians 6:1-8, those under discipline shall have, through their execution of the Member Covenant, waived and released any legal claim and right to file a civil action against the Church or its leaders arising directly or indirectly from statements, acts, or omissions in the church disciplinary process. Through execution of the Member Covenant, those under discipline shall have covenanted not to sue the Church or any of its leaders in any civil court for any such matters, including without limitation, statements made to those involved in the disciplinary process, to the Board of Elders, or to the Church's members and attendees of its services.
- iv. Restorative church discipline is the exclusive prerogative of the Church in accordance with this section. Resignations from membership are possible only by members who are in good standing and who are not under any church disciplinary action. Members who are under church discipline, as defined in the previous paragraphs, cannot avoid such discipline by resigning their membership. Such persons forfeit and waive the right to resign from the Church until discipline is concluded. If a person refuses to cooperate, his or her membership will be terminated as part of the discipline process, not resignation.
6. **Church Premises.** Subject to the discretion and approval of the Board of Elders, a member, nonmember regular attendee, or other individual may be notified that he or she is not to be present upon the Church's premises. This may occur for as long as is deemed necessary for the safety and well-being of others on the Church's premises.

Such required absence may, but need not, be concurrent with church discipline of that person.

Article II – UNITY COMMITMENT

It is recognized that there will be those who choose to fellowship with us who do not agree in all points with our doctrinal teaching position. We welcome these to participate freely with us, yet at the same time cannot permit doctrines to be taught within our body that are contrary to our *What We Teach* document without prior approval from the Board of Elders.

When the Church's members disagree or their interpretations of Scripture differ, we pray that the love of Christ will guard our attitudes toward one another so that we exhibit a genuine concern for the building up of all God's people in an atmosphere of love. We will be diligent to preserve the unity of the Spirit in the bond of peace (John 17:20-23; Ephesians 4:1-3; Philippians 2:1-8).

Article III - MEETINGS

There shall be two types of business meetings of the Church: The Bi-Annual Business Meetings and special called business meetings. The purpose of each business meeting will be for the Board of Elders to seek Affirmation by the Voting Members regarding the following issues:

- a. The selection of new elders;
 - b. Calling of the lead pastor;
 - c. The annual Church budget;
 - d. Any transaction regarding real property beyond 5% of the annual Church budget;
 - e. Any encumbrance of debt beyond 5% of the annual Church budget;
 - f. The adoption or amendment of the Constitution & Bylaws of the Church; and
 - g. Any other matter submitted to the membership of the Church by the Board of Elders.
1. The **Bi-Annual Business Meetings** shall be held on the fourth Wednesday of April & October. All reports required by the Elder Board for the Bi-Annual Business Meeting must be submitted to the Church office by the third Monday in September. Announcement of meetings shall be made and typewritten reports from all Church boards and appropriate committees shall be available to the congregation the four Sundays prior to the Bi-Annual Business Meeting. These reports shall include but not be limited to a current financial statement and recommendations and comments as to past, present, and future matters relating to the congregation. Matters of church discipline shall not be included within the annual reports. All comments or suggested amendments to the agenda or reports by the reporting party must be given to the secretary of the Board of Elders, in writing and signed, at least five business days prior to the Bi-Annual Business Meeting, the agenda being determined in the sole discretion of the Board of Elders. The Bi-Annual Business

Meeting shall be called to order by the chairman of the Elder Board (or designee). The items of business at the Bi-Annual Business Meetings shall be as follows:

- Prayer
 - Approval of the minutes
 - Elder Board Report
 - Deacon Report
 - Treasurers Report
 - General Business
 - Coming Year Budget Affirmation
 - Affirmation of New Leadership (if needed)
 - Membership Roll Management (if needed)
 - Submitted Motions from Elders
2. **Special called business meetings** may be called at any time during year by the Board of Elders. Members may request a special called business meeting by submitting a written request stating the purpose(s) the meeting. The Board of Elders will give formal, serious, and prayerful consideration to all written member-recommended requests for a special called business meeting. All special called business meetings will be announced publicly during each regular weekend service for the two weekends before the date of the special called business meeting.
3. Any member may recommend a **motion** in writing to the Board of Elders for their consideration. The Board of Elders will give formal, serious, and prayerful consideration to all written member-recommended motions they receive. The Board of Elders will respond to all written motion requests, explaining the rationale behind their decision to either grant or deny the motion request. All motions will be made by the Board of Elders and submitted to the Voting Members for Affirmation.

Article IV – ELDERS and DEACONS

Elders as Servant Leaders

Jesus Christ alone is the Lord and Head of the Church (Colossians 1:18). He mediates His rule through the teaching of the Scriptures. Therefore, we are following Christ's rule only to the degree that we are following the Scriptures (Luke 6:46; John 13:17; James 1:22).

These Scriptures clearly teach that God intends the church to be led by a plurality of godly, biblically qualified, servant-leaders called elders (Acts 20:28; 1 Thessalonians 5:12-13; 1 Timothy 3:1-7; 5:17; 1 Peter 5:2).

An Elder's Qualifications

Those who have been called of God to lead and teach in the church are called elders, pastors, or overseers. These are three interchangeable names designating one and the same office in a New Testament church (Acts 20:17, 28; Ephesians 4:11-12; Titus 1:5,7). They are to be men, and they are to meet the following scriptural qualifications:

- a. He must be blameless as a steward of God, above reproach, and a model of Christian maturity (1 Timothy 3:2; Titus 1:6).
- b. If he is married, he is to be the husband of one wife. He is a one-woman kind of man, totally devoted and faithful to his own wife (1 Timothy 3:2; Titus 1:6).
- c. He must be temperate, clearheaded, Spirit-controlled, disciplined. He must be well balanced, calm, and steady rather than self-indulgent (1 Timothy 3:2).
- d. He must be sober minded, prudent, and biblically minded to the extent that he walks wisely according to the wisdom of Scripture (1 Timothy 3:2; Titus 1:8).
- e. He must be well behaved, orderly, and virtuous. He is to be respected by others because his life adorns the Word of God (1 Timothy 3:2).
- f. He must be given to hospitality. As he is able, he must share his home with others in order to minister to their needs (1 Timothy 3:2; Titus 1:8).
- g. He must be able to teach. He must be able to exhort believers in sound doctrine and refute those who contradict (1 Timothy 3:2; Titus 1:9).
- h. He must not be addicted to wine. He is to be free from any form of substance abuse (alcohol, drugs, etc.) or any kind of addiction which might take control of his life (1 Timothy 3:3; Titus 1:7).
- i. He is not to be argumentative or contentious. He must not be a quarrelsome man but a peacemaker. He is not to be offensively aggressive nor to insist on his rights. He is to keep his temper under control (1 Timothy 3:3; Titus 1:7).
- j. He must be kind, gracious, and gentle, handling others in a gentle, patient, and gracious way (1 Timothy 3:3).
- k. He must not be inclined to anger or contentiousness, but must be peaceable, emotionally stable, and in control of his feelings (1 Timothy 3:3; Titus 1:7).
- l. He must not be a lover of money or greedy, but content with what he has (1 Timothy 3:3; Titus 1:7).
- m. He must rule his own house well (i.e., his wife loves, respects, and follows his leadership; his children are submissive to parental authority and are not accused of rebellion) (1 Timothy 3:4; Titus 1:6).
- n. He must not be a novice or a new convert (1 Timothy 3:6).
- o. He must be one who has a good report and reputation with nonbelievers (1 Timothy 3:7).
- p. He must not be self-willed or arrogant. He is to be able to set aside his own preferences in order to promote unity and care for the needs of others (Titus 1:7).
- q. He must be a lover of good, devoted to that which is good or beneficial either in things, deeds, or people (Titus 1:8).

- r. He must be just and righteous in his living, able to make decisions which are wise, fair, impartial, objective, and honest according to the principles of Scripture (Titus 1:8).
- s. He must be holy, devout, and pleasing to God, committed to know, love, and walk with God (Titus 1:8).
- t. He must be self-controlled and disciplined (Titus 1:8).

In addition to these biblical qualifications, those who qualify for eldership must be members in good standing of the Church and must be in full agreement with our Statement of “What We Teach,” philosophy of ministry, mission statement, and core commitments.

Because of the oneness in the marriage relationship and the complementary role that the wife is expected to assert upon her husband’s role as elder, it is necessary that the wife of married elders be virtuous, trustworthy, spiritually mature, supportive of her husband’s position, and able to keep a confidence.

Appointment of Elders

The Board of Elders will carefully and prayerfully consider, examine, and nominate qualified candidates for the position of elder. The names of all elder nominees shall be stated in the bulletin or announced during each regular weekend service for the one month before the date of the special called business meeting when they will be presented for Affirmation. Only candidates nominated by the Board of Elders shall serve as an elder. The nominees, having been affirmed by the Voting Members, shall be elders and shall serve on the Board of Elders to oversee and direct all aspects of the Church and its ministries, except to the extent otherwise set forth in this document.

Elder Functions and Number

The elders are to love and humbly serve Christ’s sheep (John 21:15-17; 1 Peter 5:2-3). This includes carefully listening to their concerns, seriously considering their recommendations, and earnestly seeking to meet their spiritual and practical needs (Acts 6:1-6; Philippians 2:3-5). The elders are to teach, shepherd, and pray for the flock of God (John 21:15-17; Acts 20:17-32; Acts 6:1-4). This involves teaching the truth, refuting error, and the administration of restorative discipline. They are to oversee and manage the entire ministry of this local body (Acts 20:28; 1 Timothy 3:5, 5:17; 1 Peter 5:2-3).

This involves assessing the needs of the entire body, planning, evaluating, and appointing ministry teams or individuals to assist in various areas of responsibility, etc.

The Board of Elders shall develop, maintain and communicate the mission and vision of the Church.

The Board of Elders shall oversee the management of, and adherence to, the annual budget affirmed by the Voting Members. Any spending above any budgeted amount may take place only upon Affirmation by the Voting Members.

The Board of Elders shall resolve any dispute as to any controversy regarding the proper interpretation of the Church's exempt purposes, its *Statement of Faith*, or the Church's governing principles derived from the Bible.

There is Scriptural precedent for a plurality of elders. The number of elders at any time will be determined by the needs of the ministry and through the call and qualification of men in the Church, as determined by the Board of Elders in its sole discretion, provided, however, that the Board of Elders shall be comprised of not less than two individuals at any time. The Board of Elders will endeavor to maintain at least as many lay elders as staff elders.

Elder's Term of Office

Lay elders are those elders who do not receive compensation from the Church for their service as an elder nor is their service vocational. There will be no set term limit for a lay elder, but he may be removed in accordance with these Bylaws. Each staff elder (each lead and associate pastor, if serving as an elder) shall serve an unlimited term of service unless other arrangements are made at the time that they are hired, unless removed in accordance with these Bylaws. An elder may resign from his office at any time by submitting a letter of resignation to the Board of Elders.

Organization of Board of Elders; Appointment of Officers

The various functions and areas of responsibility of the Board of Elders will be delegated by the elders among themselves on an annual basis. While certain elders may have specific functions or roles, all elders share equal authority and responsibility before God.

The Board of Elders will select from among the lay elders, the following Church officers each year: a chairman, a vice-chairman, and a secretary. If necessary due to lack of enough elders, the Secretary may be chosen from among the deacons. The elders will also nominate a deacon to serve in the office of treasurer. The treasurer shall also be known as the deacon of finance.

Chairman. The chairman will preside over elder meetings, the Bi-Annual Business Meeting, and special called business meetings. The chairman, after Elder Board approval, shall have authority to execute notes, deeds, and encumbrances on behalf of the Church.

Vice-Chairman. The vice-chairman will serve as acting chairman when no person holds the position of chairman; when the chairman requests the vice-chairman to preside; or when the chairman, after receiving notice of the meeting, is unable to preside. The vice-chairman, after Elder Board approval, shall have authority to execute notes, deeds, and encumbrances on behalf of the Church.

Secretary. The secretary or his designee shall maintain and preserve the Church's records. He or his designee shall take and permanently maintain the minutes of the Bi-Annual Business Meeting, each special called business meeting, and all Board of Elders meetings.

Deacon of Finance. The deacon of finance or his designee shall prepare, maintain, and preserve correct and complete books and records of account. He or his designee shall prepare and present to the Board of Elders financial reports consisting of no less than the Church's annual budget and the Church's quarterly and annual sources and uses of funds. In addition, the deacon of finance or his designee shall prepare and present to the Board of Elders reports of the Church's sources and uses of funds as often as requested by the Board of Elders. The deacon of finance serves under the oversight of the Board of Elders.

The Board of Elders, acting in the best interests of the Church, may remove any officer.

Any officer may resign at any time, by giving written notice to the chairman or to the Board of Elders. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, shall be filled by the Board of Elders.

In accordance with these Bylaws, the Board of Elders is responsible for providing leadership, developing policies and ensuring accountability in the following areas: personnel management, performance feedback, compensation and benefits, and other related governance policies.

Salaries to be paid to staff employed by the Church shall be recommended by the Board of Elders with input from the treasurer to the Voting Members for Affirmation at a regular or special called business meeting. The lead pastor will ensure that staff members adhere to the personnel policies established by the elders. The lead pastor together with the Board of Elders will appoint and oversee ministry teams and personnel needed to effectively and efficiently carry out the purpose of the Church. No organization or ministry will be formed within, or considered to be a part of, the Church before the sponsors have submitted their plans to the Board of Elders and have obtained its approval.

Ministry teams shall be created and removed as necessary by the Board of Elders to ensure the proper functioning of the ministries to the Church and to protect the elders from neglecting their primary ministries of shepherding, leadership, the Word, and prayer.

Each ministry team shall be empowered by the Board of Elders for ministry and shall be connected to a specific elder for oversight, shepherding support, and ministry communication.

Board of Elders Meetings and Action Without a Meeting

The Board of Elders or the chairman may call a special meeting of the Board at their discretion. All decisions will be made only upon unanimous consent of all elders present.

Elder Decision-Making Process

The Board of Elders will approach decisions in prayerful dependence upon the Holy Spirit and the Scriptures with an attitude of deference toward one another (Philippians 2:1-5). In order for South Norfolk Christian Church to achieve and maintain the unity that Jesus Christ desires for

His church, the Elders must be united (John 17:21-23; 1 Corinthians 1:10; Ephesians 4:1-6; Philippians 1:27). Unity among the leadership is best expressed by unanimity; therefore, only the affirmative unanimous vote of the Board of Elders is the act of the Board of Elders. Stated otherwise, for any proposal that is voted upon by the Board of Elders, the proposal shall not be deemed approved absent a unanimous vote of the Board of Elders. Notwithstanding the provisions of the previous two sentences, however, in cases when a unanimous vote is not obtained, the Board of Elders may (by unanimous vote) adopt an alternative voting process (which shall be recorded in the minutes of a Board of Elders meeting) that permits the determination of a particular proposal upon less than unanimous vote.

Notwithstanding any other provision of these Bylaws, when considering the removal of an elder, the person being considered for removal will not be included in determining that a unanimous decision has been reached.

An elder shall perform his duties as an elder, including his duties as a member of any ministry team upon which he may serve. He shall do so in good faith, in a manner he reasonably believes to be in the best interests of the Church. He shall do so with such judgment as an ordinarily prudent person in a like position would use under similar circumstances.

In performing his duties, an elder shall be entitled to consider and rely upon information, opinions, or statements (including financial statements and other financial data) prepared or presented by an elder, officer, pastor, or employee of the Church whom the elder believes to be reliable and competent in the relevant matters. An elder is entitled to consider and rely upon legal counsel, public accountants, or other persons regarding matters which the elder believes to be within that person's professional competence. He can rely on and consider information presented or prepared by a ministry team (on which he does not serve) regarding matters within its designated authority insofar as he believes the ministry team to be reliable.

Deacons

The New Testament teaches that certain qualified, godly individuals serve and minister mercy in the Church as deacons. Deacons may be called on by the Board of Elders to assist them in shepherding the saints, in baptismal and communion services, in the general spiritual care of the Church, in caring for the sick and needy, or in performing a variety of other duties as assigned by the Board of Elders. Deacons serve under the oversight and leadership of the Board of Elders.

Deacons are those whose lives conform to the qualifications of 1 Timothy 3:8-13. These qualifications include:

- a. Dignity; worthy of respect, has a good reputation (3:8).
- b. Not double-tongued; trustworthy, truthful, sincere (3:8).

- c. Not addicted to wine; free from any form of substance abuse (alcohol, drugs, etc.) or any kind of addiction which might take control of their life (3:8).
- d. Not fond of sordid gain; not a lover of money, or greedy, but content with what they have (3:8).
- e. Holding to the mystery of the faith with a clear conscience; they understand what they believe and live a life consistent with the Scriptures. (3:9).
- f. Having been tested; not a novice or a new convert (3:10).
- g. Blameless as a steward of God, above reproach, a model of Christian maturity (3:10).
- h. Husband of one wife; a one-woman kind of man, totally devoted and faithful to his own wife (3:12).
- i. Good managers of their children and their own households; his wife loves, respects, and follows his leadership and his children are submissive to parental authority, not accused of rebellion (3:12).

The Board of Elders shall from time to time determine whether women shall serve as deacons. If women are permitted to so serve, they shall be deemed qualified if they are worthy of respect and not slanderous but rather self-controlled and faithful.

In addition to other responsibilities, the Deacons will administrate the Church's Benevolence Fund under the oversight of the Board of Elders.

The Voting Members are encouraged to recommend to the Board of Elders possible deacon candidates. The Board of Elders will carefully and prayerfully examine and nominate all qualified candidates for the position of deacon. Only candidates affirmed by the Board of Elders will be allowed to serve as a deacon. There will be no time limit that a deacon may serve. The Board of Elders may remove a deacon for any reason. A deacon may resign from office at any time by submitting a letter of resignation to the Board of Elders.

Discipline of Elders, Deacons, Leaders, or Teachers

Any elder or deacon who does not fulfill the qualifications or duties of his office, fails to regularly attend elder or deacon meetings without good cause, or does not regularly attend the corporate gathering of the Church (all determined in the sole discretion of the Board of Elders) will, after notice and an attempt to restore him, be asked by the Board of Elders to resign as an elder or deacon. In the case of an elder, notwithstanding any other provision of these Bylaws, a unanimous vote of the other elders shall be required and sufficient to make the foregoing determination.

The Board of Elders may discipline any elder, deacon, Church leader, or teacher as appropriate for the circumstances, up to and including termination and removal from his then current office and any position of leadership and responsibility. This discipline may or may not be in conjunction with the restorative discipline process described in section G. In the case of an elder, notwithstanding any other provision of these Bylaws, a unanimous vote of the other elders

shall be required and sufficient to make each decision related to discipline, termination, or removal.

Before exercising any such discipline, the Board of Elders shall notify the elder, deacon, Church leader, or teacher who is being considered for discipline and shall state the reasons therefor in writing. If the person being considered for discipline wishes, he or she may appear before the Board of Elders and state why such discipline should be lessened or should not proceed. The Board of Elders shall meet respectfully and confidentially with such a person to receive and hear his or her testimony, comments, and relevant documents. The person being considered for discipline shall answer the questions of the Board of Elders regarding the allegations against him or her and regarding the proposed discipline.

The Board of Elders may, in its discretion, announce to anyone in the congregation that such a person, after his removal, no longer holds office or position in the Church.

Removal of an Elder by the Voting Members

An elder will be removed from his office upon the Voting Members' determination that the elder is not fulfilling his duties in accordance with this Constitution and Bylaws or with the Holy Scripture (Galatians 1:6-9; Matthew 18:17; 1 Corinthians 5:12). If this removal is not initiated by the Board of Elders through the process set forth in the section entitled "Discipline of Elders, Deacons, Leaders, or Teachers" or, for elders who are pastors, the process outlined under the section entitled "Termination of Pastors" in Article V, the Voting Members may, at a Bi-Annual Business Meeting, do so through a two-thirds majority vote of all Voting Members.

ARTICLE V: Church Employees

Pastoral Staff

In searching for pastoral staff, the lead pastor may call on the Board of Elders themselves to serve as the search team or he may delegate this task by appointing qualified persons to serve as a pastoral search team. Any search team is directly accountable and subject to the lead pastor and the Board of Elders. The final decision to hire or terminate pastoral staff lies with the Board of Elders. The decision to hire a lead pastor will be made only by (a) the unanimous decision of the Board of Elders, (b) the Board's bringing its decision to the Voting Members for Affirmation or non-affirmation, and (c) Affirmation by the Voting Members.

All pastoral staff must meet the qualifications for elder (see Elder Qualifications).

The Board of Elders shall interview the candidate for lead pastor, and they shall arrange for him to preach at one or more Church services. Candidates for associate pastor or other ministry staff positions may or may not be asked to preach but will be given adequate opportunities to become acquainted with the Church's congregation.

After the Board of Elders determines it has identified a man to recommend as a candidate for the position of lead pastor, the members will be convened for a special called business meeting. Upon Affirmation by the Voting Members of the decision of the Board of Elders to issue the candidate an offer letter, the Board of Elders shall extend the offer. In the absence of Affirmation, the matter shall go back to the Board of Elders for the presentation of new recommendations. Candidates will be presented for Affirmation by the Voting Members one at a time.

The Board of Elders will notify the candidate of the action of the Church immediately. Upon acceptance of the offer by the candidate, the elders will make arrangements for his installation, upon which installation the candidate shall be lead pastor of the Church.

Duties of the Lead Pastor

The Board of Elders will ensure that the lead pastor shall preach and teach the Word of God, oversee the public worship services of the Church, watch over the spiritual life of the Church, manage the ministry and other staff, and lead the congregation in a practical Christian life. In conjunction with the Board of Elders, he will be responsible to develop the mission and vision and oversee the ministry of the Church. He shall be an ex officio member of the Board of Elders and of all ministry teams, committees, auxiliary bodies, and all other organizations of the Church. The lead pastor will be held accountable by the Board of Elders (that is, the Board of Elders shall oversee the performance of duties and tasks for which the lead pastor is responsible) and is recognized as a first among equals.

The Board of Elders may designate the lead pastor to supervise all pastoral and non-pastoral staff at its discretion. He will not serve as the Church chairman, vice-chairman, or secretary.

He will abide by the Word of God in his life, teaching, and preaching, taking great care in all his conduct so as to be esteemed a man of respect in the congregation and community.

Duties of an Associate Pastor

He will perform such duties in connection with the work of the Church as prescribed by the lead pastor with the approval of the Board of Elders. He will directly report to the lead pastor unless otherwise stipulated.

Six months after he is hired and at the discretion of the Board of Elders, an associate pastor may be submitted by the Board of Elders to the Voting Members for Affirmation as an elder. If affirmed, he will be a member of the Board of Elders.

He will abide by the Word of God in his life, teaching, and preaching, taking great care in all his conduct so as to be esteemed a man of respect in the congregation and community.

Ordination

The Church shall have authority to ordain ministers to the gospel ministry by decision of the Elder Board. Before ordaining any man, the Church shall have had sufficient opportunity (as determined by the Board of Elders in its sole discretion) for evaluating his gifts, education, ministry experience, reputation, character, and doctrinal beliefs. Ordination shall include a public commissioning to the pastoral ministry.

The order of ordination shall be as follows:

1. The elders shall call together an examining council for the purpose of examining a candidate for the ministry. This council may consist of pastors and elders from other churches. At the discretion of the Board of Elders, other Christian leaders may be invited.
2. The candidate shall be examined on his moral character and call to the ministry. He shall present his statement of faith and doctrine and be examined as to his theological beliefs and other matters as shall be determined by the examining council. His qualifications shall be in keeping with the high calling of God's servants in Scripture as "men approved by God" (I Thessalonians 2:4), "a model for you to follow" (II Thessalonians. 3:9), "chosen instruments" (Acts 9:15), "shepherds of the church of God" (Acts 20:28), and those who can "prepare God's people for works of service" (Eph. 4:12).
3. If the candidate is found ready for ordination, the council shall present him to the Board of Elders for ordination. The candidate shall be examined by the Board of Elders prior to the date of his proposed ordination.

Termination of Pastors

The lead pastor will serve an unlimited term of service unless other arrangements are made at the time the call is accepted.

The relationship between a pastor and the Church may be dissolved at the option of either, by giving two months' notice or by notice for any other time period that is mutually agreed upon.

If a lead pastor should depart from the Word of God in his conduct or in doctrine as contained in the Statement of *What We Teach* or demonstrate proven ineffectiveness in ministry, the lay elder(s) will admonish him in love. If, after admonishment, the lay elders determine inadequate progress, the pastor may be suspended by action of the unanimous decision of the Board of Elders (after input and counsel from all associate pastors). The lead pastor may only be terminated upon (a) the unanimous decision of the Board of Elders and (b) informing the membership of the decision at a properly convened special called business meeting that has been called specifically for that purpose. In the absence of a lead pastor, the Board of Elders will arrange for pulpit supply or appoint an interim pastor.

If an associate pastor should depart from the Word of God in his conduct or in doctrine as contained in the Statement of *What We Teach*, or demonstrate proven ineffectiveness in ministry, the lead pastor with the Board of Elders will admonish him in love. If this fails to achieve desired results, the pastor and Board of Elders may further discipline the associate pastor up to and including termination.

Other Employees

The Church may employ individuals for the efficient operation of its ministries. These individuals will be hired and overseen by the Board of Elders, who shall have authority to terminate the employment of each such individual at will. The Church's Human Resources Manual will outline expectations, job descriptions, etc. for all employees.

Article VI - PROPERTY AND ASSETS

The legal title to land and personal property that has been, or will be, given or acquired for the benefit of the Church shall be vested in trustees and their successors in accordance with section 57-8 of the Code of Virginia. The trustees shall, upon the Church's application, be appointed by the circuit court of the City of Chesapeake.

If a division shall hereafter occur in the Church, a majority of the Voting Members shall decide the right, title, and control of all property held in trust for the Church by the trustees. Their decision shall be reported to the circuit court of the City of Chesapeake, and, if approved by the Circuit Court, shall be final as to such right of property so held.

In case of dissolution of the Church, the property and all assets shall be sold, either through private or public sale. From the proceeds, firstly, all obligations of the Church shall be paid. Secondly, all remaining funds shall be directed to one or more Christian organizations (a) qualified as a non-profit church or (b) otherwise qualified as an exempt organization under IRS code section 501(c)3, for the benefit of the Church's supported missionaries and/or such other

Christian endeavors as the Board of Elders shall determine. The Church shall be deemed dissolved if so decided by the Voting Members or when the Church has not held a Bi-Annual Business Meeting for three years or when less than six members remain.

Any sale or other disposition of the main South Norfolk Christian Church facility at 1030 Jackson Avenue, Chesapeake, Virginia or any other real estate transactions shall be determined by the Board of Elders and may only take place upon Affirmation by the Voting Members.

Article VII - INDEMNIFICATION

Scope of Indemnification

The Board of Elders may indemnify and advance the Church-related expenses of any officer, employee, or agent of the Church.

Subject to the provisions of the final paragraph of this section, the Church shall indemnify any elder, deacon, employee, agent of the Church or former elder, deacon, employee, or agent of the Church against claims, liabilities, expenses, and costs necessarily incurred by them in connection with the defense, compromise, or settlement of any action, suit, or proceeding, civil or criminal, in which such person is made a party by reason of being or having been an elder, deacon, employee or agent of the Church, to the extent not otherwise compensated, indemnified, or reimbursed by insurance, if:

- a. The conduct of the elder, deacon, employee or agent of the Church was in good faith;
- b. The elder, deacon, employee or agent of the Church reasonably believed that his conduct was in the best interest of the Church, or at least not opposed to its best interests; and
- c. In the case of any criminal proceeding, the elder, deacon, employee or agent of the Church had no reasonable cause to believe that his or her conduct was unlawful.

Notwithstanding the foregoing, the Church may not indemnify an elder, deacon, employee or agent of the Church (a) in connection with a proceeding brought against him or her by or in the right of the Church, in which he or she was adjudged liable to the Church, or (b) when the elder, deacon, employee or agent of the Church is charged with receiving an improper personal benefit and is adjudged liable on that basis.

Procedure of Indemnification

Any other provision of these Bylaws notwithstanding, (a) no elder may vote in regard to a proposal to indemnify himself and (b) if at any time each elder is seeking indemnification, all determinations related to indemnification shall be made by (a) Affirmation by the Voting Members or (b) legal counsel appointed by the Voting Members, in either case upon request for indemnification by the seeking elder at a special called business meeting called by the Board of Elders.

Right to Impose Conditions to Indemnification

The Church shall have the right to impose, as conditions to any indemnification provided or permitted in this section, such reasonable requirements and conditions as may appear appropriate to the Board of Elders in each specific case and circumstances, including, but not limited to, any one or more of the following:

- a. that any counsel representing the party to be indemnified in connection with the defense or settlement of any proceeding shall be counsel mutually agreeable to the party and to the Church;
- b. that the Church shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated, or threatened against the party to be indemnified; or
- c. that the Church shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified party's right to recovery, and that the party to be indemnified shall sign all writings and do everything necessary to assign such rights of subrogation to the Church.

Indemnification of Agents

The Church shall have the right, but shall not be obligated, to indemnify any agent of the Church not otherwise covered by this article to the fullest extent permissible by the laws of Virginia.

Savings Clause; Limitation

If this Article VIII or any provision thereof shall be invalidated by any court on any ground, then the Church shall nevertheless indemnify each person otherwise entitled to indemnification hereunder to the fullest extent permitted by law or by any applicable provision of this section that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, the Church shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Church as an organization exempt from taxation under Internal Revenue Code section 501(c)(3).

ARTICLE IX - MISCELLANEOUS

Amendments

These Bylaws may be amended only upon an amendment's approval by the Board of Elders, its proposal by the Board of Elders to the Voting Members, and its approval at a special called business meeting through Voting Member Affirmation.

Accountability

The Church shall produce, or provide for the production of, all financial reports deemed by the Board of Elders to be necessary or desirable for a charitable organization exempt from tax under Internal Revenue Code section 501 (c) (3). The Church may provide for an annual

independent audit of its financial affairs. The Church shall publish and make available to the membership all tax applications and returns as required for a charitable organization exempt from tax under Internal Revenue Code section 501 (c) (3).

Financial Policy

The financial policy of the Church is to raise funds through freewill offerings (2 Corinthians 9:7; Matthew 6:1-4) to be utilized in support of the annual budget.

Fiscal Year

The Church's fiscal year will run concurrent to the calendar year, January 1 – December 31.

Conflict of Interests

If any elder, officer, pastor, or deacon becomes aware that the Church is considering, directly or indirectly, entering a transaction with or making a gift to such person, any member of his or her family, or any entity in which that person has any legal, equitable, or fiduciary interest or position, including, without limitation, as a director, officer, shareholder, partner, beneficiary, or trustee, such person shall (a) promptly inform those charged with approving the transaction on behalf of the Church of such person's interest or position; (b) disclose any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the Church; and (c) abstain from participating in the decision to make such a gift or enter into such transaction.

If the Church makes any gift, or otherwise enters into any transaction, that involves any actual or potential conflict of interest, the fact of the conflict and of compliance by all parties with the requirements of this section shall be recorded in the minutes of the proceeding approving such grant or other transaction.

The elders, officers, employees, and agents of the Church shall also faithfully review and comply with any other policies or procedures adopted by the Church from time to time to ensure that conflicts of interest and any other matters bearing on the proper and ethical conduct of corporate affairs are appropriately and effectively monitored, disclosed, and dealt with in the best interest of the Church.

Loans to Members, Elders, Officers, or Deacons Prohibited

The Church shall make no loans to or co-sign any loan for any person.

Severability

The invalidity of any provision of these Bylaws shall not affect the other provisions hereof. In any such event, these Bylaws shall be construed in all respects as if such invalid provision were omitted.